

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the members of **Baid Leasing and Finance Co. Ltd.** will be held on Friday, September 15, 2017 at 03.00 P.M., at the registered office of the Company at "Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302006 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2 – CONFIRMATION OF INTERIM DIVIDEND AND DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES

To declare final dividend of Rs. 0.50/- per equity share and to confirm the interim dividend of Rs.0.50/-per equity share, already paid during the year, for the financial year ended March 31, 2017.

ITEM NO. 3-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mr. Aman Baid (DIN: 03100575), who retires by rotation and, being eligible, seeks re-appointment.

ITEM NO. 4 –RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY

To ratify the appointment of the statutory auditors of the Company for the financial year 2017-18, to fix their remuneration and to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies(Audit and Auditors)Rules,2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and pursuant to the resolution passed by shareholders in the 24th Annual General Meeting of the Company held on July 18, 2015, the appointment of M/s Khilnani & Associates, Chartered Accountants (Firm Registration No. 005776C) as Statutory Auditors of the company to hold the office till the conclusion of the 29th Annual General Meeting of the company be and is hereby ratified (for the financial year 2017-18) and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year 2017-18 as recommended by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

ITEM NO. 5-APPOINTMENT OF MR. ANURAG PATNI AS AN INDEPENDENT DIRECTOR

To appoint Mr. Anurag Patni (DIN: 07580695) as an Independent Director of the Company and to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to provisions of Sections 149,152 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 and the Companies (appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and notifications and circulars of Reserve Bank of India, Mr. Anurag Patni (DIN: 07580695), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013, with effect from October 22, 2016 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director along with requisite amount of deposit and who has submitted a declaration that he meets criteria for independence as provided in section 149(6) of the act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years with effect from October 22, 2016 to October 21, 2021.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

ITEM NO. 6- RE-APPOINTMENT OF MR. AMAN BAID AS EXECUTIVE DIRECTOR

To re- appoint Mr. Aman Baid (DIN: 03100575) as Executive Director of the Company and to consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and notifications and circulars of Reserve Bank of India and the relevant provisions of the Article of Association of the Company and all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, Mr. Aman Baid (DIN: 03100575) be and is hereby re-appointed as an Executive Director of the Company at a total remuneration not exceeding Rs. 8,00,000/- per month, for a period of 3 (Three) years with effect from June 1, 2017 to May 31, 2020 on the terms and conditions including remuneration as set out below:

(I) **Basic Salary:** Not exceeding Rs. 5,00,000/- per month.

(I) **Perquisites and Benefits:** In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Director:

CATEGORY (A)

a) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses actually incurred, for self; the total cost to the Company shall not exceed one month's salary per year. However only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the company from time to time.

b) Leave Travel Concession:

For self, once in a year; the total cost to the Company shall not exceed one months' salary per year.

c) Club Fees:

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

CATEGORY (B)

In addition to the perquisites, Mr. Aman Baid shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Earned leave on full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Mr. Aman Baid shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Mr. Aman Baid for attending the Meetings of Board of Directors or any committee thereof. He shall be liable to retire by rotation.

e) Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Aman Baid subject to the applicable provisions of Schedule V to the said Act.

Other Terms and Conditions:

a) Mr. Aman Baid will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

b) He shall be liable to retire by rotation.

c) Either party giving the other party three month's prior notice in writing to that effect may terminate the agreement.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Aman Baid in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Aman Baid, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT The Board of the Company be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

ITEM NO. 7- RE-APPOINTMENT OF MR. PANNA LAL BAID AS CHAIRMAN AND MANAGING DIRECTOR

To re- appoint Mr. Panna Lal Baid (DIN: 00009897) as Chairman and Managing Director of the Company and to consider and if thought fit, to pass the following resolution as a **Special Resolution**.

