



Finance Limited

FRANKLIN LEASING AND FINANCE LIMITED

Ph : 011 4235 1486

Unit/Shop No. 205, Second Floor, Aggarwal City Mall Road No. 44, Pitampura, delhi - 110 034
Email id : franklinleasingfinance@gmail.com, Website : www.franklinleasing.in
CIN No. U74899DL1992PLC048028

Date: 30.09.2018

To,
The Bombay Stock Exchange Limited,
PJ Towers, Dalal Street
Mumbai- 400 001

BSE Scrip Code: 539839

Sub: **Declaration of Voting Result under Regulation 44(3) of the Security Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of 26th Annual General Meeting of the Company held on 29th September, 2018.**

Dear Sir,

In compliance with Regulation 44(3) of the Security Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we now attach herewith in the prescribed format, the details regarding the voting results of the business transacted at 26th Annual General Meeting of the Members of the **M/s Franklin Leasing & Finance Limited** held on Saturday, 29th September, 2018 at 04.30 P.M at the Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura Delhi North Delhi DI 110034

We also enclosed herewith:-

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements') Regulation 2015.
2. Scrutinizer Report on E-Voting and Poll as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014.

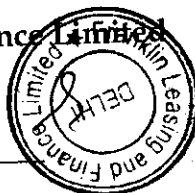
Please take the same on your record and acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,

For Franklin Leasing & Finance Limited

Shanu Jain



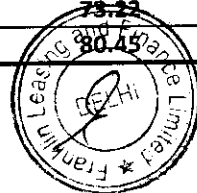
Shanu Jain
(Company Secretary)

FRANKLIN LEASING AND FINANCE LIMITED

Disclosures in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|------------|
| Date of the AGM | 29.09.2018 |
| Total Number of shareholders on record date | 89 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoter and promoter Group: | 2 |
| Public: | 12 |
| No. of shareholders attended the meeting through video conferencing: | |
| Promoter and promoter Group: | NIL |
| Public: | NIL |

| Resolution No.1 | Adoption of the Audited Financial Statement of the company for the financial year ended 31st March, 2018 together with the report of the Board of Directors and Auditors thereon . | | | | | | | |
|--|--|------------------------|-------------------------|---|------------------------|----------------------|---|--|
| Resolution Required: | (Ordinary / Special) | | | | | | | Ordinary |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | No | | | | | | | No |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No.of votes- in favour | No.of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
| Promoter and promoter group | E-voting | 4257600 | 4177600 | 98.12 | 4177600 | 0 | 100 | 0 |
| | Poll | | 80000 | 1.88 | 80000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 4257600 | 100 | 4257600 | 0 | 100 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | | N.A. | 0 | N.A. | N.A. | 0 | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-voting | 11524800 | 8342700 | 72.39 | 7533150 | 809550 | 90.30 | 9.70 |
| | Poll | | 96000 | 0.83 | 96000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 8438700 | 73.22 | 7629150 | 809550 | 90.41 | 9.59 |
| Total | | 15782400 | 12696300 | 80.45 | 11886750 | 809550 | 93.62 | 6.38 |



| Resolution No.2 | To appoint a director in place of Mr. Ramesh Kumar Dalmia [Din: 03257468] who retires by rotation and being eligible, offers himself for re-appointment. | | | | | | | |
|--|--|------------------------|-------------------------|---|-------------------------|-----------------------|---|--|
| Resolution Required: (Ordinary / Special) | | | | | | | | Ordinary |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | | | | | | No |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes- in favour | No. of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
| Promoter and promoter group | E-voting | 4257600 | 4177600 | 98.12 | 4177600 | 0 | 100 | 0 |
| | Poll | | 80000 | 1.88 | 80000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 4257600 | 100 | 4257600 | 0 | 100 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | | N.A. | 0 | N.A. | N.A. | 0 | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-voting | 11524800 | 8342700 | 72.39 | 7533150 | 809550 | 90.30 | 9.70 |
| | Poll | | 96000 | 0.83 | 96000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 8438700 | 73.22 | 7629150 | 809550 | 90.41 | 9.59 |
| Total | | 15782400 | 12696300 | 80.45 | 11886750 | 809550 | 93.62 | 6.38 |



