



**Baid Finserv Limited**

**(Formerly known as “Baid Leasing and Finance Co. Ltd.”)**

**Regd. Office:** “Baid House”, IIInd Floor, 1-Tara Nagar, Ajmer Road, Jaipur-302006 (Rajasthan) **Ph:** 9214018855

**E-mail:** [baidfinance@baidgroup.in](mailto:baidfinance@baidgroup.in) **Website:** [www.baidfinserv.com](http://www.baidfinserv.com) **CIN:** L65910RJ1991PLC006391

**POSTAL BALLOT NOTICE**

**(Notice 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 and the MCA Circulars)**

**NOTICE** is hereby given that pursuant to the 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”**), General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th 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, No. 20/2021 dated 08<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07<sup>th</sup> October, 2023 and Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and 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], 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, 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 Rules made thereunder, without holding a general meeting. 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 and SEBI Circulars.



Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice by **05:00 P.M. IST on Sunday, April 07, 2024.**

The e-Voting facility will be available during the following period:

<b>Cut-off date for eligibility to vote</b>	Tuesday, March 05, 2024
<b>Commencement of e-Voting period</b>	09:00 A.M. IST on Saturday, March 09, 2024
<b>Conclusion of e-Voting period</b>	05:00 P.M. IST on Sunday, April 07, 2024

The remote e-Voting facility will be disabled by CDSL immediately thereafter.

The last date of e-Voting, i.e. **Sunday, April 07, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Further, resolution passed by the members through E-voting are deemed to have been passed effectively at a general meeting. The following business is proposed to be transacted by way of postal ballot:

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**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 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) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the relevant applicable provisions of the Articles of Association of the Company and on the basis of recommendation of the Board of Directors of the Company, the consent of the Members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company **from Rs. 30,00,00,000/- (Rupees Thirty Crore Only) consisting of 15,00,00,000 (Fifteen Crore) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs. 40,00,00,000 (Rupees Forty Crore Only) consisting of 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 2/- (Rupees Two only) by the creation of additional 5,00,00,000 (Five Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each.**

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered by substituting with the following new clause:



***“V. The Authorised Share Capital of the Company is Rs. 40,00,00,000 /- (Rupees Forty Crore Only) divided into 20,00,00,000 (Twenty Crore) 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.”

**DATE: MARCH 05, 2024**

**PLACE: JAIPUR**

**REGISTERED. OFFICE: “BAID HOUSE”, IIND FLOOR,  
1, TARA NAGAR, AJMER ROAD, JAIPUR-302 006  
(RAJASTHAN)**

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR BAID FINSERV LIMITED**

**(FORMERLY KNOWN AS “BAID LEASING AND FINANCE CO. LTD.”)**

**Sd/-**

**SURBHI RAWAT**

**COMPANY SECRETARY AND**

**COMPLIANCE OFFICER**

**MEMBERSHIP NUMBER: A49694**



**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 proposed resolution in respect of the business set out above is appended herewith for your consideration.
2. Members may note that as required under the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of Listing Regulations, 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, Company Secretary in Practice, and CS Priyanka Agarwal, FCS 11138, Company Secretary in Practice, Partners of M/s V.M. & Associates, Jaipur to act as scrutinizer and alternate scrutinizer respectively, to scrutinize the remote e-voting for postal ballot process of the Company 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 **Tuesday, March 05, 2024 (“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 at <https://www.baidfinserv.com/> 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](http://www.bseindia.com) and on the website of National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/>.
7. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the Listing Regulations, 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 **Saturday, March 09, 2024 09:00 A.M. (IST)** and ends on **Sunday, April 07, 2024 05:00 P.M. (IST)**. During this period, members holding shares as on **Tuesday, March 05, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **Sunday, April 07, 2024 05:00 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 cut-off date i.e. **Tuesday, March 05, 2024**.



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](mailto:cs@baidgroup.in) mentioning their Name, Client ID and DP ID.
10. Members whose e-mail IDs 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 holding shares in physical mode are requested to update their email addresses with the Company's RTA by sending request at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). These members 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 any other officer of the Company as may be authorised by the Chairman and Managing Director 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 any other officer of the Company, as maybe authorized by the Chairman and Managing Director 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.baidfinserv.com/> and CDSL website <https://www.evotingindia.com/> immediately after the declaration of result and the same will also be communicated to BSE and NSE 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 FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, March 09, 2024 at 09:00 A.M. (IST)** and ends on **Sunday, April 07, 2024 05:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, March 05, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

**STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.**

(iv) 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 abovesaid SEBI Circular, Login method for e-Voting 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 Depository	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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.  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



	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</p>



Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000.

**STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.**

(v) Login method for Remote 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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.</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.



- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional 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](http://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](mailto: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](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**DATE: MARCH 05, 2024**

**PLACE: JAIPUR**

**REGISTERED. OFFICE: "BAID HOUSE", IIND FLOOR,  
1, TARA NAGAR, AJMER ROAD, JAIPUR-302 006  
(RAJASTHAN)**

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR BAID FINSERV LIMITED**

**(FORMERLY KNOWN AS "BAID LEASING AND FINANCE CO. LTD.")**

**Sd/-**

**SURBHI RAWAT**

**COMPANY SECRETARY AND**

**COMPLIANCE OFFICER**

**MEMBERSHIP NUMBER: A49694**

**ANNEXURE TO THE NOTICE****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 **March 05, 2024**:

**ITEM NO. 1**

The present Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs. 2/- (Rupees Two only) each. In order to provide for the requirement of Capital buffer pertinent to corporate action, and for meeting future financial requirements of the Company, if any, it is proposed to increase the Authorized Share Capital to Rs. 40,00,00,000 (Rupees Forty Crore Only) consisting of 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 2/- (Rupees Two only) each.

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. 1 of the Notice. After the approval of members the Authorised Share Capital of the Company will be as per the table mentioned below:

<b>Clause of Memorandum of Association</b>	<b>Present Capital</b>	<b>Proposed Capital</b>
V	The Authorised 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.	The Authorised Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 2/- (Rupees Two only) each.

None of the Promoters/Directors / Key Managerial Personnel of the company and their relatives is in any way concerned or interested, financially or otherwise in the resolution. The Board recommends the passing of Ordinary Resolution set out at Item no. 1 of the Postal Ballot Notice for approval by the members of the Company.



**Baid Finserv Limited**

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR BAID FINSERV LIMITED**

**(FORMERLY KNOWN AS "BAID LEASING AND FINANCE CO. LTD.")**

**DATE: MARCH 05, 2024**

**PLACE: JAIPUR**

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