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

notifications and circulars of Reserve Bank of India, the relevant provisions of the Articles of Association of the Company and all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, Mr. Panna Lal Baid (DIN: 00009897) be and is hereby re-appointed as Chairman and Managing Director of the Company at a total remuneration not exceeding Rs. 8,00,000/- per month, for a period of 3 (Three) years with effect from April 01, 2018 to March 31, 2021 on the terms and conditions including remuneration as set out below:

- (I) **Basic Salary:** Not exceeding Rs. 5,00,000/- per month,
- (II) **Perquisites and Benefits :** In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Chairman and Managing Director:

CATEGORY (A)

a) Medical Reimbursement / Medclaim Insurance:

Reimbursement of expenses actually incurred, for self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years. However only those expenses will be reimbursed which have not been reimbursed in the medclaim insurance policy, if any, taken by the company from time to time.

b) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one months' salary per year or three months' salary in a period of three years.

c) Club Fees

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

CATEGORY (B)

In addition to the perquisites, Mr. Panna Lal Baid shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Earned leave on full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Mr. Panna Lal Baid, Chairman and Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Mr. Panna Lal Baid, Chairman and Managing Director for attending the Meetings of Board of Directors or any committee thereof.

Other Terms & Conditions:

- a)** Mr. Panna Lal Baid will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- b)** He shall not be liable to retire by rotation.
- c)** If at any time Mr. Panna Lal Baid, ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman and Managing Director.
- d)** Either party to terminate the appointment on three month's notice in writing to the other.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Panna Lal Baid in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Panna Lal Baid, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM(THE "MEETING") MAY APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF SUCH MEMBER. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total paid-up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid-up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.

2. The Statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is appended hereto
3. 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.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. The register of members and share transfer books of the Company will remain closed from Saturday, September 9, 2017 to Friday, September 15, 2017. (Both days inclusive) for the purpose of the payment of dividend for the financial year ended March 31, 2017 and the AGM.
6. For security reasons and for proper conduct of the AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to this Notice. Members, Proxies and authorized representatives attending the meeting are requested to bring the attendance slip duly filled to the Meeting complete in all respects and signed at the place provided thereat and hand it over at the entrance of the venue. Members/Proxies/ Authorized representative attending the meeting are required to submit a valid identity proof such as PAN Card/AADHAR/passport etc. to enter the AGM hall.

7. As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Mr. Aman Baid, Mr. Anurag Patni, and Mr. Panna Lal Baid, is forming part of the notice.
8. In accordance with the provisions of Section 123 of the Companies Act, 2013, final dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration to those Members whose names appear in the Register of Members of the Company/the statement of beneficial ownership maintained by the Depositories, as at the close of business hours on Friday, September 8, 2017.
9. The annual report and the notice of AGM are available at the website of the Company at www.balfc.com and website of CDSL at www.evotingindia.com.

Members are requested to address all correspondence, including on dividends to MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi -110 020, 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.

10. Members wishing to claim dividends that remain unclaimed are requested to correspond with the MCS Share Transfer Agent Ltd as mentioned above, or the Company Secretary, at the Company's Registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Act, and the applicable rules.
11. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your depository participant. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
12. The Annual Report 2016-17, the Notice of the 26th AGM and instruction for e voting , along with attendance slip and proxy form, are being sent by electronic mode to members whose email address are registered with the Company/ Depository participant(s). For members who have not registered their email address, physical copies are being sent by the permitted mode.
13. Members holding shares in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).
14. The Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

15. 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.
16. 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 1.00 p.m. on all the working days hereof upto the date of the meeting.
17. 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.
18. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to MCS Share Transfer Agent Limited, RTA, M/s MCS Share Transfer Agent Ltd, for consolidation into single folio.
19. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2016, (as amended) and the applicable provisions of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Ltd. and the business may be transacted through e-voting. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

The voting period starts at 10.00 A.M Monday, September 11, 2017 and ends at 05.00 P.M. Thursday, September 14, 2017. The remote e-voting module will be disabled by CDSL for voting thereafter.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 8, 2017 may cast their vote electronically.

20. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Friday, September 8 2017 (cut off date).
21. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the Meeting in a fair and transparent manner.