| Resolution No.3 | To Rectify M/s. Anil Hariram Gupta & Co. having as a Statutory Auditor of the Company from this Annual General Meeting upto the conclusion of Next Annual General Meeting. | | | | | | | |
|--|--|------------------------|-------------------------|---|------------------------|----------------------|---|--|
| Resolution Required: (Ordinary / Special) | | | | | | | | Ordinary |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | | | | | | No |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No.of votes- in favour | No.of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
| Promoter and promoter group | E-voting | 4257600 | 4177600 | 98.12 | 4177600 | 0 | 100 | 0 |
| | Poll | | 80000 | 1.88 | 80000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 4257600 | 100 | 4257600 | 0 | 100 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | | N.A. | 0 | N.A. | N.A. | 0 | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-voting | 11524800 | 8342700 | 72.39 | 8093150 | 249550 | 97.01 | 2.99 |
| | Poll | | 96000 | 0.83 | 96000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 8438700 | 73.22 | 8189150 | 249550 | 97.04 | 2.96 |
| Total | | 15782400 | 12696300 | 80.45 | 12446750 | 249550 | 98.03 | 1.97 |



| Resolution No.4 | | To Approve Special Resolution Mr. Ram Bimal Patodia as a Managing Director and their remuneration. | | | | | | |
|--|------------------------------|--|-------------------------|---|-------------------------|-----------------------|---|--|
| Resolution Required: (Ordinary / Special) | | | | | | | | Special |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | | | | | | No |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes- in favour | No. of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
| Promoter and promoter group | E-voting | 4257600 | 4177600 | 98.12 | 4177600 | 0 | 100 | 0 |
| | Poll | | 80000 | 1.88 | 80000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 4257600 | 100 | 4257600 | 0 | 100 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | | N.A. | 0 | N.A. | N.A. | 0 | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-voting | 11524800 | 8342700 | 72.39 | 8093150 | 249550 | 97.01 | 2.99 |
| | Poll | | 96000 | 0.83 | 96000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 8438700 | 73.22 | 8189150 | 249550 | 97.04 | 2.96 |
| Total | | 15782400 | 12696300 | 80.45 | 12446750 | 249550 | 98.03 | 1.97 |



| Resolution No.5 | | To Approve Special Resolution for Make Borrowing Upto 40 Cr | | | | | | |
|--|------------------------------|---|-------------------------|---|------------------------|----------------------|---|--|
| Resolution Required: (Ordinary / Special) | | | | | | | | Special |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | | | | | | No |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No.of votes- in favour | No.of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
| Promoter and promoter group | E-voting | 4257600 | 4177600 | 98.12 | 4177600 | 0 | 100 | 0 |
| | Poll | | 80000 | 1.88 | 80000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 4257600 | 100 | 4257600 | 0 | 100 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | | N.A. | 0 | N.A. | N.A. | 0 | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-voting | 11524800 | 8342700 | 72.39 | 7533150 | 809550 | 90.30 | 9.70 |
| | Poll | | 96000 | 0.83 | 96000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 8438700 | 73.22 | 7629150 | 809550 | 90.41 | 9.59 |
| Total | | 15782400 | 12696300 | 80.45 | 11886750 | 809550 | 93.62 | 6.38 |



| Resolution No.6 | | To Approve Special Resolution for Provide loans, advances and investment upto 50 cr. | | | | | | |
|--|------------------------------|--|-------------------------|---|-------------------------|-----------------------|---|--|
| Resolution Required: (Ordinary / Special) | | | | | | | | Special |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | | | | | | No |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes- in favour | No. of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
| Promoter and promoter group | E-voting | 4257600 | 4177600 | 98.12 | 4177600 | 0 | 100 | 0 |
| | Poll | | 80000 | 1.88 | 80000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 4257600 | 100 | 4257600 | 0 | 100 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(if applicable) | | N.A. | 0 | N.A. | N.A. | 0 | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-voting | 11524800 | 8342700 | 72.39 | 8093150 | 249550 | 97.01 | 2.99 |
| | Poll | | 96000 | 0.83 | 96000 | 0 | 100 | 0 |
| | Postal Ballot(if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 8438700 | 73.22 | 8189150 | 249550 | 97.04 | 2.96 |
| Total | | 15782400 | 12696300 | 80.45 | 12446750 | 249550 | 98.03 | 1.97 |





