



BAID LEASING AND FINANCE COMPANY LTD.

**22ND  
ANNUAL REPORT  
2012-2013**

**FRIENDSHIP OF THOSE WHOM WE SERVE IS FOUNDATION  
OF OUR PROGRESS**

## **BOARD OF DIRECTORS**

- |                         |                     |
|-------------------------|---------------------|
| 1. PANNALAL BAID        | Managing Director   |
| 2. RAKESH BAID          | Whole Time Director |
| 3. BINOD KUMAR CHORARIA | Director            |
| 4. CHANDRA BHAN SINGHI  | Director            |
| 5. MONU JAIN            | Director            |
| 6. HARSHITA MAHESHWARI  | Company Secretary   |

## **BOARD COMMITTEES**

### **Audit Committee**

1. Chandra Bhan Singhi
2. Binod Kumar Choraria
3. Monu Jain

### **Remuneration Committee**

1. Chandra Bhan Singhi
2. Binod Kumar Choraria
3. Monu Jain

### **AUDITORS**

**SHARMA NARESH & ASSOCIATES**  
Chartered Accountants  
309, City Centre, S.C. Road,  
Jaipur-302001

### **BANKERS**

**UCO BANK LTD.**  
**KOTAK MAHINDRA BANK LTD.**

### **CORPORATE ADVISORS**

**V.M. & ASSOCIATES**  
Company Secretaries  
403, Royal World, S.C. Road,  
Jaipur-302001

### **REGISTRAR, TRANSFER AGENT & DEMAT REGISTRAR :**

#### **MCS LIMITED**

F-65, 1st Floor, Okhla Ind. Area, Phase-I  
New Delhi-110020

### **REGISTERED OFFICE :**

**3, JAIPUR TOWERS,**  
**M.I. ROAD,**  
**JAIPUR-302 001**



## BAID LEASING AND FINANCE COMPANY LTD.

### NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of Baid Leasing and Finance Co. Limited will be held on Saturday, 17<sup>th</sup> August, 2013 at 11.00 A.M., at its registered office at 3, Jaipur Tower, M. I. Road, Jaipur-302001 to transact the following businesses:

#### ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Chandra Bhan Singhi who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s. Sharma Naresh & Associates, Chartered Accountants, the retiring Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**BY ORDER OF THE BOARD**

**Date : 29.05.2013**

**Place : Jaipur**

**S/d  
HARSHITA MAHESHWARI  
(Company Secretary & Compliance Officer)**

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) MAY APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF SUCH MEMBER. A PROXY NEED NOT BE A MEMBER.

THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Corporate members are requested to send a duly certified true copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. In terms of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Chandra Bhan Singhi, Director of the company, retire by rotation at the ensuing Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company recommends this re-appointment.
4. A brief resume of Mr. Chandra Bhan Singhi and other information required under clause 49 of the listing agreement is annexed with the notice.
5. Members and Proxies attending the meeting should bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
6. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
7. The register of members and share transfer books of the Company will be closed from Wednesday, 14<sup>th</sup> August, 2013 to Saturday, 17<sup>th</sup> August, 2013 (both days inclusive).
8. Members are requested to address all correspondence to MCS Ltd, F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi-110020, India, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
9. **"GO GREEN" initiative of the Ministry of Corporate Affairs (MCA):** The Ministry of Corporate Affairs (MCA) has vide Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 announced a "Green Initiative in Corporate Governance" allowing companies paperless compliance by sending documents to shareholders through electronic mode to the registered e-mail addresses of shareholders.

This is a welcome move as it will benefit the society at large through reduction in paper consumption and contribution towards a greener environment. The Company has started sending correspondence and documents such as Notices of General Meetings, Annual Reports and other shareholder communications to the shareholders in electronic form to their respective e-mail address registered with Depository Participant.

The members who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving



## BAID LEASING AND FINANCE COMPANY LTD.

documents to them electronically, hereinafter. Members holding shares in physical form may kindly provide their e-mail IDs to the Company at [baidfinance@baidgroup.in](mailto:baidfinance@baidgroup.in)

Please note that as a member of the Company, you will be entitled to be furnished, free of cost, a printed copy of the Annual Report and other documents of the Company, proposed to be sent through e-mail, upon receipt of a requisition from you, at any time.

We are sure you would appreciate the Go Green Initiative taken by MCA. We solicit your patronage and support in helping the Bank to implement the e-governance initiatives of the Government. Those shareholders who have though registered e-mails with DP, but written to the Company for receipt of communication in physical form will be sent this notice physically.

10. Members are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updating of the saving bank account details to their respective Depository Participants (DP).
12. The Register of Directors' shareholding maintained under section 307 of the Companies Act, 1956 will be available for inspection by the members at the Annual General Meeting.
13. The Register of Contracts maintained under section 301 of the Companies Act, 1956 will be available for inspection by the members at the registered office of the Company.
14. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
15. All the documents referred in the notice will be available for inspection by the shareholders at the registered office of the Company between 11.00 a.m. to 5.00 p.m. on all the working days hereof upto the date of the meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.

**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING**  
**Details of Directors seeking Re-appointment in Annual General Meeting**  
**pursuant to clause 49 of Listing Agreement**

Name of Director	Mr. Chandra Bhan Singhi
Date of Birth	15.05.1957
Date of appointment	13.05.1994
Designation	Non Executive and Independent Director
Expertise in specific functional areas	Finance
Qualifications	Chartered Accountant
Name of Companies in which Directorship was held on 31st March, 2013	Balaji Finstock Pvt. Ltd.
Member of the Committees of the Board as on 31st March, 2013	Audit Committee (Chairman) Remuneration Committee (Chairman)

Date : 29.05.2013  
Place : Jaipur

BY ORDER OF THE BOARD

S/d  
HARSHITA MAHESHWARI  
(Company Secretary & Compliance Officer)



## BAID LEASING AND FINANCE COMPANY LTD.

### DIRECTOR'S REPORT

**Dear Members,  
Baid Leasing and Finance Co. Limited**

Your directors are pleased to present the 22<sup>nd</sup> Annual Report of your company together with the Annual Accounts for Financial Year 2012-13.

<b>FINANCIAL RESULTS</b>	<b>31.03.2013 (Rs. in Lakhs)</b>	<b>31.03.2012 (Rs. In Lakhs)</b>
Profit before Depreciation & tax	128.57	97.41
Less : Depreciation	5.26	3..13
Profit before Taxation	123.31	94.28
Less : Provision for Taxation	28.49	29.87
Profit after Tax	100.07	64.41
Add : Balance Brought Forward	346.84	295.43
Surplus available for appropriation	446.91	359.84
Less : Transfer to Special Reserve	20.00	13.00
Carried Forward to next Year	426.91	346.84

#### **PERFORMANCE REVIEW**

The company is engaged in the business of hire-purchase finance and dealing in stock market. The net receipts from Operations during the year under review were Rs. 20,60,62,876/- as against Rs. 9,62,64,325/- in the previous year. The profit/ (Loss) after tax is Rs. 1,00,07,214/- as against Rs. 64,41,099/- in the previous year. The income from operations increased by 46.72% during the year under review.

#### **DIVIDEND**

Following the conservative approach to retain the profits, your Directors did not recommend payment of any dividend for the Financial Year 2012-13.

#### **CAPITAL STRUCTURE**

During the Financial Year 2012-13 there is no change in capital structure of the Company and paid up share capital of the Company stands at Rs. 6,14,50,000/-.

#### **AUDITORS & AUDIT REPORT**

M/s. Sharma Naresh & Associates, Chartered Accountants, Statutory Auditors of the company hold office until the conclusion of ensuing Annual General Meeting and are eligible for re-appointment.

The company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for re-appointment within the meaning of Section 226 of the said Act.

The auditors have stated that the company has transacted with the parties covered u/s 301. The directors hereby express that the transaction entered into were basically current accounts in nature and of a very small amount. The rate of interest and other terms & conditions are not prejudicial to the interest of company.

The delay in statutory dues with Income Tax Department, as stated in Auditor's report, is not serious in nature and was deposited with the concerned authority with additional interest as applicable. Other than this, the Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

#### **POSTAL BALLOT**

During the Financial Year, the company conducted a Postal Ballot to amend the main object clause of the



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**BAID LEASING AND FINANCE COMPANY LTD.**

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Memorandum of Association of the Company u/s 17 of the Companies Act, 1956. The procedure prescribed u/s 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 has been followed for the above mentioned corporate action.

CS Manoj Maheshwari, Practicing Company Secretary was appointed as the Scrutinizer for the Postal Ballot process. The result was announced by Mr. Panna Lal Baid, Managing Director at the registered office of the Company on 08th December, 2012 and advertised in the newspapers.

Details of Voting done are as follows:

No. of Shareholder	No. of Shares	Total Votes	No. of Votes in Favor	No. of Votes against	Invalid Votes
23	31,73,280	31,73,280	31,73,280	NIL	NIL

**CORPORATE GOVERNANCE REPORT**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite Certificate from the Secretarial Auditor of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this Report.