The final results including the poll and remote e-voting results of the AGM of the Company shall be declared within 48 hours on conclusion of meeting. The final results along with the scrutinizer's report shall be placed on the Company's website www.balfc.com, website of stock exchange www.bseindia.com and on CDSL's website www.evotingindia.com, immediately after the result is declared by the Chairman.

E-VOTING FACILITY

In case of members receiving e-mail:

- (i) The voting period begins on Monday, September 11, 2017 at 10.00 A.M. and ends at 05.00 P.M. Thursday, September 14, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 8, 2017-, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.	
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new

password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant (BAID LEASING AND FINANCE CO. LTD.) on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy: Please follow all steps from S. no. (i) to S. no. (xvi) Above to cast vote.

22. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. September 8, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

23. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

24. Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to fill in the requisite details and send the same to the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors of the Company appointed Mr. Anurag Patni as an Additional Director of the Company with effect from October 22, 2016, pursuant to Section 161 of the Companies Act, 2013, read with the rules framed there under and the Articles of Association of the Company.

Mr. Anurag Patni has experience in the finance sector for a period of more than 15 years.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Anurag Patni will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Anurag Patni for the office of Independent Director of the Company.

Mr. Anurag Patni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of the company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Anurag Patni that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of SEBI LODR. Mr. Anurag Patni possesses appropriate skills, experience and knowledge; inter alia, in the field of finance. In the opinion of the Board, Mr. Anurag Patni fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI LODR. Mr. Anurag Patni is independent of the management.

Brief resume of Mr. Anurag Patni, as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Secretarial Standard on General Meeting are is provided in the Annexure to the notice of the Annual general Meeting.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Anurag Patni is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Anurag Patni as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Mr. Anurag Patni, being appointee, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

The members at the Annual General Meeting held on August 16, 2014 appointed Mr. Aman Baid as an Executive Director of the company for a period of 3 years With effect from June 1, 2014. The current term of Mr. Aman Baid as an Executive Director expired on May 31, 2017.

Mr. Aman Baid, aged 25 years, is a Bachelor in Hotel Management, pursuing detailed practical knowledge in the core businesses of the Company. His expertise lies in operations and marketing.

The Company is a registered NBFC, the financial performance of the company has been satisfactory. The remuneration proposed is as recommended by Nomination and Remuneration Committee and appropriate considering the job profile, size of the Company and the prevailing industry standards.

The Board of Directors of the Company (the 'Board'), propose the reappointment of Mr. Aman Baid for further period of 3 (Three) years from the expiry of his current term, i.e. June 1, 2017 till May 31, 2020, on the remuneration determined by the Nomination and Remuneration Committee and as iterated in the resolution above.

Brief resume and other details of Mr. Aman Baid, as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies Act, 2013 and the relevant provisions of the Secretarial Standard on General Meeting are provided in the Annexure to the notice of the Annual general Meeting.

This should be treated as an abstract of the terms of re-appointment and payment of remuneration to Mr. Aman Baid, Executive Director and a memorandum as to the nature of concern of interest of the Directors as required under section 190 of the Companies Act, 2013.

Save and except Mr. Aman Baid, being appointee, and Mrs. Alpana Baid, being related, and their relatives none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7

The members at the Annual General Meeting held on August 16, 2014 re-appointed Mr. Panna Lal Baid as the Chairman and Managing Director of the company for a period of 3 years With effect from April 1, 2015. The current term of Mr. Panna Lal Baid as Chairman and Managing Director will expire on March 31, 2018.

Mr. Panna Lal Baid, aged 74 years, is an under graduate, having over 55 years of expertise in the auto finance sector. He is the founder of Baid Leasing and Finance Company Limited. The company has grown and flourished under his guidance. His management skills and self belief has been a crucial factor in the growth and expansion of the business. His presence serves as a positive catalyst in the company. Mr. Panna Lal Baid possesses appropriate skills, experience and knowledge; inter alia, in the field of finance.

The Company is a registered NBFC, the financial performance of the company has been satisfactory. The remuneration proposed is as recommended by Nomination and Remuneration Committee and appropriate considering the job profile, size of the Company and the prevailing industry standards.

