

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.

SCRUTINIZER'S REPORT

To,

The Chairman of

27th Annual General Meeting of the Equity Shareholders of Baid Leasing and Finance Co. Ltd. held on Monday, 27th August, 2018 at 03:00 P.M. at "Baid House", II Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302 006 (Rajasthan) ("AGM").

Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM

The Board of Directors of Baid Leasing and Finance Co. Ltd. (hereinafter referred to as "Company") at its meeting held on Tuesday, 29th May, 2018 has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (hereinafter referred to as "Rule 20") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited (hereinafter referred as "CDSL") as the service provider, for the purpose of extending the facility of remote e-voting to the members of the Company. MCS Ltd. is the Registrar and Share Transfer Agents (Herein after referred as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website, www.evotingindia.com. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 13th July, 2018 and as on that date, there were 3298 Members of the Company. The Service Provider of the company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to 640 Shareholders whose email IDs were made available by the Depositories. In respect of 2658 Shareholders whose email-IDs were not available, notices were sent by Courier. In respect of 54 cases where transmissions through email had failed, the company had sent the Notice of the AGM along with Annual Report and e-voting details through physical form by Courier.



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Further, as confirmed by the management, there were 89 such envelopes containing notice of AGM which were returned undelivered.

- The company completed the dispatch of the notices to the Shareholders by Thursday, 02nd August, 2018
- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20.
- The Cut-off date for the purpose of identifying, Members who will be entitled to vote on the resolutions placed for approval of the Members was Monday, 20th August, 2018.
- The remote e-voting period remained open from Thursday, 23rd August, 2018 at 10:00 A.M. to on Sunday, 26th August, 2018 at 05:00 P.M.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in the "Financial Express" English newspaper in English language and in vernacular language in the "Nafa Nuksaan" vernacular newspaper in vernacular language dated Friday, 03rd August, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Sunday, 26th August 2018 at 05:00 P.M., the voting portal of the Service provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number of shares held was obtained from the service provider.
- At the venue of the AGM of the Company, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.
- There were no votes cast at the venue of the AGM through ballot paper. The votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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Item No. 1: Ordinary Resolution:

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31st, 2018 together with the reports of the Board of Directors and the Auditors thereon

Total No. of Shareholders/folios	3189		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	23 rd August, 2018 to 26 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	35	84,31,752
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	35	84,31,752
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	35	84,31,752

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	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)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	21,72,981	21,72,981	100	21,72,981	0	100	0
Public institutional holders	0	0	-	-	-	-	-
Public-others	79,27,019	6,258,771	78.95	6,258,771	0	100	0
Total	1,01,00,000	84,31,752	83.48	84,31,752	0	100	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against:0

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 20th June, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 2: Ordinary Resolution:

To declare final dividend of Rs. 0.50/- per equity share for the financial year ended on March 31st, 2018 and to confirm the interim dividend of Rs. 0.50/- per equity share, already paid during the year 2017-18

Total No. of Shareholders/Folios	3189		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	23 rd August, 2018 to 26 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	35	84,31,752
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	35	84,31,752
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	35	84,31,752

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	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)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	21,72,981	21,72,981	100	21,72,981	0	100	0
Public institutional holders	0	0	-	-	-	-	-
Public-others	79,27,019	6,258,771	78.95	6,258,771	0	100	0
Total	1,01,00,000	84,31,752	83.48	84,31,752	0	100	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0

RESULT:-

Since, the number of votes cast in favour of the resolution is 100 %, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 20th June, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 3: Ordinary Resolution:

To appoint a Director in place of Mrs. Alpana Baid (DIN: 06362806), who retires by rotation and being eligible, seeks re-appointment

Total No. of Shareholders/Folios	3189		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	23 rd August, 2018 to 26 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	35	84,31,752
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	35	84,31,752
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	35	84,31,752

