



Baid Finserv Limited

Regd. Office: "Baid House", IInd Floor, 1-Tara Nagar, Ajmer Road, Jaipur-302006 Ph: 9214018855
E-mail: baidfinance@baidgroup.in Website: www.baidfinserv.com CIN: L65910RJ1991PLC006391

CORRIGENDUM TO THE NOTICE OF 01ST/ 2024-25 EXTRA-ORDINARY GENERAL MEETING

This Corrigendum is being issued in continuation of Extra Ordinary General Meeting (EGM) notice dated February 11, 2025 scheduled to be held on Wednesday, March 12, 2025 at 03:00 PM. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The notice of EGM was dispatched to the shareholders of the Company on February 13, 2025 electronically, in due compliance with the provisions of the Companies Act, 2013, as amended, and the rules made thereunder (the "Companies Act"), read with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ("SEBI"), to transact the business stated therein.

This Corrigendum to the EGM Notice ("Corrigendum") is issued in respect of Item No. 2 of the EGM notice and Explanatory Statement thereto to provide certain clarifications/ additional details/amendment pursuant to suggestions/comments received from National Stock Exchange of India Ltd and BSE Limited:

1. The issue price has been changed from Rs. 16.20 (Rupees Sixteen and Twenty Paise only) per warrant to **Rs. 15.10 (Rupees Fifteen and Ten Paise Only)** per warrant. Accordingly, Resolution at Item No. 2 shall be read as follows:

ITEM NO. 2

ISSUANCE OF CONVERTIBLE WARRANTS OF THE COMPANY BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS, TO PROMOTERS/ PROMOTER GROUP OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (herein after referred to as "The Act"), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws (including any amendments, modifications and/or re-enactments thereof for the time being in force) and further in accordance with the provisions of Memorandum and Article of Associations of the Company, as amended, and subject to approval of members of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or any other statutory or regulatory authority, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges") and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities, as may be required and which may be agreed to by the Board of Directors of the Company, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons, the consent of the members of the company be and is hereby



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accorded to create, offer, issue and allot from time to time in one or more tranches, upto **1,20,06,831 (One Crore Twenty Lakhs Six Thousand Eight Hundred and Thirty One)** fully convertible warrants ("Warrants"), each convertible into 1 (one) fully paid-up equity share of face value Rs. 2/- (Rupees Two Only), at issue price of Rs. 15.10/- (Rupees Fifteen and Ten Paise only) each including a premium of Rs. 13.10/- (Rupees Thirteen and Ten Paise Only) each **aggregating to Rs. 18,13,03,148/- (Rupees Eighteen Crore Thirteen Lakhs Three Thousand One Hundred and Forty Eight Only)** (rounded off) on a private placement basis through preferential issue and on such terms and conditions as set out herein below, subject to applicable laws and regulations, including provisions of Chapter V of the SEBI ICDR Regulations and the Act, to the members listed below:

S. No.	Name of the Proposed Offeree	Category (Non-promoter/ Promoter/ Promoter Group)	Class (Individual/ Body Corporate/ Trust/ HUF/ LLP/ AIF)	Natural Persons who are Ultimate Beneficial Owners	No. of Warrants offered	Price per share (in Rs.)	Total Consideration (in Rs., rounded off)	QIB/ Non-QIB
1.	Aditya Baid	Promoter Group	Individual	NA	12,00,683	15.10	1,81,30,313	Non-QIB
2.	Alpana Baid	Promoter Group	Individual	NA	24,01,366	15.10	3,62,60,627	Non-QIB
3.	Asmita Baid	Promoter Group	Individual	NA	18,01,025	15.10	2,71,95,477	Non-QIB
4.	Dalima Baid	Promoter Group	Individual	NA	18,01,025	15.10	2,71,95,477	Non-QIB
5.	Dream Realmart Private Limited	Promoter Group	Body Corporate	Mahendra Kumar Baid	24,01,366	15.10	3,62,60,627	Non-QIB
6.	Niranjana Properties Private Limited	Promoter Group	Body Corporate	Mahendra Kumar Baid	24,01,366	15.10	3,62,60,627	Non-QIB

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / conversion price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Monday, February 10, 2025 (being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting held on Wednesday, March 12, 2025).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 2/- (Rupees Two Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as finalized by the Board.



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RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on conversion of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Conversion Period").
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period prescribed under Chapter V of ICDR Regulations.
- d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) The Equity Shares to be allotted on conversion of Warrants in terms of this resolution shall only be in dematerialised form and shall rank *pari passu* in all respects with the existing Equity Shares of the Company and shall be subject to Memorandum and Articles of Association of the Company.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of conversion of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s). In case of Joint holders, if any, the amount shall be received from bank account of the person whose name appears first in the application.
- h) Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to conversion of the Warrants is completed within 15 days from the date of such conversion by the allottee(s) of such warrants.
- i) In the event the Warrant Holder(s) do not convert the Warrants within the period of 18 months from the date of allotment, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall lapse and the amount paid shall stand forfeited by the Company.