The Board of Directors of the Company (the 'Board'), propose the reappointment of Mr. Panna Lal Baid for further period of 3 (Three) years from the expiry of his current term, i.e. April 1, 2018 till March 31, 2021, on the remuneration determined by the Nomination and Remuneration Committee and as iterated in the resolution above.

Brief resume and other details of Mr. Panna Lal Baid, as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies Act, 2013 and the relevant provisions of the Secretarial Standard on General Meeting are provided in the Annexure to the notice of the Annual general Meeting.

This should be treated as an abstract of the terms of re-appointment and payment of remuneration to Mr. Panna Lal Baid, Chairman and Managing Director and a memorandum as to the nature of concern of interest of the Directors as required under section 190 of the Companies Act, 2013.

Save and except Mr. Panna Lal Baid, being appointee, and Mrs. Alpana Baid, being related, and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

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

Dated:August 11, 2017

By Order of the Board of Directors

**Sd/-
CS Namrata Sajnani
Company Secretary and
Compliance Officer**

Disclosure as required under Schedule V to the Companies Act, 2013, is given hereunder:

Mr. Aman Baid

I.	General information:	
(1)	Nature of industry	NBFC
(2)	Date or expected date of commencement of commercial production	Commercial operation commenced in December 1991
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators (March 31, 2017)	
		(Amount in Rs.)
	Total Revenue	285,976,463/-
	Less: Total Expenditure	228,001,272/-
	Profit / (Loss) before Taxation	57,215,192/-
	Tax expenses	17,527,827 /-
	Profit / (Loss) after Tax	39,687,364/-
(5)	Foreign Investment or collaborators, if any	N.A
II.	Information about the appointee:	
(1)	Background details	Mr. Aman Baid, aged 25 years is a graduate, having over 4 years of expertise in the operations segment in the finance sector.
(2)	Past remuneration	Rs. 70,000/- per month
(3)	Job profile and his suitability	Re-Appointed as Executive Director for a period of 3 (Three) years with effect from June 1, 2017 on terms and conditions of his appointment as mentioned in the resolution.
(4)	Remuneration proposed	Not exceeding Rs. 8,00,000/- per month
(5)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is justified and commensurate with the profile of the appointee and the industry standards.
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Executive Director of the Company. Son of Mrs. Alpana Baid and grandson of Mr. Panna Lal Baid.
III.	Other Information:	
(1)	Reasons of loss or inadequate profits	Due to economic slowdown and consequent adverse market conditions prevailing in the country.
(2)	Steps taken or proposed to be taken for improvement	The company is making certain strategic and management changes which would result in better efficiency and thereby

		contributing to the profitability in the years to come.
(3)	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in efficiency and undertakes constant measure to improve it. However it is extremely difficult in the present scenario to predict efforts to improve the margins.
	The remuneration package proposed to be given to Mr. Aman Baid is as per details given in the resolution.	

Mr. Pannal Lal Bid

I.	General information:	
(1)	Nature of industry	NBFC
(2)	Date or expected date of commencement of commercial production	Commercial operation commenced in December 1991
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators (March 31, 2017)	
		(Amount in Rs.)
	Total Revenue	285,976,463/-
	Less: Total Expenditure	228,001,272/-
	Profit / (Loss) before Taxation	57,215,192/-
	Tax expenses	17,527,827 /-
	Profit / (Loss) after Tax	39,687,364/-
(5)	Foreign Investment or collaborators, if any	N.A
II.	Information about the appointee:	
(1)	Background details	Mr. Pannal Lal Baid , aged 74 years is a graduate, having over 50 years of expertise in the diversified sectors and more particularly into core finance sector. He is the founder of Baid Leasing and finance Company Limited.
(2)	Past remuneration	Rs. 30,000/- per month
(3)	Job profile and his suitability	Re-Appointed as a Chairman and Managing Director for a period of 3 (Three) years with effect from April 1, 2018 on terms and conditions of his appointment as mentioned in the resolution.
(4)	Remuneration proposed	Not exceeding Rs. 8,00,000/- per month
(5)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is justified and commensurate with the profile of the appointee and the industry