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	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)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	21,72,981	21,72,981	100	21,72,981	0	100	0
Public institutional holders	0	0	-	-	-	-	-
Public-others	79,27,019	6,258,771	78.95	6,258,771	0	100	0
Total	1,01,00,000	84,31,752	83.48	84,31,752	0	100	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 20th June, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 4: Special Resolution:

To Authorize the Board of Directors for borrowing money u/s 180 (1) (c) of the Companies Act, 2013

Total No. of Shareholders/Folios	3189		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	23 rd August, 2018 to 26 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	35	84,31,752
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	35	84,31,752
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	35	84,31,752

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	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)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	21,72,981	21,72,981	100	21,72,981	0	100	0
Public institutional holders	0	0	-	-	-	-	-
Public-others	79,27,019	6,258,771	78.95	6,258,771	0	100	0
Total	1,01,00,000	84,31,752	83.48	84,31,752	0	100	0

Percentage of Votes cast in favour:100% | Percentage of votes cast against: 0

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 180(1)(c) of the Companies Act, 2013 as set out in the notice of AGM dated 20th June, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 5: Special Resolution:

To Authorize the Board of Directors to create mortgage or charge, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company, both present and future u/s 180 (1) (a) of the companies Companies Act, 2013.

Total No. of Shareholders/Folios	3189		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	23 rd August, 2018 to 26 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	35	84,31,752
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	35	84,31,752
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	35	84,31,752

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	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)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	21,72,981	21,72,981	100	21,72,981	0	100	0
Public institutional holders	0	0	-	-	-	-	-
Public-others	79,27,019	6,258,771	78.95	6,258,771	0	100	0
Total	1,01,00,000	84,31,752	83.48	84,31,752	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 Special resolution under section 180(1)(a) of the Companies Act, 2013 as set out in the notice of AGM dated 20th June, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 6: Ordinary Resolution:

Authorize the board to undertake corporate social responsibility expenses over and beyond the limits as specifies in section 181 of the Companies Act, 2013.

Total No. of Shareholders/Folios	3189		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	23 rd August, 2018 to 26 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	35	84,31,752
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	35	84,31,752
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	35	84,31,752

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	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)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	21,72,981	21,72,981	100	21,72,981	0	100	0
Public institutional holders	0	0	-	-	-	-	-
Public-others	79,27,019	6,258,771	78.95	6,258,771	0	100	0
Total	1,01,00,000	84,31,752	83.48	84,31,752	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 under section 181 of the Companies Act, 2013 as set out in the notice of AGM dated 20th June, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 7: Special Resolution:

To authorize the Board of Directors for the private placement of securities pursuant to section 42, 71 of the Companies Act, 2013

Total No. of Shareholders/Folios	3189		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	23 rd August, 2018 to 26 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	35	84,31,752
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	35	84,31,752
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	35	84,31,752

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	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)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	21,72,981	21,72,981	100	21,72,981	0	100	0
Public institutional holders	0	0	-	-	-	-	-
Public-others	79,27,019	6,258,771	78.95	6,258,771	0	100	0
Total	1,01,00,000	84,31,752	83.48	84,31,752	0	100	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the Special resolution under section 42 and 71 of the Companies Act, 2013 as set out in the notice of AGM dated 20th June, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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All the Resolutions mentioned in the AGM Notice dated 20th June, 2018 as per the details above stand passed under Remote E-voting with the requisite majority and deemed to be passed as on the date of the AGM

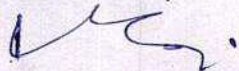
A soft copy, containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting. Relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully

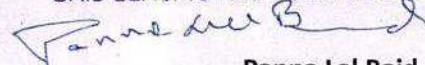


CS Manoj Maheshwari
Scrutinizer



For Baid Leasing and Finance Co. Ltd.

BAID LEASING AND FINANCE CO. LTD.



Panna Lal Baid

DIRECTOR/AUTHORISED SIGNATORY

Chairman
DIN - 00009897

FCS: 3355

C.P. No. 1971

Place: Jaipur

Date: 28th August, 2018