



Baid Leasing and Finance Co. Ltd

Regd. Office: "Baid House", IInd Floor, 1-Tara Nagar, Ajmer Road, Jaipur-06 **Ph:** 9214018855
E-mail: baidfinance@baidgroup.in **Website:** www.balfc.com **CIN:** L65910RJ1991PLC006391

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June 2021 and No. 20/2021 dated 08th December 2021 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**) other applicable rules/ regulations/ guidelines/ circulars/ notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], Baid Leasing and Finance Co. Ltd. (**"the Company"**) is seeking consent of the members of the Company on special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting (**"e-Voting"**).

In terms of the MCA Circulars and in view of requirement of social distancing due to COVID-19, companies are advised to take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and the Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, the Company will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent (**"RTA"**) of the Company or Depository/ Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

You are requested to peruse the following proposed Resolution along with Explanatory Statement provided by the Company and thereafter record your assent or dissent by means of e-voting system by **5:00 p.m. on Wednesday, 08th June, 2022**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Wednesday, 08th June, 2022**. Further, resolutions passed by the members through E-voting are deemed to have been passed effectively at a general meeting.



SPECIAL BUSINESS:

ITEM NO. 1: CHANGE OF NAME OF COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and Regulations 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Registrar of Companies and other Regulatory Authorities approval as may be necessary, consent of the members of the Company be and is hereby accorded for change of name of the Company from “**BAID LEASING AND FINANCE CO. LTD.**” to “**BAID FINSERV LIMITED**” and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Name Clause I in the Memorandum of Association of the Company be and is hereby altered accordingly and substituted by the following new clause.

(I) The Name of the Company is **BAID FINSERV LIMITED**.

RESOLVED FURTHER THAT pursuant to the provisions of section 5 and 14 of the Companies Act, 2013 the Articles Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company for making application for change of name, filing of necessary forms and documents with the relevant Regulatory and Statutory Authorities including Registrar of Companies and Stock Exchanges for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the members of the Company.



ITEM NO. 2

INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY..

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act 2013 read with the rules framed thereunder (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.17,79,00,000/- (Rupees Seventeen Crore and Seventy Nine Lakh Only) consisting of 8,89,50,000 (Eight Crore Eighty Nine Lakh and Fifty Thousand) Equity Shares of Rs.2/- (Rupees Two Only) each to Rs. 30,00,00,000 (Rupees Thirty Crore Only) consisting of 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each by the creation of additional 6,10,50,000 (Six Crore Ten Lakh and Fifty Thousand) equity shares of Rs. 2/- (Rupees Two Only) each.

RESOLVED FURTHER THAT existing Clause V of the Memorandum of Association of the Company be substituted with the following new clause:

“V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company for filing of necessary forms and documents with the relevant Regulatory and Statutory Authorities including Registrar of Companies and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the members of the Company.



ITEM NO. 3

ISSUE OF BONUS SHARES:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by the Securities and Exchange Board of India (“SEBI”) and/or Reserve Bank of India (“RBI”) from time to time and the enabling provisions of Articles of Association (“AOA”) of the Company and subject to such approvals, consents, permissions, sanctions as may be necessary from appropriate authorities as may be required in this regard and pursuant to the recommendation of the Board of Directors of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company for capitalization of a sum not exceeding Rs. 12,00,68,300 (Rupees Twelve Crore Sixty Eight Thousands and Three Hundreds Only) or such other amount from and out of the Securities Premium as per the Audited Financial Statements of the Company for the year ended on March 31, 2022 for the purpose of issue and allotment of bonus shares of Rs. 2/- (Rupees Two only) each to the Eligible members of the Company holding fully paid up Equity Shares of the Company whose names appear in the Register of members of the Company, as on the ‘Record Date’ to be determined by the Board of Directors for this purpose, in the proportion of 1 (One) new equity shares for every 1 (One) existing fully paid-up equity share held by the members and that the new bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such Members and not as the income of the Members.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari – passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and in case of members who hold equity shares in dematerialised form, the bonus shares be credited to the respective beneficiary accounts of the members with their respective Depository Participants and in case of members who hold equity shares in physical form, the Share Certificate(s) in respect of such bonus shares shall be dispatched, within such time as prescribed by law and relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take necessary steps for listing of such bonus shares on the Stock Exchange where the shares of the Company are presently listed, as per the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable regulations, rules and guidelines.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company for filing of necessary forms and documents with the relevant Regulatory and Statutory Authorities including Registrar of Companies, Stock Exchange and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the members of the Company.