		standards.
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Chairman and Managing Director of the Company. Father – in law of Mrs. Alpana Baid and grandfather of Mr. Aman Baid.
III. Other Information:		
(1)	Reasons of loss or inadequate profits	Due to economic slowdown and consequent adverse market conditions prevailing in the country.
(2)	Steps taken or proposed to be taken for improvement	The company is making certain strategic and management changes which would result in better efficiency and thereby contributing to the profitability in the years to come.
(3)	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in efficiency and undertakes constant measure to improve it. However it is extremely difficult in the present scenario to predict efforts to improve the margins.
	The remuneration package proposed to be given to Mr. Panna Lal Baid is as per details given in the resolution.	

Additional information on Director being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and relevant provisions of secretarial standard of General Meeting in the order of the items mentioned in the Notice:

MR. ANURAG PATNI

Date of birth	July 22, 1972
Age	45 Years
Qualification	Graduate
Expertise in specific functional areas	Finance
No. of shares held	NIL
Terms of appointment/ Re-appointment	Appointed as an Independent Director of the Company for a term of five years with effect from October 22, 2016 to October 21, 2021
Remuneration last drawn	NIL
Remuneration to be drawn	NIL
No. of Board meetings attended during the year	1 (One) Board meeting held in the Financial Year 2016-17
Original date of appointment	October 22, 2016
Relationship between Directors inter-se	Not related to any Director / Key Managerial Personnel
Name of the Public Companies in which Directorship was held on August 11, 2017 except Baid Leasing and Finance Company Limited.	NIL
Chairmanship/Membership of committees in all companies in India	<ul style="list-style-type: none"> • Member of Audit Committee of Baid Leasing and Finance Co. Ltd. • Member of Nomination and Remuneration Committee of Baid Leasing and Finance Co. Ltd. • Member of Stakeholders Relationship Committee

Mr. AMAN BAID

Date of birth	January 1, 1992
Age	25 Years
Qualification	Bachelors in Hotel Management
Expertise in specific functional areas	Operations& Marketing
No. of shares held	Please refer MGT-9
Terms of Appointment/ Re-appointment	Appointed as directors for a period of 3 (Three) years with effect from June 1, 2017
Remuneration last drawn	Refer MGT-9
Remuneration to be drawn	Not exceeding Rs. 8,00,000/- per month
No. of Board meetings attended during the year	6(Six) Board meetings held in the Financial Year 2016-17
Original date of appointment	May 24, 2014
Relationship between Directors inter-se	Grandson of Mr. Panna Lal Baid and son of Mrs. Alpana Baid
Name of the Public Companies in which Directorship was held on August 11, 2017 except Baid Leasing and Finance Company Limited.	NIL
Membership/Chairmanship of committees in all companies in India	NIL

Mr. Panna Lal Baid

Date of birth	June 19, 1943
Age	74 Years
Qualification	Under Graduate
Expertise in specific functional areas	Finance
No. of shares held	Please refer MGT-9
Terms of appointment/ Re-appointment	Appointed as Chairman and Managing Director of the Company, for a period of 3 (Three) years with effect from April 1, 2018
Remuneration last drawn	Refer MGT-9
Remuneration to be drawn	Not exceeding Rs. 8,00,000/- per month
No. of Board meetings attended during the year	6(Six) Board meetings held in the Financial Year 2016-17
Original date of appointment and date of re-appointment	Original Date of Appointment- December 12, 1991 Date of reappointment- August 16, 2014
Relationship between Directors inter-se	Grandfather of Mr. Aman Baid and father in-law of Mrs. Alpana Baid
Name of the Public Companies in which Directorship was held on August 11, 2017 except Baid Leasing and Finance Company Limited.	NIL
Membership/Chairmanship of committees in all companies in India	NIL

**Registered Office:
"Baid House", IInd Floor, 1,
Tara Nagar, Ajmer Road,
Jaipur 302006**

Dated: August 11, 2017

By Order of the Board of Directors

Sd/-

**CS Namrata Sajnani
Company Secretary and
Compliance Officer**

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING

