

Baid Leasing and Finance Co. Ltd. Regd. Office: "Baid House", 2nd Floor, 1-Tara Nagar, Ajmer Road, Jaipur-06 Ph:9214018855

E-mail: baidfinance@baidgroup.in Website: www.balfc.com CIN: L65910RJ1991PLC006391

Date: 18.04.2016

The Secretary, **BSE Limited,** 25th Floor, P.J. Towers, Dalai Street, Fort, Mumbai - 400 001

Sub: Result of Postal Ballot including e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

Ref: Scrip Code: 511724

Dear Sir,

This is in reference to our Postal Ballot Notice dated 5th March, 2016 along with the explanatory statement seeking the consent of members vide Postal Ballot/E-voting with respect to the following items of business:

- 1. Ordinary resolution pursuant to sec. 13 and 61 of the Companies Act, 2013 for Increase in Authorized Share Capital of the Company to Rs.12,00,00,000 (Rupees Twelve Crores only) from Rs. 7,00,00,000 (Rupees Seven Crores only) and alteration of Capital Clause of Memorandum of Association.
- 2. Special Resolution pursuant to sec. 14 of the Companies Act, 2013 for Alteration of Article 4 of Articles of Association.
- 3. Special Resolution pursuant to section 42 and 62 for Issue of Equity Shares up to 39,55,000 (Thirty Nine Lacs and Fifty Five Thousand) of face value of Rs. 10/- each on Preferential Basis.

We would like to inform you that the Resolutions mentioned in the Postal Ballot Notice dated 5th March, 2016 have been approved by the shareholders of the company with the requisite majority.

Find enclosed herewith Result of Postal Ballot and Scrutinizer's Report dated 18th April,

You are requested to take the same on record and inform all those concerned accordingly.

Thanking You,

FOR BAID LEASING AND FINANCE CO. LTD.

CS NAMRATA SAJNANI (COMPANY SECRETARY AND COMPLIANCE OFFICER)

ENCL: A/A



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Result of Postal Ballot including e-voting pursuant to Regulation 44(3) of the SEBI LODR

Date of declaration of result of the Postal Ballot (including E-voting)	April 16, 2016
Total number of shareholders on record date	3,274
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

Agenda- wise disclosure

Item No 1: Ordinary Resolution for Increase the Authorized Share Capital and alteration of **Capital Clause of Memorandum of Association:**

Resoluti	on required: (Ordina	Ordinary Re	solution		-			
Whether	r promoter/ promote ed in	er group are	NO		-			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	Votes Polled on		No. of Votes - again st (5)		% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and		14,64,659	14,52,030	99.14	14,52,030	0	100	0
Promoter	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Group	Postal Ballot	0	0	0	0	0	0	0 0
	Total	14,64,659	14,52,030	99.14	14,52,030	0	100	0
Public-	E-Voting	0	0	0	0	0	0	0
Institutio	FUII	N.A.	N.A.	N.A.	N.A.	N.A.		
ns	Postal Ballot	. 0	0	0	0	0	N.A. 0	N.A. 0
	Total	0	0	0	0	0	0	
Public-	E-Voting	46,80,341	30,57,675	65.33	30.57.675	0	·	0
Non	Poll	N.A.	N.A.	N.A.	N,A.	N.A.	100	0
Institutio	Postal Ballot	0	0	0	0	0 0	N.A. 0	N.A. 0
n s	Total	46,80,341	30,57,675	65.33	30,57,675	0	100	 0
<u>Total</u>		61,45,000			45,09,705	0	100	_ 0

Result: Resolution passed with requisite majority.