**MANAGEMENT DISCUSSION & ANALYSIS**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

**LISTING OF SECURITIES**

The Equity shares of the company are listed with the Bombay Stock Exchange limited and Delhi Stock Exchange Limited.

**BOARD OF DIRECTORS**

Shri Chandra Bhan Singhi, Director, retires by rotation in terms of provisions of Companies Act, 1956 and Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The retiring Director does not hold any shares in the company.

A brief resume and other information required under clause 49 of the listing agreement is included in the Notice of Annual General Meeting. The Board recommends their re-appointment.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since your company does not own any manufacturing facility, The provisions of Section 217(1)(e) of the Companies Act, 1956 relating to conservation of energy and technology absorption do not apply to it.

The particulars relating to foreign exchange earnings and outgo are NIL.

**FIXED DEPOSITS**

The Company has not invited or accepted any fixed deposit from the public during the year under review.

**PARTICULARS OF EMPLOYEES**

None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s



217 (2A) of the Companies Act, 1956 during the year under review.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for the preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the accounts for the financial year ended 31st March, 2013 on a 'going concern basis.'

**CODE FOR PREVENTION OF INSIDER TRADING PRACTICES**

In compliance with the SEBI Regulations on prevention of insider trading, the Company has formulated and implemented a comprehensive Code of Conduct for Prevention of Insider Trading by its management and employees. The code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with shares of Company.

**ACKNOWLEDGMENTS**

Your Board wishes to thank the principal shareholder, the promoters and all the other shareholders for the confidence and trust they have reposed in the company. Your Board acknowledges with appreciation, the invaluable support provided by the company's auditors, advisors and business partners. Your Board wishes to sincerely thank all its customers for their patronage. Your Board records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up more challenges that the Company has set for the future.

Date : 29.05.2013  
Place : Jaipur

**FOR AND ON BEHALF OF THE BOARD**

S/d  
**PANNA LAL BAID**  
(Managing Director)

S/d  
**RAKESH BAID**  
(Whole-time Director)



**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

**INDUSTRY STRUCTURE & DEVELOPMENTS**

Economic activity in India continued to be moderate during the Financial Year 2012-13. Global economic conditions also remained weak with slowdown in growth in developed and emerging economies. While a supportive policy environment in developed economies prevented any crisis situation, uncertainty around revival in global growth remained a concern through the year.

Your Company being in financial sector and is continued to reel under pressure from the Banking Industry which has penetrated into almost all the segments of the financial services sector. In the highly competitive environment in which the NBFC'S are presently working, they have no option but to streamline and optimize their operations to adapt to the emerging scenario.

**OUTLOOK ON OPPORTUNITIES**

The Reserve Bank of India (RBI) undertook a calibrated easing of monetary policy during the year. A series of policy measures were announced by the Government during the later part of fiscal 2013 due to which the Indian equity markets improved due to favorable global liquidity conditions and domestic events. The increase in asset values in the real estate sector, the growth in industry, trade and commerce had lead to significant increase in overall credit off-take. Your Board of Director's intends to increase its thrust on good business in the current financial year. However, rising rate of interests would affect the business of the Company in future.

**OUTLOOK ON THREATS, RISKS AND CONCERNS**

The NBFC sector, in which your company operates, has been facing competitive pressure from Banks and Financial Institutions, making it increasingly difficult to generate revenues. The shrinking of interest spreads has put further pressure compelling them to look for new avenues for revenue generation and investment sector is also affected on international trend. Hence, both the sector needs to be very cautious and challenging business.

The profit margins have increased due to better marketing efforts of our people at rural markets. We have been able to disburse maximum finance in rural market where company is able to achieve better rates as the competition is low in that area.

**INTERNAL CONTROL SYSTEM**

The Company has established its internal control system commensurate with the requirement of its size. The Finance Department of the company is well staffed with experienced and qualified personnel who will play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements.

**INFORMATION TECHNOLOGY**

The company has been using the best possible information technology as a management tool for internal control. The Company continues to invest reasonable into information technology for monitoring operation.

**HUMAN RESOURCE MANAGEMENT**

Human resources are a valuable asset for any organization. The company is constantly endeavoring to source and develop skilled manpower at all levels. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals. Total number of employees as on 31st March 2013 stood at 19.

Date : 29.05.2013  
Place : Jaipur

FOR AND ON BEHALF OF THE BOARD

S/d  
PANNA LAL BAID  
(Managing Director)

S/d  
RAKESH BAID  
(Whole-time Director)



**CORPORATE GOVERNANCE RREPORT**

**COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company continues to believe strongly in adopting and adhering to the best corporate governance practices, and benchmarking itself against the industry's best practices. It is the Company's ongoing endeavor to achieve the highest levels of governance as a part of its responsibility towards the shareholders and other stakeholders. Transparency and integrity are the cornerstones for good governance, and the Company is committed to these principles for enhancing stakeholders' value.

**BOARD OF DIRECTORS**

The Board is in a fiduciary position, empowered to oversee the management function with a view to ensure its effectiveness and enhancement of stakeholder value. The Board decides on the policies to be implemented across the Company, and reviews and monitors its strategic direction and annual business plan and business objectives. Acting as trustees on behalf of the shareholders, the Board ensures that the Company has clear goals in enhancing value and growth for all the stakeholders associated with the Company and follows best governance practices.

**COMPOSITION AS ON 31.03.2013**

The Board of Directors consists of two Executive Directors and 3 Non-Executive & Independent Directors, as under:

<b>Name of Directors</b>	<b>Category</b>	<b>Board Meeting attended during the year</b>	<b>Attendance at the last AGM</b>	<b>No. of Directorships held in other public companies</b>	<b>Committee Position in other Public Company</b>
Sh. Panna Lal Baid DIN : 00009897	Promoter & Executive Director	6	Yes	NIL	NIL
Sh. Rakesh Kumar Baid DIN : 00009926	Promoter & Executive Director	6	Yes	NIL	NIL
Sh. Binod Kumar Choraria DIN : 00104267	Non-Executive & Independent Director	6	Yes	NIL	NIL
Sh. Chandra Bhan Singhi DIN : 0105595	Non-Executive & Independent Director	6	Yes	NIL	NIL
Sh. Monu Jain DIN : 02609467	Non-Executive & Independent Director	6	Yes	NIL	NIL

The composition of the Board is in conformity with Clause 49, which stipulates that at least 50 per cent of the Board should consist of non-executive Directors and, in case the Chairman is a non-executive Director, at least one-third of the Board should be independent and in case he is an executive director, at least half of the Board should comprise of independent directors.

None of the Directors on the Board is a member of more than 10 Committees or chairman of more than 5 Committees (as specified in clause 49 of the Listing Agreement) across all Public Limited Companies in which



he is a Director.

The non-executive Directors are appointed or re-appointed with the approval of the shareholders. All non-executive Directors are liable to retire by rotation, unless otherwise approved by the shareholders. One-third of the Directors, who are liable to retire by rotation, retire every year and are eligible for re-appointment. According to the terms of the Company's Articles of Association, the strength of the Board shall not be less than three and more than twelve.

#### **BOARD PROCEDURE**

The members of the Board are provided with the requisite information mentioned in the Listing Agreement well before the Board meetings.

The Board considers all the matters, which are statutorily required to be considered by it. In addition the following issues are also discussed at the meetings of the Board:

- Annual operating and capital expenditure budgets and periodical review thereof.
- Investment /expansion /modernization /diversification plans of the Company.
- Overall strategy and business plans.
- Approval of quarterly / half-yearly / annual results (after review by Audit Committee).
- Compliance with statutory / regulatory requirements and review of major pending legal cases.
- Major accounting practices, provisions and write-offs.
- Transactions pertaining to acquisition /disposal of fixed assets /related party transactions.
- Review of working of various committees of the Board.
- Significant labour problems, if any.
- Minutes of the meeting of other committee and other committee of board.
- Any material default in financial obligation to and by the Company, or substantial non payment for goods sold by company.

**The Company has not issued any shares / debentures during the year.**

#### **BOARD MEETINGS**

As per the statutory provisions the Board is required to meet at least once every quarter and minimum 4 times in a year with the time gap between two consecutive meetings not exceeding four months. Additional meetings are held as and when necessary. As against this, during the period under review the Board held 6 (Six) meetings on 19.05.2012, 14.08.2012, 20.10.2012, 29.10.2012, 01.12.2012 & 09.02.2013 to consider amongst other business, the quarterly / annual performance of the Company and its financial results. The draft of the minutes prepared by Company Secretary is circulated among the Directors for their comment / suggestion and finally after incorporating their views, final minutes are recorded in the minute's books. Post meeting, important decisions taken are communicated to the concerned officials and departments for the effective implementation of the same.