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- j) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of warrants as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT Equity Shares having Face value of Rs. 2/- (Rupees Two Only) each proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the convertible Warrants and listing thereof on conversion into Equity Shares with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

2. The issue price has been changed from Rs. 16.20 (Rupees Sixteen and Twenty Paise only) per warrant to **Rs. 15.10 (Rupees Fifteen and Ten Paise Only)** per warrant. Accordingly, following changes have been made to Item No. 2 of the **Explanatory Statement:**

I. Point (b) shall be amended and read as follows:

b) The total no. of securities, kind of securities and price at which security is being offered:

Issuance of upto 1,20,06,831 (One Crore Twenty Lakhs Six Thousand Eight Hundred and Thirty One) fully convertible warrants ("Warrants"), each convertible into 1 (one) fully paid-up equity share of face value Rs. 2/- (Rupees Two Only), at issue price of Rs. 15.10/- (Rupees Fifteen and Ten Paise only) each including a premium of Rs. 13.10/- (Rupees Thirteen and Ten Paise Only) each **aggregating to Rs. 18,13,03,148/- (Rupees Eighteen Crore Thirteen Lakhs Three Thousand One Hundred and Forty Eight Only)** (rounded off).

II. Point (c) shall be amended and read as follows:

c) Name of Proposed Allottees and No. of Warrants proposed to be allotted to them:

S. No.	Name of the Proposed Offeree	Category (Non-promoter/ Promoter/ Promoter Group)	Class (Individual/ Body Corporate/ Trust/ HUF/ LLP/ AIF)	Natural Persons who are Ultimate Beneficial Owners	No. of Warrants offered	Price per share (in Rs.)	Total Consideration (in Rs., rounded off)	QIB/ Non-QIB
1.	Aditya Baid	Promoter Group	Individual	NA	12,00,683	15.10	1,81,30,313	Non-QIB
2.	Alpana Baid	Promoter Group	Individual	NA	24,01,366	15.10	3,62,60,627	Non-QIB
3.	Asmita Baid	Promoter Group	Individual	NA	18,01,025	15.10	2,71,95,477	Non-QIB



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4.	Dalima Baid	Promoter Group	Individual	NA	18,01,025	15.10	2,71,95,477	Non-QIB
5.	Dream Realmart Private Limited	Promoter Group	Body Corporate	Mahendra Kumar Baid	24,01,366	15.10	3,62,60,627	Non-QIB
6.	Niranjana Properties Private Limited	Promoter Group	Body Corporate	Mahendra Kumar Baid	24,01,366	15.10	3,62,60,627	Non-QIB

III. Point (d) shall be amended and read as follows:

d) Particulars of offer including the date of Board Meeting, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at their meeting held on February 11, 2025 have, subject to approval of the members of the Company (“members”) and such other approvals as may be required, approved preferential issue of upto 1,20,06,831 (One Crore Twenty Lakhs Six Thousand Eight Hundred and Thirty One) warrants of the Company for cash at a price of Rs. 15.10/- (Rupees Fifteen and Ten Paise only) each including a premium of Rs. 13.10/- (Rupees Thirteen and Ten Paise Only) each **aggregating to Rs. 18,13,03,148/- (Rupees Eighteen Crore Thirteen Lakhs Three Thousand One Hundred and Forty Eight Only)** (rounded off).

IV. Point (e) shall be amended and read as follows:

e) Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue;

The Equity Shares of Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) only. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. Trading data of NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations.

In compliance with Regulation 166A of the SEBI ICDR Regulations as the preferential issue is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price shall be the higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:
 - i. The 90 trading days volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. Rs. 15.08/- (Rupees Fifteen and Eight Paise) per Equity Share; or



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- ii. The 10 trading days volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. Rs. 12.23/- (Rupees Twelve and Twenty-Three Paise) per Equity Share;

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI ICDR Regulation, is Rs. 15.08/- (Rupees Fifteen and Eight Paise) per Warrant being higher of the above two prices.

- b) The price determined through Valuation report of Mr. Sandeep Kumar Jain, Registered Valuer SFA (IBBI Registration No.: IBBI/RV/03/2019/12410) i.e., Rs. 15.08/- (Rupees Fifteen and Eight Paise) per Equity Share. The said report has been hosted on the website of the company which can be accessed at <https://www.baidfinserv.com/preferential-issue/>.

Accordingly, the floor price in terms of SEBI ICDR Regulations is Rs. 15.08/- (Rupees Fifteen and Eight Paise) per Warrant which has been rounded off to Rs. 15.10/- (Rupees Fifteen and Ten Paise) per Warrant. The issue price is Rs. 15.10/- (Rupees Fifteen and Ten Paise) which is not less than the minimum price determined in accordance with the applicable provisions of ICDR Regulations.

V. Point (g) shall be amended and read as follows:

g) Amount which the Company intends to raise by way of issue of Warrants:

The Company proposes to raise upto **Rs. 18,13,03,148/- (Rupees Eighteen Crore Thirteen Lakhs Three Thousand One Hundred and Forty Eight Only)** (rounded off) from the issue of Warrants.