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Item No 2: Special Resolution for Alteration of Article 4 of Articles of Association:

Resolution required: (Ordinary/ Special)		Special Resolution							
Whether intereste	promoter/ promote	er group are	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 (4)	No. of Votes - against (5)	favour on votes polled (6)=[(4)/(% of Votes against on votes polled (7)=[(5)/ (2)]*100	
							_,,	-/,	
Promoter	E-Voting	14,64,659	14,52,030	99.14	14,52,030	0	100		
and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	0	
Promoter	Postal Ballot	0	0	0	0	0	0	N.A. 0	
Group	Total	14,64,659	14,52,030	99.14	14,52,030	0	100	0	
Public-	E-Voting	0	0	0	0	0	<u> </u>		
Institutio		N,A.	N.A.	N.A.	N.A.	N.A.	N.A.	0 N.A.	
ns	Postal Ballot	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public-	E-Voting	46,80,341	30,57,675	65.33	30,57,675	0	100	0	
Non	Poll	N.A.	N.A.	N,A.	N.A.	N.A.	N.A.	U	
Institutio	Postal Ballot	0	0	0	0	0	1 0	0	
ns	Total	46,80,341	30,57,675	65.33	30,57,675	0	100	0	
Total		61,45,000	45.09.705	73.39	45,09,705	0	100	0	

Result: Resolution passed with requisite majority





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Item No 3: Special Resolution for Issue of Equity Shares:

Resoluti	on required: (Ordina	ary/ Special)	Special Reso	olution				
Whether interest	promoter/ promoted in	er group are	YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polied (2)	% of Votes Polled on outstandi ng shares	favour	No. of Votes – agains t	votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-Voting	14,64,659	14,52,030	(3)=[(2)	14.52.020		 	
and	Poll	N.A.	N.A.	99.14 N.A.	14.52.030	0	100	0
Promoter Group		0	0	0	<u>N.A.</u> 0	N.A. 0	N.A. 0	N.A. 0
-	Total	14,64,659	14,52,030	99.14	14,52,030	Ö	100	0
Public-	E-Voting	0	0	-	<u> </u>	ļ. <u></u>		
Institutio	Poll	N.A.	N.A.	0	0	0	<u> </u>	0
n s	Postal Ballot	0	0	N.A. 0	<u>N.A.</u> 0	N.A.	N.A	N.A.
	Total	0				0	0	0
Public-	E-Voting	46,80,341	0	00	0	0	0	0
Non	Poli	N.A.		65.33	30,57,675	0	100	<u> </u>
Institutio	Postal Ballot		<u>N.A.</u> 0	N.A. 0	N.A	N.A.	N.A.	N.A.
าร	Total		_		0	0	0	0
Total	10(0)	46,80,341	30,57,675	65.33	30,57,675	0	100	
		61,45,000	45,09,705		15,09,705	0	100 100	0

Result: Resolution passed with requisite majority

FOR BAID LEASING AND FINANCE CO. LTD.

CS NAMRATA SAJNAN

(COMPANY SECRETARY AN

COMPLIANCE OFFICER)



[2370 954; 93145 04821 (M) <u>E-mail: cs.vmanda@gmail.com</u>
403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Scrutinizer's Report

To,
Mr. Aman Baid
Director
Baid Leasing and Finance Co. Ltd.
"Baid House", IInd Floor,
1, Tara Nagar, Ajmer Road,
Jaipur 302006, (Rajasthan)

Dear Sir,

Sub: Scrutinizer's Report on Passing of Resolutions through Postal Ballot.

Pursuant to the resolution passed by the Board of Directors of **BAID LEASING AND FINANCE CO. LTD.** (hereinafter referred to as "Company") on Saturday, March 05, 2016, I had been appointed as the scrutinizer to receive, process and scrutinize the postal ballot papers along with e-votes in respect of the Resolutions as circulated in the Postal Ballot Notice dated March 05, 2016 in fair and transparent manner and ascertaining the requisite majority in respect of the Resolutions contained in the Postal Ballot Notice.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Regulations"), every company having its equity shares listed on Recognized Stock Exchange(s), is required to provide e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Regulations, e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider Central Depository Services Limited (herein after referred to as "CDSL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, MCS Share Transfer Agent Limited (herein after referred to as "RTA") to set up the e-voting facility on the CDSL e-voting Website https://www.evotingindia.com

The Company through RTA has also uploaded the resolution in which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the Notice of Postal Ballot and E-voting dated March 05, 2016 sent to all the shareholders by courier along with the self-addressed prepaid Business Reply Envelope on or before March 17,



MANOJ MAHESHWARI

COMPANY SECRETARY

2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com 403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001. "USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

2016. The shareholders of the Company as on the cut-off date i.e. Friday, March 04, 2016 were entitled to vote on the resolutions contained in the Postal Ballot Notice. As stated in the Postal Ballot Notice, the Company fixed 5:00 p.m. on Saturday, April 16, 2016 as the last date for receipt of Postal Ballot Forms and remote e-voting.

The approved notice of Postal Ballot and E-voting contains the following resolutions:

Reference to the Companies Act, 2013

1) Ordinary Resolution

Pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act 2013 and the Rules issued thereunder (including statutory modification(s) or reenactment(s) thereof for the time being in force).

Type and description of the Ordinary Resolution

Ordinary Resolution pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act 2013 and the Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to increase the authorized share capital of the company from Rs. 7,00,00,000 (Rupees Seven Crores only) to Rs. 12,00,00,000/- (Rupees Twelve Crores only) accordingly alter the capital clause of the Memorandum of Association of the Company.

2) Special Resolution

Pursuant to Section 14 and other applicable provisions, if any, of the Companies Act 2013 and the Rules issued thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force).

Special Resolution pursuant to Section 14 other applicable provisions, if any, of the Companies Act 2013 and the Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to alter Article 4 of the Articles of Association of the Company.

3) Special Resolution

Pursuant to Section 42, 62 and other applicable provisions, if any, of the Companies Act 2013 and the Rules issued thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and pursuant to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations. 2009 (as amended).

Special Resolution pursuant to Section 42, 62 and other applicable provisions, if any, of the Companies Act 2013 and the Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(as amended) for preferential issue of 39, 55,000 equity shares.



MANOJ MAHESHWARI COMPANY SECRETARY

{ 2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com 403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001. "USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

Further to the above, I submit my report as under:-

- 1) That the Postal Ballot Notice dated March 05, 2016, under section 101 of the Companies Act, 2013 was dispatched to 3,274 (Three Thousand Two Hundred and Seventy Four) shareholders by means of courier on or before March 17, 2016. As confirmed by management, there were 24 (Twenty Four) such envelopes containing Postal Ballot Notice which were returned undelivered.
- 2) As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the company on March 18, 2016 in "Financial Express", English newspaper and in "Nafa Nuksan" vernacular language newspaper, informing about the completion of the dispatch of the Postal Ballot and evoting Notice, by means of courier services to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period commenced from Friday, March 18, 2016 at 10.00 a.m. and concluded on Saturday, April 16, 2016 at 5.00 p.m. The data was scrutinized by me for verification of votes cast in favour and against the resolution. I have downloaded the data of remote E-voting after the E-voting module was disabled by CDSL e-voting platform on April 16, 2016 at 5.00 P.M.
- 4) I have received nil Postal Ballot Forms from the shareholders during the period starting from Friday, March 18, 2016 at 10.00 a.m. and ended on Saturday, April 16, 2016 at 5.00 p.m. The Postal Ballot forms received after 5.00 p.m. on Saturday, April 16, 2016 were not considered for my scrutiny.
- 5) The total number of fully paid up shares of the company outstanding as on Friday, March 04, 2016 were 61,45,000 (Sixty One Lac Forty Five Thousand). As on cut-off date, out of 3,274 (Three Thousand Two Hundred and Seventy Four) shareholders, 23 (Twenty Three) shareholders have exercised their votes through remote e-voting and nil shareholder exercised their vote through Postal Ballot.