#### **COMPOSITION OF COMMITTEES OF DIRECTORS**

Various Committees of Directors have been appointed by the Board for taking informed decisions in the best interest of the Bank. These committees monitor the activities falling within their respective terms of reference. The Board's Committees are as follows:

##### **1. AUDIT COMMITTEE**

##### **Composition**

The Audit Committee currently comprises of 3 (three) independent Directors and at March 31, 2013 was chaired by Shri Chandra Bhan Singh, an independent Director.

The details of the composition of the Committee and attendance at its Meetings are set out in the following table:



<b>Name of Members</b>	<b>Category</b>	<b>Capacity</b>	<b>No. of Meeting Attended</b>
Sh. Chandra Bhan Singhi DIN : 0105595	Non-Executive & Independent Director	Chairman	4
Sh. Binod Kumar Choraria DIN : 00104267	Non-Executive & Independent Director	Member	4
Sh. Monu Jain DIN : 02609467	Non-Executive & Independent Director	Member	4

**Meetings of The Audit Committee**

There were 4 (four) Meetings of the Committee during the year: 19.05.2012, 14.08.2012, 20.10.2012 & 09.02.2013.

**Terms of Reference**

The terms of reference of ACB are in accordance with Section 292A of the Companies Act, 1956, terms prescribed by RBI and Clause 49 of the Listing Agreement entered into with the Stock Exchanges in India and inter-alia include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees, and confirm their Independence.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors, if authorized by the Board.
4. Review with the management, the quarterly financial statements before submission to the Board for approval and secure the Certificate from CFO in terms of Clause 41 of the Listing Agreement.
5. Any other terms of reference as may be included from time to time in Clause 49 of the Listing Agreement.

**Power of Audit Committee**

- To investigate any activity with in terms of reference.
- To seek information from any employee in respect of matter under its preview.
- Obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if consider necessary.

**2. SHARE TRANSFER/INVESTOR GRIEVANCE COMMITTEE**

The Committee monitors redressal of complaints received from shareholders/investors with respect to transfer of shares, non-receipt of dividend, non-receipt of Annual Reports, etc. It also takes note of number of transfers processed, issue of fresh share certificates, top shareholders, pattern of shareholding, etc. During the year 2012-13, no complaints were received regarding investors. There was no complaint outstanding as on 31st March 2013. Also, no instruments of transfer were pending as on March 31, 2013.

**COMPOSITION AND ATTENDANCE**

The Share Transfer / Investors' Grievance Committee has been constituted as per the provisions set out in the Listing Agreement. It comprises of 2 (two) Non-Executive Independent and 1 (one) Executive Director. The Company Secretary acts as the Secretary and has been appointed as the Compliance officer of Share Transfer/Investor Grievance Committee.



The details of the composition of the Committee and attendance at its Meetings are set out in the following table:

<b>Name of Members</b>	<b>Category</b>	<b>Capacity</b>	<b>No. of Meeting Attended</b>
Sh. Monu Jain	Non-Executive & Independent Director	Chairman	N.A.
Sh. Binod Kumar Choraria	Non-Executive & Independent Director	Member	N.A.
Sh. Rakesh Kumar Baid	Executive & Promoter Director	Member	N.A.

The Committee did not meet during the period under review.

### **3. REMUNERATION COMMITTEE**

The Remuneration Committee currently comprises of 3 (three) independent Directors and at March 31, 2013 was chaired by Shri Chandra Bhan Singhi, an independent Director. Other than the Chairman, Shri Binod Kumar Choraria and Shri Monu Jain were members of the committee.

The functions of the Committee include recommendation of appointments to the Board, evaluation of the performance of the Managing Director and Whole-time Directors on predetermined parameters, recommendation to the Board of the remuneration to Whole-time Directors, and consider and recommend human resource policies relating to compensation and performance management.

No meeting was held during the year of the committee. The company does not have any Employee Stock Option Scheme.

#### **Remuneration of The Directors**

The non-executive directors do not draw any remuneration including the sitting fee. The details of remuneration paid to the Managing Director and Whole-time Director for the F.Y. 2012-13 is as follows:

Shri Panna Lal Baid	Lumpsum Rs. 1,80,000/-
Shri Rakesh Kumar Baid	Lumpsum Rs. 1,44,000/-

#### **Shareholding of Non-Executive Directors as on 31st March, 2013:**

<b>Name</b>	<b>No. of Shares</b>	<b>%age</b>
Sh. Binod Kumar Choraria	NIL	-
Sh. Chandra Bhan Singhi	5000	0.081
Sh. Monu Jain	NIL	-



**GENERAL BODY MEETINGS**

a) **Annual General Meetings**

<b>Details of Meetings</b>	<b>Day &amp; Date</b>	<b>Time</b>	<b>Venue</b>
19 <sup>th</sup> Annual General Meeting	Saturday July 31, 2010	11.30 A.M.	"Baid House", 1, Tara Nagar, Ajmer Road, Jaipur
20 <sup>th</sup> Annual General Meeting	Saturday August 20, 2011	11.30 A.M.	"Baid House", 1, Tara Nagar, Ajmer Road, Jaipur
21 <sup>st</sup> Annual General Meeting	Saturday July 28, 2012	11.30 A.M.	3, Jaipur Tower, M.I. Road, Jaipur

No Special Resolution was proposed to be passed at the aforesaid Annual General Meetings.

a) **Extra-Ordinary General Meetings**

No Extra-Ordinary General Meetings of the members was held during the year.

b) **Postal Ballot**

During the Financial Year, the company conducted a Postal Ballot to amend the main object clause of the Memorandum of Association of the Company u/s 17 of the Companies Act, 1956. The result was announced by Mr. Panna Lal Baid, Managing Director at the registered office of the Company on 08th December, 2012. None of the business proposed to be transacted in the ensuing AGM require passing through Postal Ballot.

**DISCLOSURES**

There are no materially significant transactions with related parties i.e., directors, management, subsidiaries, or relatives conflicting with the Company's interests.

No penalties or strictures have been imposed on the company by the Stock Exchanges or SEBI or any other Statutory Authorities on matters related to Capital Market.

In terms of the Whistle Blower Policy of the Company, no employee has been denied access to the Audit Committee.

**MEANS OF COMMUNICATION**

The Company believes that it is the right of every stakeholder to have access to complete information regarding the company to assess its present position and have an accurate idea of its future potential.

Following such policy, the company regularly intimates all the regulatory information, such as audited/ unaudited financial results, quarterly shareholding pattern, board meeting notices to Stock Exchanges where it is listed.

The Management's Discussion & Analysis forms part of the Annual Report.

**GENERAL SHAREHOLDER INFORMATION**

<b>1. Annual General Meeting</b> <ul style="list-style-type: none"><li>• Date &amp; Time</li><li>• Venue</li><li>• Financial Year</li></ul>	: Saturday 17 <sup>th</sup> August, 2013. : 3, Jaipur Towers, M.I. Road, Jaipur : 1 <sup>st</sup> April 2012 to 31 <sup>st</sup> March 2013
<b>2. Financial Calendar (Tentative)</b> <ul style="list-style-type: none"><li>• Un-audited Results for the quarter 01/04/2013 - 30/06/2013</li><li>• Un-audited Results for the quarter 01/07/2013 - 30/09/2013</li><li>• Un-audited Results for the quarter 01/10/2013 - 31/12/2013</li><li>• Audited Results for F.Y. 01/04/2013 - 31/03/2014</li></ul>	: Within 45 days from the end of Quarter : Within 45 days from the end of Quarter : Within 45 days from the end of Quarter : Within 60 days from the end of F.Y.
<b>3. Date of Book Closure</b>	: 14 <sup>th</sup> August, 2013 to 17 <sup>th</sup> August, 2013.
<b>4. Dividend</b>	: No dividend being recommended by Board during the year.
<b>5. Listed on Stock Exchange</b>	: Bombay Stock Exchange Ltd. Stock Code : 511724 : Delhi Stock Exchange Ltd. Stock Code : 7809
<b>6. Demat ISIN Exchange No. in NSDL &amp; CDSL</b>	: INE020D01014

The Company has paid annual listing fees on its capital for the relevant periods to BSE and DSE where its equity shares are listed.

**MARKET PRICE DATA**

<b>Month</b>	<b>Highest Rate (Rs.)</b>	<b>Lowest Rate (Rs.)</b>
April, 2012	14.25	10.50
May, 2012	13.15	10.60
June, 2012	10.80	7.28
July, 2012	12.00	8.60
August, 2012	13.05	9.90
September, 2012	11.21	8.82
October, 2012	15.60	10.53
November, 2012	16.45	13.55
December, 2012	16.00	14.10
January, 2013	14.50	12.19
February, 2013	14.00	13.00
March, 2013	13.00	12.50

**REGISTRAR AND SHARE TRANSFER AGENTS**

MCS LIMITED

F-65, 1<sup>st</sup> Floor, Okhla Ind. Area,  
Phase-I, New Delhi-110020**SHARE TRANSFER SYSTEM**

The Company has appointed M/s MCS Limited, New Delhi as its Registrar and Share Transfer Agents. As on date all the work related to the shares both held in physical and electronic form is handled by the RTA. All correspondences are to be directed to the RTA at their address mentioned above. The correspondences may also be sent at the Company's address, which will be sent by the Company to the RTA.

Share transfer is normally affected within the maximum period of 30 days from the date of receipt, if all required documentation is submitted.

**RANGE-WISE DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2013**

Range	No. of Shares	% of Shares	No. of Holders	% of Holders
1 - 500	585548	9.5289	3189	90.1612
501 - 1000	125930	2.0493	177	5.0042
1001 - 2000	100870	1.6415	66	1.8660
2001 - 3000	68800	1.1196	27	0.7634
3001 - 4000	14310	0.2329	4	0.1131
4001 - 5000	41344	0.6728	9	0.2545
5001 - 10000	151857	2.4712	22	0.6220
10001 - 50000	565861	9.2085	20	0.5655
50001 - 100000	547940	8.9168	8	0.2262
And Above	3942540	64.1585	15	0.4241
<b>TOTAL</b>	<b>6145000</b>	<b>100.00</b>	<b>3537</b>	<b>100.00</b>

**SHAREHOLDING PATTERN AS ON 31.03.2013**

PARTICULARS	NO. OF SHARES	%AGE
Promoter & Promoter Group	5,56,950	9.06
<b>SUB TOTAL (A)</b>	<b>5,56,950</b>	<b>9.06</b>
<b>Public Shareholding</b>		
• Bodies Corporate	35,50,857	57.78
• Individual Shareholder holding Nominal Share Capital upto Rs. 1 Lakh	10,64,511	17.32
• Individual Shareholder holding Nominal Share Capital above Rs. 1 Lakh	8,47,782	13.80
• Non-resident Indians	1,24,900	2.03
<b>SUB TOTAL (B)</b>	<b>55,88,050</b>	<b>90.94</b>
<b>TOTAL (A+B)</b>	<b>61,45,000</b>	<b>100.00</b>



**BAID LEASING AND FINANCE COMPANY LTD.**

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**DEMATERIALIZATION OF SHARES**

The Shares of the company are in compulsory demat segment and are available for trading in the depository systems of both National Securities Depository Limited (NSDL) & Central Depository Services Limited (CDSL).

48,34,760 equity shares of the company forming 78.68% of the total share capital of the company stand dematerialized as on 31<sup>st</sup> March, 2013.

**ADDRESS FOR CORRESPONDENCE**

**Baid Leasing and Finance Co. Ltd.**

3, Jaipur Tower,  
M.I. Road, Jaipur – 302.0001  
Ph. No.: 0141-2363358  
Fax No.: 0141-2363359  
E-mail Id: baidfinance@baidgroup.in

**Date : 29.05.2013**

**Place : Jaipur**

**FOR AND ON BEHALF OF THE BOARD**

**S/d  
PANNA LAL BAID  
(Managing Director)**

**S/d  
RAKESH BAID  
(Whole-time Director)**



**BAID LEASING AND FINANCE COMPANY LTD.**

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**CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)**

We Panna Lal Baid, Managing Director and Manoj Kumar Jain, Finance Head of Baid Leasing & Finance Co. Ltd. to the best of our knowledge and belief hereby certify that :

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2013 and that to the best of our knowledge and belief;
  - These statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading, and
  - These statement present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and audit committee, deficiencies in the design or operation on internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies and
4. We have informed the auditors and the audit committee that :
  - i. There has not been any significant changes in internal control over financial reporting during the year under reference;
  - ii. There has not been any significant changes in accounting policies during the year requiring disclosed in the notes to the financial statements; and
  - iii. There has not been any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : 29.05.2013  
Place : Jaipur

FOR AND ON BEHALF OF THE BOARD

S/d  
PANNA LAL BAID  
(Managing Director)

S/d  
MANOJ KUMAR JAIN  
(Finance Head)



**BAID LEASING AND FINANCE COMPANY LTD.**

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**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To,  
The Members,  
Baid Leasing And Finance Company Limited,  
Jaipur.

We have examined the compliance of conditions of corporate governance by Baid Leasing And Finance Company Limited for the year ended on 31<sup>st</sup> March, 2013, as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has generally complied with the conditions of corporate governance as stipulated in the above- mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per records maintained by the Share transfer /Investor Grievance Committee.

We further state that such compliance is neither an assurance as to future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**FOR V. M. & ASSOCIATES  
Company Secretaries**

**Date : 29.05.2013  
Place : Jaipur**

**Sd/-  
CS Manoj Maheshwari  
Partner  
FCS : 3355, CP No.: 1171**



**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**Baid Leasing & Finance Co. Ltd.**

We have audited the accompanying financial statements of **BAID LEASING AND FINANCE COMPANY LTD.**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
  - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
  - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
  2. As required by section 227(3) of the Act, we report that:
    - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books



**BAID LEASING AND FINANCE COMPANY LTD.**

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- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**Date : 29.05.2013**  
**Place : Jaipur**

For Sharma Naresh & Associates  
**Chartered Accountants**

**Sd/-**  
Naresh Sharma  
**(Proprietor)**  
M.No. 71485



**ANNEXURE TO THE AUDITOR'S REPORT**

**Referred to in paragraph 3 of our report of even date,**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As per the information and explanation given to us the Management has physically verified company's assets. The programme of verification in our opinion, was reasonable having regard to the size of the company and the nature of its assets. As reported no material discrepancies were noticed on such verification.
- (c) The company has not disposed off any plant and machinery affecting its going concern status.
  
- (ii) (a) The inventory has been physically verified during the year by the management at intervals which in our opinion is reasonable.
- (b) In our opinion and according to the explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the nature of company's business.
  
- (iii) (a) ***The company has transacted with 10 parties covered in the register maintained under section 301 of the Companies Act, 1956. The transactions are by and large of the nature of current account and payment of lease rent, commission, interest etc. Sum total of the year-end balances of the accounts of all such parties, taken together is Rs. 8.57 lac. (Cr.) and Rs.0.40 lac (Dr.) respectively.***
- (b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from/granted from the companies listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (c) The amounts advanced by the company or taken by the company are of the nature of long term loans, wherein no fixed repayment schedule has been stipulated. Clause (iii) (c), to the extent it pertains to repayment of principle, is therefore inapplicable. The said parties however, have been by and large regular in the payment of interest.
- (d) In the light of the above, there is no overdue amount of loans taken from or granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
  
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.



- (v) (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lac. in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. To the best of our knowledge no order has been passed, against the company, under the aforesaid sections, by the Company Law Board.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) To the best of our information no cost records have been prescribed for the company by the Central Government under Rules made for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) The undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues as applicable to the company, have been generally regularly deposited with appropriate authorities ***subject to income-tax where there have been delays in deposit. Such delays however, in our opinion have not been serious.***
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at for a period of more than six months from the date they became payable.
- (x) The company has no accumulated losses. As reflected in the cash flow statement the company has not incurred cash losses during the financial year covered by our audit as well as in its preceding financial year.
- (xi) According to the information and explanations given to us, the company has not defaulted in repayment of dues to the financial institution, bank or debenture holders.
- (xii) To the best of our information and the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other such securities.
- (xiii) The company is not a chit fund or a *nidhi* mutual benefit fund society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.



**BAID LEASING AND FINANCE COMPANY LTD.**

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- (xiv) In our opinion proper records have been maintained of the transactions and contracts entered in to with reference to company's dealings in shares and securities and timely entries have been made therein. The securities in possession of company have been held either in company's name or are held with blank transfer forms.
- (xv) ***Company has provided a corporate guarantee to ICICI Bank Ltd. against Rs. 4.75 Cr. financed by said bank to Baid Finance a proprietorship concern of a related party – Mahendra Kumar Baid (HUF).***
- (xvi) To the best of our information the company has applied the term loan for the purpose for which it was obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- (xviii) The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) The company has not made any debenture issue.
- (xx) The company has not made any public issue during the period under review.
- (xxi) According to the information and explanation given to us no fraud on or by the company has been noticed or reported during the course of our audit.