AKHIL AGARWAL

Practising Company Secretary

To,
The Chairman,
FRANKLIN LEASING AND FINANCE LIMITED
Unit/Shop No.205,Second Floor,
Aggarwal City Mall Road No.44,
Pitampura Delhi North
Delhi DI 110034

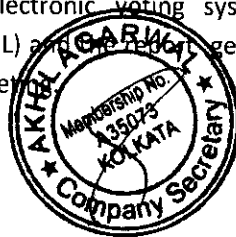
Akhil Agarwal, B.Com, ACS

**506/1, Grand Trunk Road, 2nd Floor
Howrah (South) - 711 101, INDIA**

Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by companies (Management and Administration) Amendment Rules,2015 and the Poll taken at the Annual General Meeting (AGM) of the Equity Shareholders of FRANKLIN LEASING AND FINANCE LIMITED held at Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura Delhi North Delhi DI 110034 Saturday, 29th September, 2018 at the 4.30 p.m.

1. I , Akhil Agarwal, Practicing Company Secretary , at 506/1 Grand Trunk Road, Howrah (South)-711101, had been appointed as the Scrutinizer by the Board of Directors of **FRANKLIN LEASING AND FINANCE LIMITED (the Company)** for the purpose of scrutinizing e-voting process (remote e- voting) and voting through physical paper at the meeting pursuant to Section 108 of the Companies Act , 2013 read with Rule 20 & 21 of the (Companies Management and administration) Rules, 2014 (Amendment Rules ,2015) In respect of the below mentioned resolutions proposed at the Annual General Meeting of the Equity Shareholders of the Company **held at Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura Delhi North Delhi DI 110034 Saturday, 29th September, 2018 at the 4.30 p.m.** Submit my report as under:
2. The Compliance with the Provisions of the Companies Act , 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the Annual General meeting of the Company is the responsibility of the management .My responsibility as Scrutinizer is to ensure that the voting process both through electronic means and by use of physical paper at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour in against if any,to the chairman on the resolution , based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and the reports generated electronically for voting by use of physical paper at the meeting.



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+91 33 2258 0696

+91 98363 64132
+91 89101 54372



akhilkumaragarwal@ymail.com

3. The notice dated September 04,2018 along with statement setting out material facts under section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the company and e-voting opened at 9.00 a.m. on 26th of September, 2018 and will end at 5.00 p.m. on 28th of September, 2018.
4. The Equity Share holders holding shares as on September 21, 2018. "cut off date ", were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by me. The ballots were reconciled with the records maintained by the Company \ Registrar and Transfer Agent s (R & TA) of the Company and the authorizations \ proxies lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting through Central Depository Services Limited (CDSL) facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. After the conclusion of voting at the AGM,the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
8. The electronic votes cast at the meeting were thereafter unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results\ list of equity shareholders who have voted for and against were downloaded from the e-



voting website of Central Depository Services Limited (CDSL) (<https://www.cdslindia.com>) and the same are being handed over to the chairman.

9. The Management of the company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting and the voting through physical paper at the meeting on the resolutions contained in the notice of the AGM.
10. My responsibility as scrutinizer for the evoting and voting through physical paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
11. I now submit my consolidated Report as under on the result of the e-voting and voting by poll at the AGM in respect of the said resolutions :

a) Resolution -1 : Ordinary Resolution

Adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

(i) Voted in favour of the resolution:

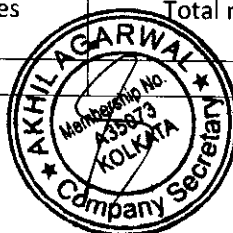
| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 12 | 1,17,10,750 | 92.24 |
| Voting by poll | 2 | 1,76,000 | 1.38 |
| Total | 14 | 1,18,86,750 | 93.62 |

(ii) Voted against the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 4 | 8,09,550 | 6.38 |
| Voting by poll | NIL | NIL | NIL |
| Total | 4 | 8,09,550 | 6.38 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



b) **Resolution-2 : Ordinary Resolution**

Re appointment of Mr. Ramesh Kumar Dalmia [Din: 03257468] who retires by rotation and being eligible, offers himself for re-appointment.

