



Scrutinizer's Report

To,  
The Chairman  
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 Postal Ballot by way of Electronic Voting ("e-voting").

The Board of Directors of Baid Leasing and Finance Co. Ltd. (hereinafter referred to as "the Company") at its Meeting held on Wednesday, May 04, 2022 has appointed me as the scrutinizer for scrutinizing the Postal Ballot by way of e-voting pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020, No. 10/2021 dated 23<sup>rd</sup> June, 2021 and No. 20/2021 dated 8<sup>th</sup> December, 2021 respectively in view of COVID-19 pandemic ("MCA Circulars"), relating to postal ballot including voting by electronic means for the resolutions contained in the Notice of Postal Ballot dated May 04, 2022.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "In favor" and/or "against" the resolution stated in the notice of Postal Ballot, based on the reports generated/data downloaded from the e-voting system provided by Central Depository Services (India) Limited, the Agency Authorized under the Rules and engaged by the Company to provide e-voting facility.

**Report on Scrutiny:**

- The Company had appointed Central Depository Services (India) Limited (hereinafter referred to as "CDSL / Service Provider") as the Service Provider, for the purpose of extending the facility of remote e-voting to the Shareholders of the Company. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agent (hereinafter referred to as "RTA") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on the items of business stated in the Postal Ballot Notice dated May 04, 2022.





- The Service Provider had set up an electronic voting facility on their website <https://www.evotingindia.com>. The Company had uploaded the item of business to be transacted through Postal Ballot on the website of the Service Provider to facilitate their Shareholders to cast their vote through Remote E-voting.
- The internal cut-off date for the dispatch of the Notice of Postal Ballot was Friday, April 29, 2022 and as on that date, there were 5,194 (Five Thousand One Hundred and Ninety Four) Shareholders of the Company.
- The Company informed that in compliance with the MCA Circulars and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Service Provider completed dispatch of Notice of Postal Ballot along-with e-voting details on May 09, 2022 by E-mail to 2,936 (Two Thousand Nine Hundred and Thirty Six) shareholders who had already registered their E-mail IDs with the Company/ Depositories.
- The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended).
- As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the Company on May 10, 2022, in "Financial Express", English newspaper in English language and in "NafaNuksan" Vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot Notice, by means of E-mail to the shareholders along with other related matters mentioned therein.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions contained in the Postal Ballot Notice was Friday, April 29, 2022.
- The remote e-voting period commenced from Tuesday, May 10, 2022 at 9:00 A.M. and concluded on Wednesday, June 08, 2022 at 05:00 P.M.
- At the end of the voting period on Wednesday, June 08, 2022 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith.
- After completion of e-voting, the votes cast by the Shareholders were unblocked and downloaded from the e-voting website of CDSL/ Service Provider <https://www.evotingindia.com> in the presence of two witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20. The e-voting data/ results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against on the resolutions proposed in the Notice of Postal Ballot are as under:





**Item No. 1: Special Resolution:**

**Change of name of company and consequent alteration in the Memorandum of Association and Articles of Association of the Company**

Total No. of Shareholders/folios	5,194		
Total No. of Shares	6,00,34,150		
e-voting Period	From 9:00 A.M. on May 10, 2022 till 05:00 P.M. on June 08, 2022.		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	45	4,25,35,045
Total Votes cast through Postal Ballot Forms received	B	N.A.	N.A.
Grand Total of remote e-voting/Postal Ballot Forms (A+B)	C	45	4,25,35,045
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted)	D	--	--
Net remote e-voting/Postal Ballot Forms (C-D)	E	45	4,25,35,045

**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	1,29,01,675	1,15,76,315	89.73%	1,15,76,315	0	100.00%	0.00%
Public- Institutional Holders	--	--	--	--	--	--	--
Public- others	4,71,32,475	3,09,58,730	65.68%	3,09,58,730	0	100.00%	0.00%
<b>Total</b>	<b>6,00,34,150</b>	<b>4,25,35,045</b>	<b>70.85%</b>	<b>4,25,35,045</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

**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%; Based on the aforesaid result, I report that the **Special Resolution** as set out at **item no. 1** in the notice of postal ballot dated May 04, 2022 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. June 08, 2022.





**Item No. 2: Ordinary Resolution:**

**Increase in the Authorised Share Capital and consequent alteration of Capital Clause of Memorandum of Association of the Company**

Total No. of Shareholders/folios	5,194		
Total No. of Shares	6,00,34,150		
e-voting Period	From 9:00 A.M. on May 10, 2022 till 05:00 P.M. on June 08, 2022.		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	45	4,25,35,045
Total Votes cast through Postal Ballot forms received	B	N.A.	N.A.
Grand Total of remote e-voting/Postal Ballot Forms (A+B)	C	45	4,25,35,045
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted)	D	--	--
Net remote e-voting/Postal Ballot Forms (C-D)	E	45	4,25,35,045

**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	1,29,01,675	1,15,76,315	89.73%	1,15,76,315	0	100.00%	0.00%
Public-Institutional Holders	--	--	--	--	--	--	--
Public- others	4,71,32,475	3,09,58,730	65.68%	3,09,58,730	0	100.00%	0.00%
<b>Total</b>	<b>6,00,34,150</b>	<b>4,25,35,045</b>	<b>70.85%</b>	<b>4,25,35,045</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

**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%; Based on the aforesaid result, I report that the **Ordinary Resolution** as set out at **Item no. 2** in the notice of postal ballot dated May 04, 2022 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. June 08, 2022.





**Item No. 3: Ordinary Resolution:**  
**Issue of Bonus Shares**

Total No. of Shareholders/folios	5,194		
Total No. of Shares	6,00,34,150		
e-voting Period	From 9:00 A.M. on May 10, 2022 till 05:00 P.M. on June 08, 2022.		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	45	4,25,35,045
Total Votes cast through Postal Ballot forms received	B	N.A.	N.A.
Grand Total of remote e-voting/Postal Ballot Forms (A+B)	C	45	4,25,35,045
Less: Invalid remote e-voting/Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted)	D	--	--
Net remote e-voting/Postal Ballot Forms (C-D)	E	45	4,25,35,045

**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	1,29,01,675	1,15,76,315	89.73%	1,15,76,315	0	100.00%	0.00%
Public-Institutional Holders	--	--	--	--	--	--	--
Public- others	4,71,32,475	3,09,58,730	65.68%	3,09,58,730	0	100.00%	0.00%
<b>Total</b>	<b>6,00,34,150</b>	<b>4,25,35,045</b>	<b>70.85%</b>	<b>4,25,35,045</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

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%; Based on the aforesaid result, I report that the **Ordinary Resolution** as set out at **item no. 3** in the notice of postal ballot dated May 04, 2022 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. June 08, 2022.





All the Resolutions mentioned in the Notice of Postal Ballot dated May 04, 2022 as per the result above stand passed under remote e-voting with the requisite majority and deemed to be passed as on the last date specified for the e-voting i.e., June 08, 2022.

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

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes/Report on Postal Ballot.

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

Yours Faithfully



**CS Manoj Maheshwari**  
Scrutinizer  
M. No.: FCS 3355 | C.P. No. 1971  
Partner  
V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)

Place: Jaipur  
Date: June 09, 2022  
UDIN: F003355D000476841

Countersigned By:  
For Baid Leasing and Finance Co. Ltd.