**Date : 29.05.2013**  
**Place : Jaipur**

For Sharma Naresh & Associates  
**Chartered Accountants**

**Sd/-**  
Naresh Sharma  
**(Proprietor)**  
M.No. 71485

**BAID LEASING AND FINANCE COMPANY LTD.****BALANCE SHEET AS AT 31st MARCH, 2013**

	Note No.	31st March, 2013 (Rs.)	31st March, 2012 (Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders Funds</b>			
(a) Share Capital	1	61,450,000	61,450,000
(b) Reserve & Surplus	2	56,591,372	46,584,158
<b>2. Non-Current Liabilities</b>			
(a) Long Term Borrowings	3	134,331,114	153,695,600
(b) Other Long Term Liabilities	4	1,282,456	1,282,456
(c) Long Term Provisions	5	2,042,271	899,134
<b>3. Current Liabilities</b>			
(a) Short Term Borrowings	6	71,673,756	50,369,733
(b) Trade Payables	7	4,181,117	5,102,744
(c) Other Current Liabilities	8	16,022,272	19,123,661
(d) Short Term Provisions	9	3,279,516	3,120,508
<b>TOTAL</b>		<b>350,853,873</b>	<b>341,627,993</b>
<b>II. ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Fixed Assets	10		
(i) Tangible Assets		4,254,536	4,774,059
(ii) Intangible Assets			
(b) Non-Current Investments	11	7,383,958	31,350,458
(c) Deferred Tax Asset (Net)	12	421,198	31,088
(d) Long Term Loans and Advances	13	40,573,511	62,593,177
<b>2. Current Assets</b>			
(a) Inventories	14	264,198,107	221,228,978
(b) Trade Receivables	15	28,684,254	16,853,394
(c) Cash and Cash Equivalents	16	4,544,370	2,120,407
(d) Short Terms Loans and Advances	17	778,940	2,134,939
(e) Other Current Assets	18	15,000	541,493
<b>TOTAL</b>		<b>350,853,873</b>	<b>341,627,993</b>

Significant Accounting Policies and Notes on Accounts 26

For &amp; On Behalf of the Board

Sd/- PANNA LAL BAID (Managing Director)  
Sd/- RAKESH BAID (Whole-Time Director)

Sd/- Harshita Maheshwari (Company Secretary)

Subject to the Audit Report of even date  
**For Sharma Naresh & Associates**  
Chartered Accountants

Sd/-  
**Naresh Sharma**  
(Proprietor)  
**M.No. 71485**

Place : Jaipur  
Dated : 29.05.2013

**BAID LEASING AND FINANCE COMPANY LTD.****PROFIT AND LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2013**

	Note No.	31st March, 2013 (Rs.)	31st March, 2012 (Rs.)
I Revenue from Operations	19	199,130,231	92,617,334
II Other Income	20	4,485,750	5,040
III Total Revenue (I + II)		<b>203,615,981</b>	<b>92,622,374</b>
IV Expenses			
(a) Purchase of Stock-in-Trade	21	144,959,539	46,090,323
(b) Changes in Inventories of F.G., W.I.P and Stock-in-trade	22	35,621	(40,016)
(c) Employee benefits Expenses	23	4,462,820	4,133,358
(d) Finance Cost	24	26,243,024	19,044,695
(e) Depreciation and Amortization Expenses	10	526,203	313,334
(f) Other Expenses	25	14,531,770	13,652,208
Total Expenses		<b>190,758,978</b>	<b>83,193,903</b>
V Profit before exceptional and extraordinary items and tax		12,857,003	9,428,471
VI Exceptional and Extraordinary Items		-	-
VII Profit / (Loss) before tax (V+VI)		<b>12,857,003</b>	<b>9,428,471</b>
VIII Tax Expenses			
(a) Current Tax		2,954,195	3,051,313
(b) Excess/(Short) provision of tax relating to earlier years		285,704	107,839
(c) Deferred Tax		(390,110)	(171,780)
IX Profit / (Loss) for the Period		<b>10,007,214</b>	<b>6,441,099</b>
X Basic (same as diluted) earning per share (Nominal Value Rs. 10/- per share)		1.63	1.05

**For & On Behalf of the Board**

Sd/- **PANNA LAL BAID**  
(Managing Director)

Sd/- **RAKESH BAID**  
(Whole-Time Director)

Sd/- **Harshita Maheshwari**  
(Company Secretary)

Subject to the Audit Report of even date  
**For Sharma Naresh & Associates**  
Chartered Accountants

Sd/- **Naresh Sharma**  
(Proprietor)  
**M.No. 71485**

Place : Jaipur  
Dated : 29.05.2013

**BAID LEASING AND FINANCE COMPANY LTD.****NOTES TO THE BALANCE SHEET AS ON 31ST MARCH, 2013****NOTE-1 SHARE CAPITAL**

Share Capital (With Equal Voting Rights)	31st March, 2013		31st March, 2012	
	Number	Rupees	Number	Rupees
<b>Authorised</b>				
7,000,000 Equity Shares of Rs. 10 each	7,000,000	70,000,000	7,000,000	70,000,000
<b>Issued</b>				
6,145,000 Equity Shares of Rs. 10 each	6,145,000	61,450,000	6,145,000	61,450,000
<b>Subscribed &amp; Paid-up</b>				
6,145,000 Equity Shares of Rs. 10 each	6,145,000	61,450,000	6,145,000	61,450,000
<b>TOTAL</b>	<b>6,145,000</b>	<b>61,450,000</b>	<b>6,145,000</b>	<b>61,450,000</b>

**Reconciliation of Share Outstanding**

Equity Shares	31st March, 2013		31st March, 2012	
	Number	Rupees	Number	Rupees
At the Beginning of the Period	6,145,000	61,450,000	6,145,000	61,450,000
Addition During the Period	-	-	-	-
Deduction During the Period	-	-	-	-
Outstanding at the End of the Period	<b>6,145,000</b>	<b>61,450,000</b>	<b>6,145,000</b>	<b>61,450,000</b>

**Details of Shareholders holding more than 5% shares in the Company**

Name of the Shareholder	31st March, 2013		31st March, 2012	
	Number	Rupees	Number	Rupees
1 Jaisukh Developers Pvt. Ltd.	709,500	7,095,000	709,500	7,095,000
2 BFL Developers Pvt. Ltd.	352,400	3,524,000	352,400	3,524,000
3 Carewell Builders Pvt. Ltd.	332,600	3,326,000	332,600	3,326,000

**NOTE-2 RESERVE AND SURPLUS**

Particulars	As On 31st March	
	2013	2012
(a) Special Reserve		
Opening Balance	11,900,000	10,600,000
Add : Transfer from Profit & Loss Account	2,000,000	1,300,000
Closing Balance	<b>13,900,000</b>	<b>11,900,000</b>
(b) Profit & Loss Account		
Opening Balance	34,684,158	29,543,059
Add : Profit/(Loss) of the year	10,007,214	6,441,099
Less : Transfer to Special Reserve	(2,000,000)	(1,300,000)
Closing Balance	<b>42,691,372</b>	<b>34,684,158</b>
Total Reserve & Surplus	<b>56,591,372</b>	<b>46,584,158</b>

**BAID LEASING AND FINANCE COMPANY LTD.****NOTES TO THE BALANCE SHEET AS ON 31ST MARCH, 2013****NOTE-3 LONG TERM BORROWINGS**

Particulars	Security & Payment Terms	31st March, 2013		31st March, 2012	
		Secured	Unsecured	Secured	Unsecured
(a) T.L from Banks	Secured against car & ICICI Bank Ltd. personal guarantee of M.I. Road, Jaipur				
	Rakesh Baid. Repayable in 36 installment of Rs. 103680/-each. Bearing Interest @10%	570,770	-	1,578,073	-
		<b>570,770</b>	<b>-</b>	<b>1,578,073</b>	<b>-</b>
(b) Deposits					
I.C. Deposits	Repayable at Will	-	133,760,341	-	152,117,524
		<b>-</b>	<b>133,760,341</b>	<b>-</b>	<b>152,117,524</b>
(c) Loans & Advances from Related Parties					
Shri Ganesh Ji Maharaj		1.31	-	1.31	-
Shri Laxmi Ji Maharaj		1.31	-	1.31	-
		<b>2.62</b>	<b>-</b>	<b>2.62</b>	<b>-</b>
Total Long Term Borrowings		<b>570,773</b>	<b>133,760,341</b>	<b>1,578,076</b>	<b>152,117,524</b>

**Details of Long-Term Borrowings Guaranteed by Directors or Others**

Particulars	As On 31st March	
	2013	2012
(a) Term Loans from Banks	570,770	1,578,073
Total Long Term Borrowings Guaranteed by Directors or Others	<b>570,770</b>	<b>1,578,073</b>

**NOTE-4 OTHER LONG TERM LIABILITIES**

Particulars	31st March, 2013		31st March, 2012	
	Secured	Unsecured	Secured	Unsecured
(a) Trade Payables	-	1,282,456	-	1,282,456
Total Other Long Term Liabilities	<b>-</b>	<b>1,282,456</b>	<b>-</b>	<b>1,282,456</b>

**NOTE-5 LONG TERM PROVISION**

Particulars	As On 31st March	
	2013	2012
(a) Provision: Others:	-	-
Other Contingencies	-	-
Income Tax Demand (04-05)	35,315	35,315
Sub-Standard Hire Purchase Assets	2,006,956	863,819
Total Long Term Provisions	<b>2,042,271</b>	<b>899,134</b>

**BAID LEASING AND FINANCE COMPANY LTD.****NOTES TO THE BALANCE SHEET AS ON 31ST MARCH, 2013****NOTE-6 SHORT TERM BORROWINGS**

Particulars	31st March, 2013		31st March, 2012	
	Secured	Unsecured	Secured	Unsecured
(a) Loans repayable on demand-banks	71,673,756	-	50,369,733	-
Total	<b>71,673,756</b>	-	<b>50,369,733</b>	-