Voted **in favour** of the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 12 | 1,17,10,750 | 92.24 |
| Voting by poll | 2 | 1,76,000 | 1.38 |
| Total | 14 | 1,18,86,750 | 93.62 |

(i) Voted **against** the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 4 | 8,09,550 | 6.38 |
| Voting by poll | NIL | NIL | NIL |
| Total | 4 | 8,09,550 | 6.38 |

(ii) **Invalid Votes :**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



c) Resolution-3 : Ordinary Resolution

Appointment of M/s. Anil Hariram Gupta & Co. Chartered Accountant (Membership No. 066306), be and is hereby re-appointed as the Statutory Auditor of the Company and fixing their remuneration.

I. Voted **in favour** of the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 13 | 1,22,70,750 | 96.65 |
| Voting by poll | 2 | 1,76,000 | 1.38 |
| Total | 15 | 1,24,46,750 | 98.03 |

II. Voted **against** the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 3 | 2,49,550 | 1.97 |
| Voting by poll | NIL | NIL | NIL |
| Total | 3 | 2,49,550 | 1.97 |

III. **Invalid** Votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



d) Resolution-4 : Special Resolution

Appointment of Mr. Ram Bimal Patodia (DIN: 07554968), who was appointed as Managing Director of the Company by the Board of Directors with effect from 12th February, 2018 designated as non-independent director.

I. Voted in favour of the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 13 | 1,22,70,750 | 96.65 |
| Voting by poll | 2 | 1,76,000 | 1.38 |
| Total | 15 | 1,24,46,750 | 98.03 |

II. Voted against the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 3 | 2,49,550 | 1.97 |
| Voting by poll | NIL | NIL | NIL |
| Total | 3 | 2,49,550 | 1.97 |

III. Invalid Votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



e) Resolution-5 : Special Resolution

To Approve borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 40 Crores (Both funded and non-funded) at any one point of time.

I. Voted in favour of the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 12 | 1,17,10,750 | 92.24 |
| Voting by poll | 2 | 1,76,000 | 1.38 |
| Total | 14 | 1,18,86,750 | 93.62 |

II. Voted against the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 4 | 8,09,550 | 6.38 |
| Voting by poll | NIL | NIL | NIL |
| Total | 4 | 8,09,550 | 6.38 |

III. Invalid Votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



f) Resolution-6 : Special Resolution

To Provide loans, advances and investment in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 50 Crores.

(i) Voted in favour of the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 13 | 1,22,70,750 | 96.65 |
| Voting by poll | 2 | 1,76,000 | 1.38 |
| Total | 15 | 1,24,46,750 | 98.03 |

(ii) Voted against the resolution :

| Mode of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 3 | 2,49,550 | 1.97 |
| Voting by poll | NIL | NIL | NIL |
| Total | 3 | 2,49,550 | 1.97 |

(iii) Invalid Votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



12. RESULTS:

- My report includes the result of voting through the physical poll papers in addition to votes cast through e-voting.
- I have scrutinized the votes cast through electronic means and also through physical poll papers for the purpose of this report.
- The particulars of all the electronic votes cast by the members through remote e-voting process and votes cast by the members through physical poll papers have been recorded in a register separately maintained for the purpose.



13. All relevant records of voting will remain in my custody until the Chairman Considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

14. RECOMMENDATION:

- All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The chairman may accordingly declare the result of voting.

Thanking You,

Yours Truly .

Akhil Agarwal
Practising Company Secretary
Membership No.ACS35073
CP NO.16313

Place : Delhi

Dated : 30.09.2018