Date: May 04, 2022

Place: Jaipur

**Registered. Office: "Baid House", IInd Floor, 1,
Tara Nagar, Ajmer Road, Jaipur-302 006**

**By Order of The Board of Directors
For Baid Leasing and Finance Co. Ltd.**

Sd/-

Diwakar Jain

Company Secretary and Compliance officer

ACS-40165



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolutions in respect of the business set out above is annexed herewith.
2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Securities (India) Limited (“CDSL”) to provide e-voting facility to members of the Company.
3. The Board of Directors has appointed CS Manoj Maheshwari (FCS: 3355), Practicing Company Secretary, as Scrutinizer, for conducting the postal ballot e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners and registered their e-mail IDs as received from the National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Friday, April 29, 2022 (“Cut-off Date”)**. It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Company.
6. Postal Ballot Notice is also available on the website of the Company i.e. <https://www.balfc.com/corporate-governance/> and can also be downloaded by accessing website of the CDSL at <https://www.evotingindia.com/> and at the relevant section of the website of the BSE Limited at www.bseindia.com
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
8. The remote e-voting period commences from **Tuesday, May 10, 2022 [9.00 a.m. (IST)] and ends on Wednesday, June 08, 2022 [5.00 p.m. (IST)]**. During this period, members holding shares as on Friday, April 29, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **Wednesday, June 08, 2022 [5.00 p.m. (IST)]**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cutoff date i.e. **Friday, April 29, 2022**.



9. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to cs@baidgroup.in mentioning their Name, Client ID and DP ID.
10. Members whose e-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. Members who are holding shares in physical form may also cast their vote by following the e-voting process given in this notice.
11. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions" of Postal Ballot Notice.
12. The Scrutinizer will submit his report to the Chairman and Managing Director or to the Whole Time Director or to the Chief Financial Officer or to the Company Secretary as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting. The result of the voting by postal ballot will be announced by the Chairman and Managing Director or the Whole Time Director or the Chief Financial Officer or the Company Secretary of the Company within 2 working days from the date of completion of said e-voting. The result of the postal ballot will be posted on the Company's website (<https://www.balfc.com/corporate-governance/>) and CDSL website (<https://www.evotingindia.com/>) immediately after the declaration of result and the same will also be communicated to BSE Limited within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

13. E-VOTING INSTRUCTIONS:

THE INTRUCTIONS OF MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- I. The voting period begins on **Tuesday, May 10, 2022 at 9.00 a.m. (IST) and ends on Wednesday, June 08, 2022 at 5.00 p.m. (IST)**. During this period members' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of **Friday, April 29, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would



be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |



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|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Individual Shareholders holding securities in Demat mode with NSDL</p> | <ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| <p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

IV. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website **www.evotingindia.com**.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |



After entering these details appropriately, click on “SUBMIT” tab.

- V. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VII. Click on the EVSN for the BAID LEASING AND FINANCE CO. LTD. on which you choose to vote.
- VIII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- IX. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- X. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XI. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIII. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIV. Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@baidgroup.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated May 04, 2022:

ITEM NO. 1

The Company was incorporated on December 20, 1991 in the name of Baid Leasing and Finance Co. Ltd. in the state of Rajasthan pursuant to the Companies Act, 1956. The Company is registered as Non –Banking Financial Company (“NBFC”) with Reserve Bank of India (“RBI”) bearing Registration number as 10.00036 on March 11, 1998.

Pursuant to RBI approval and confirmation of availability of new name from Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Manesar (“CRC”), the Board of Directors of the Company at its meeting held on Wednesday, 04th day of May, 2022 recommended the proposal to change the name of the Company from “BAID LEASING AND FINANCE CO. LTD.” to “BAID FINSERV LIMITED”. The name BAID FINSERV LIMITED has been duly reserved by the Registrar of Companies.

It is hereby further confirmed that there is no change in the existing line of business of the Company nor the Company intends to undertake any new activity consequent to the name change. The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

Certificate obtained from M/s. Khilnani & Associates, Chartered Accountants (Firm Registration No. 005776C), Jaipur, the statutory auditors in terms of Regulation 45(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating compliance of conditions stated as per Regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure I** to this notice.

Hence, the approval of members is being sought for change of name of the company and consequent alterations in the Name Clause I of the Memorandum and Articles of Association and in such other documents wherever required. The Management is of the opinion that the proposed change of name is in the interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are directly or indirectly, concerned or interested in the resolution set out at item No. 1.

The Board of Directors recommends the passing of the Special Resolutions as set out in item No. 1 of the accompanying Notice.



ITEM NO. 2 and 3

As a goodwill gesture and with a view to improve liquidity on the exchange trading platform, the Board of Directors of the Company at its meeting held on May 04, 2022 proposed after considering the available reserves, subject to the consent of the members of the Company and all other requisite approvals, permissions, sanctions and approvals and recommendation to capitalize to the extent of Rs. 12,00,68,300/- (Rupees Twelve Crore Sixty Eight Thousands and Three Hundreds Only) or such other amount from and out of the Securities Premium as per the Audited Financial Statements of the Company for the year ended on March 31, 2022, for issue and allotment of bonus shares in the ratio of 1 (One) new equity shares of Rs. 2/- (Rupees Two only) each for every 1 (One) existing equity shares of Rs. 2/- (Rupees Two only) each of the Company held by the existing members as on the 'Record Date' to be determined by the Board.