**Details of Short-Term Borrowings Guaranteed by Some of the Directors or Others**

Particulars	Name of Security	As On 31st March	
		2013	2012
(a) Loan Repayable on Demand from Bank	All vehicle financed, book-debts & others current assets; Extended charge over residential house of Carewell Builders Pvt. Ltd.; Equitable mortgage over Sobhag Devi Baid's Shop; Corporate/personal guarantees of company's two directors, their two relatives, Carewell Builders Pvt. Ltd. and its directors.	71,673,756	50,369,733
Total Short-Term Borrowings Guaranteed by directors or others		<b>71,673,756</b>	<b>50,369,733</b>

**NOTE-7 TRADE PAYABLES**

Particulars	As On 31st March	
	2013	2012
Acceptance		
(i) Goods Purchased	-	115,646
(ii) Services Received	4,083,117	4,825,098
(iii) Employees	98,000	162,000
Total Trade Payables	<b>4,181,117</b>	<b>5,102,744</b>

**NOTE-8 OTHER CURRENT LIABILITIES**

Particulars	As On 31st March	
	2013	2012
(a) Current Maturities of Long-Term Debts (Refer to Note (9)(i) below)	1,244,160	1,244,160
(b) Other Payables		
(i) Statutory Remittances (TDS)	1,668,174	1,499,332
(ii) Others		
Advances against Land	-	12,500,000
Cheque Issued but not presented	12,433,938	3,880,169
Payable on Purchase of Investments	676,000	-
Total Other Current Liabilities	<b>16,022,272</b>	<b>19,123,661</b>

**BAID LEASING AND FINANCE COMPANY LTD.****NOTES TO THE BALANCE SHEET AS ON 31ST MARCH, 2013****NOTE-9 SHORT TERM PROVISIONS**

Particulars	As On 31st March	
	2013	2012
Employee Benefits		
(a) Salary Payable	345,340	292,400
(b) Bonus	153,600	146,200
Other Provision for		
(a) Income Tax [Net of Advance Rs. 2,38,844(prev.yr. Rs. 4,68,775)]	2,715,351	2,582,538
(b) Other Contingencies	65,225	99,370
Total Short Term Provisions	<b>3,279,516</b>	<b>3,120,508</b>

**NOTE-11 NON CURRENT INVESTMENTS**

Particulars	As On 31st March	
	2013	2012
(a) Equity Shares		
(i) Unquoted		
Others		
Tradeswift Commodities Pvt. Ltd.	4,36,500	436,500
[14,550 Share (Prev. Year 14,500 Share) of Rs. 10 each fully Paid-up]		
Pragati Dreamland Developers Pvt. Ltd.	50,000	-
[5,000 Share (Prev. Year NIL Share) of Rs. 10 each fully Paid-up]		
Dream Finhold Pvt. Ltd.	6,176,000	5,000,000
[19,300 Share (Prev. Year 20,000 Share) of Rs. 10 each fully Paid-up]		
Ganpati Holdings Pvt. Ltd.	-	1,430,000
[(Prev. Year 36,000) of Rs. 10 each fully Paid-up]		
Jaisukh Developers Pvt. Ltd.	-	18,492,500
[(Prev. Year 3,51,500 Shares) of Rs. 10 each fully Paid-up]		
Star Buildhome Pvt. Ltd.	-	200,000
[(Prev. Year 1,000 Shares) of Rs. 10 each fully Paid-up]		
Golden Infratech Pvt. Ltd.	-	200,000
[(Prev. Year 1,000 Shares) of Rs. 10 each fully Paid-up]		
Dream Realmart Pvt. Ltd.	-	3,000,000
[(Prev. Year 15,000 Shares) of Rs. 10 each fully Paid-up]		
Niranjana Properties Pvt. Ltd.	-	500,000
[(Prev. Year 2,500 Shares) of Rs. 10 each fully Paid-up]		
Futuristic Prime Developers Pvt. Ltd.	-	500,000
[(Prev. Year 2,500 Shares) of Rs. 10 each fully Paid-up]		
	<b>6,662,500</b>	<b>29,759,000</b>

**BAID LEASING AND FINANCE COMPANY LTD.****NOTES TO THE BALANCE SHEET AS ON 31ST MARCH, 2013**

<b>Particulars</b>	<b>As On 31st March</b>	
	<b>2013</b>	<b>2012</b>
(b) <u>Mutual Funds</u>		
Quoted		
UTI Equity Fund Growth	100,000	100,000
Morgan Stanley Growth Fund	11,000	11,000
UTI Master Plus Unit Scheme Growth	300,000	300,000
	<u>411,000</u>	<u>411,000</u>
Aggregate M. Value of Quoted Mutual Funds is Rs. <u>2,471,895</u> (Previous Year Rs. 22,23,957/-)		
(c) <u>Other Non-current Investments</u>		
Gold	34,138	34,138
Sterling Holidays Resorts Ltd.	78,576	78,576
Mahindra Holidays & Resorts India	197,744	197,744
Share Application - Ganpati Holdings Pvt. Ltd.		870,000
	<u>310,458</u>	<u>1,180,458</u>
Total Non-current Investments	<u><b>7383,958</b></u>	<u><b>31,350,458</b></u>

**NOTE-12 DEFERRED TAX ASSETS**

<b>Particulars</b>	<b>As On 31st March</b>	
	<b>2013</b>	<b>2012</b>
<b>Assets</b>		
C/f Business Loss (Speculative)	198,492	-
Provision For Sub-Std. Assets	2,006,956	863,819
Total Assets	<u><b>2,205,448</b></u>	<u><b>863,819</b></u>
<b>Liabilities</b>		
Excess of book Value as per I. Tax Act over that as per Co. Law	842,348	763,211
Total Liabilities	<u>842,348</u>	<u>763,211</u>
Excess of Assets over Liabilities	1,363,100	100,608
Deferred Tax Rates	30.90%	30.90%
Net Deferred Tax Assets	421,198	31,088
Opening Provision of Deferred Tax Assets/(Liabilities)	31,088	(140,692)
DT Expenses / (Savings)	<u><b>(390,110)</b></u>	<u><b>(171,780)</b></u>



**BAID LEASING AND FINANCE COMPANY LTD.**

**NOTE-10 FIXED ASSETS**

Particulars	Rate of Depr.	Gross Block			Accumulated Depreciation			Net Block			
		As on 01-04 2012	Additions	Deletions Adjustments	As on 31-03 2013	As on 01-04 2012	Additions	Deletions Adjustments	As on 31-03 2013	As on 31-03 2012	
<b>(A) Tangible Assets</b>											
(a) Plant & Equipments	4.75	1,175,998.07			1,175,998.07	771,703.86	55,859.91		827,563.77	404,294.21	348,434.30
(b) Furniture & Fixture	6.33	501,230.20			501,230.20	425,396.23	31,727.87		457,124.10	75,833.97	44,106.10
(c) Vehicles	4.75	131,580.00			131,580.00	131,580.00			131,580.00	-	-
(d) Office Equipments	4.75	265,473.22			265,473.22	187,816.26	12,609.98		200,426.24	77,656.96	65,046.98
(e) Computers	16.21	426,365.86	6,680.00		433,045.86	411,540.20	15,349.87		426,890.07	14,825.66	6,155.79
(f) Water Cooler, CTV & Fridge	4.75	641,795.76			641,795.76	283,820.54	30,485.30		314,305.84	357,975.22	327,489.92
(g) Motor Car	9.50	4,001,790.00			4,001,790.00	158,317.39	380,170.05		538,487.44	3,843,472.61	3,463,302.56
<b>Total tangible</b>		<b>7,144,233.11</b>	<b>6,680.00</b>	<b>-</b>	<b>7,150,913.11</b>	<b>2,370,174.48</b>	<b>526,202.98</b>	<b>-</b>	<b>2,896,377.46</b>	<b>4,774,058.63</b>	<b>4,254,535.65</b>
Previous year		3,125,368.11	4,017,865.00		7,144,233.11	2,056,840.30	313,334.18		2,370,174.48	1,069,527.81	4,774,058.63

For & on the behalf of the board

Sd/-  
**PANNA LAL BAID**  
(Managing Director)

Sd/-  
**RAKESH BAID**  
(Whole Time Director)

Sd/-  
**HARSHITA MAHESHWARI**  
(Company Secretary)

Sd/-  
**NARESH SHARMA**  
(Proprietor)

Subject to the Audit Report of even date  
For Sharma Naresh & Associates  
CHARTERED ACCOUNTANTS

PLACE : JAIPUR  
DATED : 29/05/2013

**NOTES TO THE BALANCE SHEET AS ON 31ST MARCH, 2013****NOTE-13 LONG TERM LOAN AND ADVANCES (All Unsecured, considered Good)**