The details of polling results for the items placed for consideration by the members are given below:



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Item No 1: Ordinary Resolution for Increase the Authorized Share Capital and alteration of Capital Clause of Memorandum of Association:

Total No. of Shareholders	3.274	<u>-</u>	· · · · · · · · · · · · · · · · · · ·
Total No. of Shares	61,45,000		
Receipt of postal Ballot Forms/e-voting	eipt of postal Ballot Forms/e-voting From March 18, 2016 to		April 16, 2016
	-	Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	Α	23	45,09,705
Total Votes cast through Postal Ballot forms received	В	0	0
Grand Total of remote e-voting/Postal Ballot Form (A+B)	С	23	45,09,705
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net remote e-voting/Postal Ballot Forms (C-D)	E.	23	45,09,705

NOTES:

- (i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
- Invalid voting was not taken into account for counting of votes.

SUMMARY OF POSTAL BALLOT

Promoter/Pu blic	shares held (1) (2) polled on outstanding shares (3)=[(2)/(1)]*100		No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]*10	
Promoter and Promoter group	14,64,659	14,52,030	99.14	14,52,030	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	46,80,341	30,57,675	65.33	30,57,675	0	100	0
Total	61,45,000	45,09,705	73.39	45,09,705	0	100	0

Percentage of Votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%; I report that the Ordinary Resolution set out at item no. 1 in the notice of postal ballot dated March 05, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. April 16, 2016.



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Item No 2: Special Resolution for Alteration of Article 4 of Articles of Association:

Total No. of Shareholders	3,27	4	
Total No. of Shares	61,45,000		
Receipt of postal Ballot Forms/e-voting		March 18, 2016 to	o April 16, 2016
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	Α	23	45,09,705
Total Votes cast through Postal Ballot forms received	В	0	0
Grand Total of remote e-voting/Postal Ballot Form (A+B)	С	23	45,09,705
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net remote e-voting/Postal Ballot Forms (C-D)	E	23	45,09,705

NOTES:

- There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting. (i)
- Invalid voting was not taken into account for counting of votes.

SUMMARY OF POSTAL BALLOT

Promoter/Pu blic	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 (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]*10
Promoter and Promoter group	14,64,659	14,52,030	99.14	14,52,030	0	100	0
Public institutional holders	0	0	0	0	0	O	0
Public-others	46,80,341	30,57,675	65.33	30,57,675	0	100	0
Total	61,45,000	45,09,705	73.39	45,09,705	Ö	100	<u>0</u>

Percentage of Votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 2 in the notice of postal ballot dated March 05, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. April 16, 2016.



<u>MANOJ MAHESHWARI</u>

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Item No 3: Special Resolution for Issue of Equity Shares:

Total No. of Shareholders	3,27	4	
Total No. of Shares	- + 		
Receipt of postal Ballot Forms/e-voting			o April 16, 2016
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	23	45,09,705
Total Votes cast through Postal Ballot forms received	В	1 0	43,09,703
Grand Total of remote e-voting/Postal Ballot Form (A+B)	c	23	45,09,705
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	43,09,703
Net remote e-voting/Postal Ballot Forms (C-D)	E	23	45,09,705

NOTES:

- There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting. (i)
- Invalid voting was not taken into account for counting of votes.

SUMMARY OF POSTAL BALLOT

Promoter/Pu blic	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 (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]*10
Promoter and Promoter group	14,64,659	14,52,030	99.14	14,52,030	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	46,80,341	30,57,675	65.33	30,57,675	0	100	
Total	61,45,000	45,09,705	73.39	45,09,705	0	100	<u>0</u>

entage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 3 in the notice of postal ballot dated March 05, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. April 16, 2016.



MANOJ MAHESHWARI

COMPANY SECRETARY

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I further report that as per the Postal Ballot Notice dated March 05, 2016 and the Board Resolution dated March 05, 2016, the Director may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred therein. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.balfc.com and on the website of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchange.

The register of postal ballot received till the close of the working hours of the last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the shareholders, total holding and the nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and mode of voting (postal ballot or e-voting both) in respect of the Resolutions has been maintained.

I further report that the Company has duly complied with Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended) regarding procedure to be followed for conducting business through postal ballot. I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them are in my safe custody which will be handed over to the Managing Director/Director of the Company after he approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully,

CS Manoj Maheshwari Scrutinizer

FCS: 3355 C.P. No.: 1971