VI. Point (h) shall be amended and read as follows:

h) Intention of Promoters, Directors, Key Managerial Personnel, Senior management personnel to subscribe to the preferential offer:

The below mentioned persons, from amongst List of Allotees are Promoters / belong to Promoter Group / Directors / Key Managerial Personnel / Senior management personnel, and are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:



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S No.	Name of Proposed Allottees	Category	Designation	No. of Warrants	Total Consideration (Rs., rounded off)
1.	Aditya Baid	Promoter Group	Chief Financial Officer	12,00,683	1,81,30,313
2.	Alpana Baid	Promoter Group	Non-Executive Director	24,01,366	3,62,60,627
3.	Asmita Baid	Promoter Group	-	18,01,025	2,71,95,477
4.	Dalima Baid	Promoter Group	-	18,01,025	2,71,95,477
5.	Dream Realmart Private Limited	Promoter Group	-	24,01,366	3,62,60,627
6.	Niranjana Properties Private Limited	Promoter Group	-	24,01,366	3,62,60,627

Except these, none of the other Promoter/Promoter Group, directors, key managerial personnel or senior management promoters are subscribing any securities in the proposed issue.

3. Point (n) of Item No. 2 of Explanatory Statement shall be read as follows:

n) The current and proposed status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

S No.	Name of Proposed Allottees	Current Status of the Proposed Allottee	Proposed Status of the Allottees post Preferential Issue
1.	Aditya Baid	Promoter Group	Promoter Group
2.	Alpana Baid	Promoter Group	Promoter Group
3.	Asmita Baid	Promoter Group	Promoter Group
4.	Dalima Baid	Promoter Group	Promoter Group
5.	Dream Realmart Private Limited	Promoter Group	Promoter Group
6.	Niranjana Properties Private Limited	Promoter Group	Promoter Group



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4. One of the proposed allottee Dream Realmart Private Limited has acquired Equity Shares (off market acquisition through inter-se transfer between promoter group) on February 21, 2025 i.e. after the relevant date (February 10, 2025) and post dispatch of the EGM Notice. Accordingly, point (r) of Item No. 2 of Explanatory Statement reflecting the pre issue and post-issue shareholding of the proposed allottees shall be amended and read as follows:

r) The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue

Sr. No.	Name of proposed allottee(s)	Category	Pre-issue Shareholding		Warrants to be allotted (presuming full conversion)	Post-issue Shareholding*	
			No. of shares	%		No. of shares	%
1.	Aditya Baid	Promoter Group	31,26,900	2.60	12,00,683	43,27,583	3.28
2.	Alpana Baid	Promoter Group	26,29,500	2.19	24,01,366	50,30,866	3.81
3.	Asmita Baid	Promoter Group	1,35,100	0.11	18,01,025	19,36,125	1.47
4.	Dalima Baid	Promoter Group	1,40,101	0.12	18,01,025	19,41,126	1.47
5.	Dream Realmart Private Limited**	Promoter Group	44,09,330	3.67	24,01,366	68,10,696	5.16
6.	Niranjana Properties Private Limited	Promoter Group	28,98,000	2.41	24,01,366	52,99,366	4.01

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

** Dream Realmart Private Limited held 30,84,330 equity shares as per the last BENPOS dated Friday, February 07, 2025 (considered for pre-preferential shareholding). Subsequently, it acquired 13,25,000 equity shares on February 21, 2025 through inter-se transfer between promoter group. Accordingly, the pre-preferential shareholding has been updated to reflect such acquisition.

Note:

1. There will be no change in the Promoters or in the composition of the Board or any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.
2. The Paid-up and Listed Capital as on Relevant date i.e February 10, 2025 is 12,00,68,300 (Twelve Crores Sixty Eight Lakhs Three Hundred Only) Equity Shares of Rs. 2/- (Rupees Two Only) each is considered for the calculation of Pre-Preferential shareholding of allottees.



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3. The post-issue capital is derived on the assumption that the 1,20,06,831 (One Crore Twenty Lakh Six Thousand Eight Hundred Thirty One Only) Warrants proposed to be allotted in the present issue will be so allotted and further converted into equity shares and accordingly the post issue capital after this preferential issue will be 13,20,75,131 (Thirteen Crore Twenty Lakh Seventy Five Thousand One Hundred and Thirty One Only) Equity Shares of face value of Rs. 2/- each.

Members are requested to take note of the aforesaid amendments in the notice and the corresponding corrections before casting their votes.

The Corrigendum to the EGM Notice shall form an integral part of the EGM Notice which has already been circulated to the Members of Company and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. This Corrigendum will also be made available on website of both the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited i.e., www.bseindia.com and www.nseindia.com respectively and on the website of the Company on www.baidfinserv.com. All other contents of the EGM Notice save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

DATE: MARCH 03, 2025
PLACE: JAIPUR

BY ORDER OF THE BOARD OF DIRECTORS
FOR BAID FINSERV LIMITED

REGISTERED. OFFICE: "BAID HOUSE", IIND FLOOR,
1, TARA NAGAR, AJMER ROAD, JAIPUR-302006
(RAJASTHAN)

Sd/-
SURBHI RAWAT
COMPANY SECRETARY AND
COMPLIANCE OFFICER
MEMBERSHIP NUMBER: A49694