Particulars	As On 31st March	
	2013	2012
(a) <u>Capital Advances</u> (Refer to Note '26', Note Number '2')	9,200,000	15,700,000
(b) <u>Security Deposits</u>	7,133	7,133
(c) <u>Balance with Government Authorities</u> Income Tax Demand (Against Appeal) (Refer to Note '26', Note Number '3')	2,986,837	2,986,837
(d) <u>Other Loans and Advances</u>	28,379,541	43,899,208
Total Long Term Loans and Advances	<b>40,573,511</b>	<b>62,593,177</b>
<u>Long Term Loans and Advances due from Director and Other Officers</u>		
(a) Companies in which director is a director	-	1,149,526
	-	<b>1,149,526</b>

**NOTE-14 INVENTORIES**

Particulars	As On 31st March	
	2013	2012
(a) Stock-in-trade (acquired for trading) Shares & Securities (Valued at Lower of Cost and Market Value	2,814,359	2,849,980
(b) Others (Hire-Purchase Stock)		
(i) Stock on Hire	329,556,603	269,464,183
(ii) Payable to HP Customers (Balance)	(1,796,558)	(735,356)
(iii) H.P. Charges Unearned (Refer to Note '26', Significant accounting policy number '7'	(66,376,296)	(50,349,829)
Total Inventories)	<b>264,198,107</b>	<b>221,228,978</b>

**NOTE-15 TRADE RECEIVABLES (OTHER THAN DIRECTORS AND RELATED PERSONS, UNSECURED CONSIDERED GOOD)**

Particulars	As On 31st March	
	2013	2012
(a) Outstanding for a period exceeding 6 months from the date they became due for payment	16,281,169	4,116,865
(b) Other Trade Receivables	12,403,085	12,736,528
<b>Total Trade Receivables</b>	<b>28,684,254</b>	<b>16,853,394</b>

**NOTE-16 CASH AND CASH EQUIVALENTS**

Particulars	As On 31st March	
	2013	2012
(a) Cash on Hand	175,208	210,909
(b) Balance with Banks Currents Accounts	4,369,161	1,909,497
<b>Total Cash and Cash Equivalents</b>	<b>4,544,369</b>	<b>2,120,407</b>

**BAID LEASING AND FINANCE COMPANY LTD.****NOTES TO THE BALANCE SHEET AS ON 31ST MARCH, 2013****NOTE-17 SHORT TERM LOANS AND ADVANCES (OTHER THAN DIRECTORS AND RELATED PERSONS, UNSECURED CONSIDERED GOOD)**

<b>Particulars</b>	<b>As On 31st March</b>	
	<b>2013</b>	<b>2012</b>
(a) Prepaid Expenses	184,425	40,424
(b) Balances with Government Authorities	594,515	594,515
(c) Inter-Corporate Deposits	-	1,500,000
	<b>778,940</b>	<b>2,134,939</b>

**NOTE-18 OTHER CURRENT ASSETS**

(Other than Director &amp; Related persons, unsecured considered good)

<b>Particulars</b>	<b>As On 31st March</b>	
	<b>2013</b>	<b>2012</b>
(a) Receivable on sale on investments	15,000	-
(b) Reimbursable expenses	-	541,493
Total Other Current Assets	<b>15,000</b>	<b>541,493</b>

**For & On Behalf of the Board**

Sd/- **PANNA LAL BAID** (Managing Director)  
Sd/- **RAKESH BAID** (Whole-Time Director)

Sd/- **Harshita Maheshwari**  
(Company Secretary)

Subject to the Audit Report of even date  
**For Sharma Naresh & Associates**  
Chartered Accountants

Sd/- **Naresh Sharma**  
(Proprietor)  
**M.No. 71485**

**Place : Jaipur**  
**Dated : 29.05.2013**

**BAID LEASING AND FINANCE COMPANY LTD.****NOTES TO THE PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013**  
**NOTE-19 REVENUE FROM OPERATIONS**

Particulars	31st March 2013		31st March 2012	
	Details	Amount	Details	Amount
(a) Sale of Products				
Share & Securities		145,507,705		45,635,877
(b) Sale of Services (Hire-Purchase Finance)				
Hire Income	50,820,711		39,888,085	
Interest on Delay Installment	7,099,860		6,052,449	
Interest (R)	<u>2,634,601</u>	60,555,172	<u>4,687,914</u>	50,628,448
(c) Other Operating Revenues				
Loss from Intraday Trading	(198,492)		(25,141)	
Loss from F&O Trading	(6,847,001)		(3,011,581)	
Loss from Currency Trading	-		(744,999)	
Brokerage Reversed	66		-	
Dividend on Shares	<u>112,782</u>	(6,932,645)	<u>134,730</u>	(3,646,991)
Total		<b>199,130,231</b>		<b>92,617,334</b>
Less : Excise Duty		-		-
Total Operating Revenues		<b>199,130,231</b>		<b>92,617,334</b>

Refer to Note '26', Significant accounting Policy number '7'

**NOTE-20 OTHER INCOME**

Particulars	31st March 2013		31st March 2012	
	Details	Amount	Details	Amount
(a) <u>Net Gain From Sale of</u>				
Current Investments	(9,568,787)			
Long Term Investments	<u>14,054,537</u>	4,485,750		
(b) <u>Other Non-operating Income Net of</u>				
<u>Directly attributable expenses</u>			<u>5,040</u>	5,040
Total Other Income	<u>4,485,750</u>	4,485,750	<u>5,040</u>	5,040

**NOTE-21 PURCHASE OF STOCK-IN-TRADE**

Particulars	As On 31st March	
	2013	2012
(a) Traded Goods (Equity Shares)	144,959,539	46,090,323
Total Purchase of Stock-in-trade	<b>144,959,539</b>	<b>46,090,323</b>

**NOTES TO THE PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE-22 CHANGES IN INVENTORIES**

<b>Particulars</b>	<b>As On 31st March</b>	
	<b>2013</b>	<b>2012</b>
(a) Traded Goods (Equity Shares)		
Opening Stock	2,849,980	2,809,964
Less : Closing Stock	2,814,359	2,849,980
Decrease / (Increase) in Inventories	<b>35,621</b>	<b>(40,016)</b>

**NOTE-23 EMPLOYEE BENEFIT EXPENSES**

<b>Particulars</b>	<b>As On 31st March</b>	
	<b>2013</b>	<b>2012</b>
(a) Salaries	3,901,450	3,568,690
(b) Director Remuneration	324,000	324,000
(c) Bonus	153,600	146,200
(d) Any Other Benefit to Staff		
Staff Welfare Expenses	26,850	83,926
Medical Insurance Staff	56,920	10,542
Total Employee Benefits Expenses	<b>4,462,820</b>	<b>4,133,358</b>

**NOTE-24 FINANCE COST**

<b>Particulars</b>	<b>As On 31st March</b>	
	<b>2013</b>	<b>2012</b>
(a) Interest Expenses on		
Borrowings	26,018,669	19,044,695
(b) Other Borrowing costs		
Loan Processing Charges	224,355	-
Total Finance Cost	<b>26,243,024</b>	<b>19,044,695</b>

**NOTE-25 OTHER EXPENSES**

<b>Particulars</b>	<b>As On 31st March</b>	
	<b>2013</b>	<b>2012</b>
(a) Power & Fuel	221,581	201,943
(b) Rent	630,300	613,200
(c) Repairs to Machinery etc.	19,191	47,143
(d) Insurance	62,599	13,770

**BAID LEASING AND FINANCE COMPANY LTD.****NOTES TO THE PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013**

Particulars	As On 31st March	
	2013	2012
(e) Rates & Taxes (Excluding taxes on Income)	343,422	1,157,765
(f) Miscellaneous Expenses		
Commission on Paid	6,640,313	5,924,370
Vehicle Repossession Expenses	3,289,266	3,392,400
Other Miscellaneous Expenses	3,325,098	2,301,617
Total Other Expenses	<b>14,531,770</b>	<b>13,652,208</b>

**For & On Behalf of the Board**

Sd/- **PANNA LAL BAID**  
(Managing Director)

Sd/- **RAKESH BAID**  
(Whole-Time Director)

Sd/- **Harshita Maheshwari**  
(Company Secretary)

Subject to the Audit Report of even date  
**For Sharma Naresh & Associates**  
Chartered Accountants

Sd/- **Naresh Sharma**  
(Proprietor)  
**M.No. 71485**

Place : Jaipur  
Dated : 29.05.2013



**NOTE - 26**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS  
( Forming part of the final accounts for the year 2012-2013)**

**(A) SIGNIFICANT ACCOUNTING POLICIES**

**1.) General**

- A. Accounts have been prepared on historical cost basis following the mercantile system of accounting.
- B. All expenses and income, to the extent considered payable and receivable respectively are accounted for on accrual basis, subject to the following heads, which have been accounted for on cash basis:
  - a. Accrued hire charges in cases where number of due installments exceed 12 months.
  - b. Interest on Loans and Advances considered as sticky by the management.
  - c. Penal interest chargeable on delayed installments of hire charges and payable in respect of delayed payment of taxes.