Article 59 of the Articles of Association of the Company permits that, the Company, in General Meeting, may upon recommendation of the Board, approve, capitalisation of any part of the amount for the time being standing to the credit of Securities Premium account be applied in paying up of unissued shares to be issued to members of the Company as fully paid up bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and subject to applicable statutory and regulatory approvals, if any, the issue of bonus shares of the Company requires the approval of the members of the Company. Accordingly, approval of the members of the Company is sought by way of ordinary resolution as set out in this Postal Ballot Notice.

The bonus shares are proposed to be issued to the members of the Company, whose names appear in the Register of members of the Company as on the 'Record Date', to be determined by the Board of Directors thereof for the purpose of issue of bonus shares, in the ratio of 1 (One) new bonus shares of Rs. 2/- each for every 1 (One) fully paid-up equity share of face value of Rs. 2/- each (1:1) held by them as on the Record Date.

In case of members who hold equity shares in dematerialised form, the bonus shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participants. In case of members who hold equity shares in physical form, the Share Certificate(s) in respect of such bonus shares shall be dispatched, within such time as prescribed by law and relevant authorities.

It is hereby further informed to the members that, for the requirement of Capital buffer pertaining to corporate actions in form of Bonus Equity Shares and further requirement of equity capital in future, proposal for increase the existing Authorised Share Capital of the Company from Rs. 17,79,00,000/- (Rupees Seventeen Crore and Seventy Nine Lakh Only) consisting of Rs. 8,89,50,000 (Eight Crore Eighty Nine Lakh and Fifty Thousand) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 30,00,00,000 (Rupees Thirty Crores Only) consisting of 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupees Two) each recommended by Board for the approval of members of the Company.



The Authorised Share Capital as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association (“MOA”) of the Company as set out in Item No. 2 of the Notice. After the approval of members the Authorised Share Capital of the Company will be as per the table mentioned below:

| Clause of Memorandum of Association | Present Capital | Proposed Capital |
|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| V | The Authorized Share Capital of the Company is Rs. 17,79,00,000/- (Rupees Seventeen Crores and Seventy Nine Lakh Only) divided into 8,89,50,000 (Eight Crores Eighty Nine Lakhs and Fifty Thousands Only) Equity Shares of Rs. 2/- (Rupees Two Only) each.” | The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each.” |

Accordingly, the capital of the company post bonus issue is projected below:

| Capital | Existing Capital | Ratio 1:1 | |
|----------------------------------------|------------------|--------------|--------------------|
| | | Bonus issue | Post Bonus Capital |
| | (A) | (B) | (A+B) |
| Authorised (Shares)* | 15,00,00,000 | - | 15,00,00,000 |
| Authorised (in Rs.)* | 30,00,00,000 | - | 30,00,00,000 |
| Issued (Shares) | 6,00,34,150 | 6,00,34,150 | 12,00,68,300 |
| Issued (in Rs.) | 12,00,68,300 | 12,00,68,300 | 24,01,36,600 |
| Subscribed and Paid Up (Shares) | 6,00,34,150 | 6,00,34,150 | 12,00,68,300 |
| Subscribed and Paid Up (in Rs.) | 12,00,68,300 | 12,00,68,300 | 24,01,36,600 |

Note: *Authorised capital considered hereinabove as the proposed Authorized capital for which approval is sought from the members as ascribed in Item No. 2 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is directly or indirectly, concerned or interested in the resolution set out at item Nos. 2 and 3, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item Nos. 2 and 3 of the accompanying Notice.

Date: May 04, 2022

Place: Jaipur

**Registered. Office: “Baid House”, IInd Floor, 1,
Tara Nagar, Ajmer Road, Jaipur-302 006**

**By Order of The Board of Directors
For Baid Leasing and Finance Co. Ltd.**

**Sd/-
Diwakar Jain
Company Secretary and Compliance officer
ACS-40165**



Annexure I

TO WHOM SOEVER IT MAY CONCERN

We, the Statutory Auditors of **BAID LEASING AND FINANCE CO. LTD.** (hereinafter referred as “**the Company**”) have examined the books of accounts and related records of the Company. On the basis of the information and explanations given to us and to our satisfaction, in terms of Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Change of Company’s name from “**BAID LEASING AND FINANCE CO. LTD.**” to “**BAID FINSERV LIMITED**”, we hereby certify that:

a. A time period of at least one year has elapsed from the last name change of the Company. - **The Company has not changed its name since last one year.**

b. at least fifty percent of the company’s total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name. – **Not Applicable since there is no change in the activity / project of the company in the preceding one year period**

c. the amount invested in the new activity/project (Fixed Assets+ Advances+ Work In Progress) is at least 50% of the assets of the listed entity. – **Not Applicable since there is no change activity/project of the company**

This certificate is issued pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

**For KHILNANI & ASSOCIATES
Chartered Accountants**

Sd/-

KK KHILNANI

PARTNER

M.No.072736

FRN No.005776C

UDIN: 22072736AJCANN4698

Place: JAIPUR

Date: May 04, 2022