

MANOJ MAHESHWARI
COMPANY SECRETARY

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403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

SCRUTINIZER'S REPORT

Pursuant to the Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the process of Postal Ballot conducted for the consideration by the members of Baid Leasing and Finance Company Limited in respect of special resolution passed by way of Postal Ballot:

1. To make inter corporate loans, investments, guarantees and securities in other bodies corporate u/s 186 of the Companies Act, 2013 upto a sum of Rs. 50,00,00,000 (Rs. Fifty Crores Only).
2. To borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 75,00,00,000 (Rs. Seventy Five Crores Only).
3. To sell/lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) and/or asset(s), present and future of the Company u/s 180 (1) (a) of the Companies Act, 2013.

The Board of Directors of **BAID LEASING AND FINANCE CO. LTD.** (hereinafter referred to as "the Company") vide their resolution passed in the meeting held on **02.05.2014** appointed the undersigned, **CS Manoj Maheshwari, Practising Company Secretary** as the Scrutinizer to conduct the Postal Ballot voting process for scrutinizing the Postal Ballot Forms received from the members of the Company in response to the Company's Postal Ballot Notice dated **02.05.2014**.

1. Accordingly, this report is being submitted by the undersigned - **CS Manoj Maheshwari**, Scrutinizer, pursuant to the provisions of the Rule 22 of Companies (Management and Administration) Rules, 2014.

E-voting facility was made available in compliance with the Act, for postal ballot process from 10.00 A.M. on Monday, May 12th, 2014 till 05.00 P.M. on Wednesday, May 14th 2014. However, none of the shareholders utilized this option.

Further, I have visited the registered office i.e., **Baid House, IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur - 302 006** on **07.06.2014** and remained thereat for the purpose of ascertaining the requisite majority in respect of the items of the Postal Ballot Notice. The scrutiny of the entire Postal Ballot voting process has been carried out in the presence of and with the secretarial assistance of the Managing Director and Company Secretary of the Company.



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2. As per the Register of Members as on **25.04.2014** maintained and submitted by the Registrar and Share Transfer Agent (M/s. MCS Ltd.), there were **3,455** members holding **61,45,000** Equity Shares of the Company. As per the letter obtained from the management, we have found that the Postal Ballot Notices along with Postal Ballot Forms were dispatched to all the members' upto **08.05.2014**, by courier.
3. A total number of **17 (Seventeen)** Postal Ballot Forms all in the postage prepaid, printed Business Reply Envelopes along with an option of e-voting addressed to Baid Leasing

and Finance Co. Ltd. have been received at its registered office at Baid House, IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur - 302 006. E-voting was nil.

4. All the envelopes received as above were opened and the Postal Ballot Forms have been taken for scrutiny. On scrutinizing, following position has been found:

Valid Postal Ballot Forms	17
Invalid Postal Ballot Forms	0
Total	17

5. Signature appearing on the Postal Ballot Form in each case has been verified by the Company with the specimen signatures available on record.
6. Pursuant to Clause 10 of Rule 22 of Companies (Management and Administration) Rules, 2014, a register has been maintained to record the assent, dissent or otherwise received on the resolutions, particulars of name, address, folio number and number of shares of the shareholders. Entries have been made for each of Postal Ballot Form received totalling to **17 (Seventeen)** forms.
7. None of the Postal Ballot Forms were received in defaced or mutilated form.
8. Summary of the Register maintained pursuant to Clause 10 of Rule 22 of Companies (Management and Administration) Rules, 2014 to record the consent or otherwise relating to the items of the Postal Ballot Notice is as under:



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PARTICULARS	Assent to the Resolution		Dissent to the Resolution	
	No. of Members	No. of Shares	No. of Members	No. of Shares
Item No. 1 Special Resolution to make inter corporate loans, investments, guarantees and securities in other bodies corporate u/s 186 of the Companies Act, 2013 upto a sum of Rs. 50,00,00,000 (Rs. Fifty Crores Only).	17	39,41,160	NIL	NIL
Item No. 2 Special Resolution to borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 75,00,00,000 (Rs. Seventy Five Crores only)	17	39,41,160	NIL	NIL
Item No. 3 Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.	17	39,41,160	NIL	NIL

9. Result of the Postal Ballot:

Brief Description of the Resolution	Result
Item No. 1 Special Resolution to make inter corporate loans, investments, guarantees and securities in other bodies corporate u/s 186 of the Companies Act, 2013 upto a sum of Rs. 50,00,00,000 (Rs. Fifty Crores Only).	Out of the total 39,41,160 votes polled, 39,41,160 have assented to the resolution. Since 100% votes have been cast in favour of the resolution, this resolution is hereby treated as assented with requisite majority.



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Item No. 2 Special Resolution to borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 75,00,00,000 (Rs. Seventy Five Crores Only).	Out of the total 39,41,160 votes polled, 39,41,160 have assented to the resolution. Since 100% votes have been cast in favour of the resolution, this resolution is hereby treated as assented with requisite majority.
Item No. 3 Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.	Out of the total 39,41,160 votes polled, 39,41,160 have assented to the resolution. Since 100% votes have been cast in favour of the resolution, this resolution is hereby treated as assented with requisite majority.

The result of the voting by Postal Ballot may be declared accordingly.

Place: Jaipur
Date: 14th June, 2014




CS Manoj Maheshwari
Scrutinizer
FCS 3355