**2) Use of Estimates**

Preparation of financial statements requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities and reported amounts of income and expenditure during the period. Actual results might differ from such estimates. Difference between the actual results and estimates are recognized in the period in which the results are known.

**3) Fixed Assets**

Fixed assets are stated at cost. Taxes, duties, freight and other expenses incidental to acquisition or installments thereof are included in the cost.

**4) Depreciation**

Depreciation has been provided for following Straight Line Method, at the rates and in the manner specified in Schedule IVX of the Companies Act, 1956.

**5) Inventories**

Inventories have been valued at cost or market value whichever is less.

**6) Investments**

Investments have been stated at cost in view of their long-term nature. Market value of quoted Investments as on 31<sup>st</sup> March, 2013 however is separately disclosed in the relevant schedule.

**7) Provision for NPA under Hire-Purchase and Loans & Advances**

Company is a R.B.I. approved Non-banking-finance-company, hence it has made provision for the Non-performing-assets in respect of its Hire –Purchase and Loans & Advances assets in accordance with the 'provisioning norms' and hire and interest incomes have been accounted for following the 'prudential norms' laid down by the Reserve Bank of India.

**8) Staff Benefits**

There is no quantifiable contractual obligation to pay the retirement benefits to company's directors and other staff hence they would be accounted for in the year they are actually paid.

**(B) NOTES ON ACCOUNTS**

1. Company has provided a corporate guarantee to ICICI Bank Ltd. against Rs. 4.75 Crore financed by said bank to Baid Finance, the proprietorship concern of a related party, Mahendra Kumar Baid (HUF).
2. Other Advances include Rs. 92.0 lac. (previous year 157.0 lac) advanced to Pragati Land Developers Pvt. Ltd. against land at Kishan Garh. Said advance is refundable as said deal has been cancelled.
3. There is a contingent liability upon the company due to Income-tax department's appeal before Rajasthan High Court seeking disallowance of company's claim for depreciation allowance amounting to Rs. 167.77 lac on leased assets in respect of a. yr. 97-98 and deduction u/s 80 HHC totaling Rs. 117.83 lac in respect of a. yr. 95-96 and 96-97.
4. In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value on realization in ordinary course of business at least to the amount at which they are stated.
5. Balance standing to the debit or credit of Sundry debtors, Sundry creditors, Unsecured loans and Loans & advances are subject to their confirmation.
6. Details of Auditors remuneration:
 

	Current Year	Previous Year
a. Statutory Audit Fees	21,000	21,000
b. Income-tax and allied works	19,000	19,000
7. Previous year figures have been re-grouped and re-arranged wherever considered necessary.
8. There is no creditor relating to trade or expenses which has intimated its identity as a S.S.I. Unit and payment to whom is outstanding for a period exceeding 6 months.

**9. SEGMENT REPORTING IN COMPLIANCE TO AS 17**

S. No.	PARTICULARS	HIRE PURCHASE	OTHER FINANCE	INVTMTS.	SHARES & FUTURES	UN ALL O-CABLE	CONSOLIDATED
<b>A.</b>	<b>Segment Rev.</b>						
	External Rev.	57,920,571	2,634,601	14,057,337	145,617,686	66	220,230,261
	Total Revenue	57,920,571	2,634,601	14,057,337	145,617,686	66	220,230,261
<b>B.</b>	<b>Segment Result</b>	46,678,305	(23,608,423)	4,488,550	(6,781,438)	(7,919,991)	12,857,003
	Income Tax						2,849,789
	Profit After Tax						10,007,214
<b>C.</b>	<b>Segment Assets</b>	290,233,002	27,879,541	7,383,958	2,814,359	22,781,857	351,092,717
	<b>Segment Liab.</b>	2,237,740	-	-	758,454	348,096,523	351,092,717
	<b>Significant Non-Cash Exp.</b>						
	Depreciation					526,203	526,203
	Provision for NPA	1,143,137	-	-	-	-	1,143,137



**BAID LEASING AND FINANCE COMPANY LTD.****CASH FLOW STATEMENT**

Particulars	2013		2012	
	Details	Amount	Details	Amount
<b>A Cash Flow from Operating Activities</b>				
<b>N.P. Before Tax</b>		12,857,003		9,428,471
Adjustments for				
Provision for Depreciation	526,203		313,334	
Provision Made for N.P.A.	1,143,137		599,242	
Finance Cost Paid	26,243,024	27,912,364	19,044,695	19,957,271
Op. Profit Before Income-Tax		40,769,367		29,385,742
Less : Income Tax		(2,849,789)		(2,987,372)
Op. Profit Before Working Cap. Changes		37,919,578		26,398,370
Adjustments for Change in Working Cap.				
a. (Increase)/Decrease in Op. Assets				
Inventories	(42,969,130)		(49,687,893)	
Trade Receivables	(11,830,860)		(4,275,573)	
Long Term Loans & Advances	22,019,667		(24,414,898)	
Short Term Loans & Advances	1,355,999		(1,540,424)	
Other Current Assets	526,493	(30,897,831)	(541,493)	(80,460,281)
b. Increase/(Decrease) in Op. Liabilities				
Trade Payables	(921,627)		2,522,670	
Other Current Liabilities	(3,101,389)		610,386	
Other Long Term Liabilities	-		-	
Short Term Provisions	159,008	(3,864,008)	(169,404)	2,963,652
<b>Net Cash Flow/(Used) Op. Activities (A)</b>		3,157,739		(51,098,259)
<b>B Cash Flow from Investing Activities</b>				
Dividend on Investments				
Adj. for (Increase)/Decrease in Assets				
Fixed Assets	(6,680)		(4,017,865)	
Long Term Investments	23,966,500		(2,056,612)	
Deferred Tax Assets	(390,110)		(171,780)	
<b>Cash Flow/(Used) Investing Activities (B)</b>		23,569,710		(6,246,257)

**BAID LEASING AND FINANCE COMPANY LTD.****CASH FLOW STATEMENT**

Particulars	2013		2012	
	Details	Amount	Details	Amount
<b>C Cash Flow from Financing Activities</b>				
Finance Cost	(26,243,024)		(19,044,695)	
Increase/(Decrease) in L.T. Borrowings	(19,364,486)		51,973,150	
Increase/(Decrease) in W.C. Limits	21,304,023		23,634,412	
<b>Cash Flow/(Used) Financing Activities (C)</b>		<u>(24,303,487)</u>		<u>56,562,866</u>
Net Increase/(Decrease) in		2,423,962		(781,649)
Cash & Equivalent (A)+(B)+(C)				
Cash & Equivalent at the beginning of Year		<u>2,120,407</u>		<u>2,902,056</u>
<b>Cash &amp; Equivalent at end of the year</b>		<u>4,544,370</u>		<u>2,120,407</u>

**For & On Behalf of the Board**

Sd/- **PANNA LAL BAID**  
(Managing Director)

Sd/- **RAKESH BAID**  
(Whole-Time Director)

Sd/-  
**Harshita Maheshwari**  
(Company Secretary)

Subject to the Audit Report of even date  
**For Sharma Naresh & Associates**  
Chartered Accountants

Sd/-  
**Naresh Sharma**  
(Proprietor)  
**M.No. 71485**

Place : Jaipur  
Dated : 29.05.2013



**BAID LEASING AND FINANCE COMPANY LTD.**

**PROXY FORM**

I/We being member(s) of The BAID LEASING AND FINANCE CO. LTD. hereby appoint

Shri / Smt. \_\_\_\_\_

Address \_\_\_\_\_

or failing him/her, Shri/Smt. \_\_\_\_\_

Address \_\_\_\_\_

as proxy to attend and vote on my/our behalf at the 22nd annual general meeting of the company to be held on August 17th, 2013, Saturday at 11.00 am. and any adjournment thereof.

Signature \_\_\_\_\_

Revenue  
Stamp

Date :

Member's Name \_\_\_\_\_ Folio No./DP CLIENT ID \_\_\_\_\_

Type of shares \_\_\_\_\_ No. of shares \_\_\_\_\_

The proxy form should reach the registered office of the company not less than 48 hours before the time for holding the meeting.

**BAID LEASING AND FINANCE CO. LTD., JAIPUR  
ATTENDANCE SLIP  
TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL.**

SHAREHOLDER'S NAME (In BLOCK LETTERS)	I hereby record my Presence at the 22nd Annual general meeting of the company being held at Registered Office at 3, Jaipur Towers, M. I. Road, Jaipur - 302001 of the company on August 17th, 2013 at 11.00 a.m.  <p style="text-align: right;">Signature of Shareholder/proxy</p>
FOLIO / DP CLIENT ID	
NAME OF PROXY (To be filled by the proxy who attends instead of the member.	
Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand it over at the gate after affixing signature on it.	

**BOOK-POST**

If undelivered please return to :  
**BAID LEASING AND FINANCE CO. LTD.**  
3, JAIPUR TOWERS, M. I. ROAD,  
JAIPUR-302 001 (Rajasthan)



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