

MANOJ MAHESHWARI

COMPANY SECRETARY

(2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

SCRUTINIZER'S REPORT

To,

The Chairman of

26th Annual General Meeting of the Equity Shareholders of Baid Leasing and Finance Co. Ltd. held on Friday, 15th September, 2017 at 03:00 P.M. at "Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur - 302 006 (Rajasthan).

Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the 26th AGM of Baid Leasing and Finance Co. Ltd. held on Friday, 15th September, 2017 at 03:00 P.M.

The Board of Directors of Baid Leasing and Finance Co. Ltd. (hereinafter referred to as "Company") at its meeting held on Friday, 11th August, 2017, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited (herein after referred as "CDSL") as the service provider, for the purpose of extending the facility of remote e-voting to the members of the Company. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agents (Herein after referred as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary and Special Business) sought to be transacted in the 26th Annual General Meeting (AGM) of the Company, which was held on Friday, 15th September, 2017.
- The Service Provider had set up electronic voting facility on their website, www.evotingindia.com. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 11th August, 2017 and as on that date, there were 3208 Members of the Company. The Company completed the dispatch of the notices to the members by Saturday, 19th August, 2017.



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- The notices sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purpose of identifying, Members who will be entitled to vote on the resolutions placed for approval of the Members was Friday, 8th September, 2017.
- The remote e-voting period remained open from Monday, 11th September, 2017 at 10:00 A.M. to on Thursday, 14th September, 2017 at 05:00 P.M.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in English in the "Financial Express" dated Sunday, 20th August, 2017 and in vernacular language in the "Nafa Nuksaan" dated Monday, 21th August, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Thursday, 14th September, 2017 at 05:00 P.M., the voting portal of the Service provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number of shares held was obtained from the service provider.
- At the venue of the 26th AGM of the Company held on Friday, 15th September, 2017, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.
- There were no votes cast at the venue of the AGM through ballot paper. The votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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Item No. 1: Ordinary Resolution:**Adoption of Financial Statements**

Total No. of Shareholders/folios	3178		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	11 th September, 2017 to 14 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	26	84,45,863
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	26	84,45,863
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	26	84,45,863

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	19,64,659	19,64,659	100%	19,64,659	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	81,35,341	64,81,204	79.67%	64,81,204	0	100%	0%
Total	1,01,00,000	84,45,863	83.62%	84,45,863	0	100%	0%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 2: Ordinary Resolution:**Confirmation of Interim Dividend and Declaration of Final Dividend on Equity Shares**

Total No. of Shareholders/Folios	3178		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	11 th September, 2017 to 14 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	26	84,45,863
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	26	84,45,863
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	26	84,45,863

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	19,64,659	19,64,659	100%	19,64,659	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	81,35,341	64,81,204	79.67%	64,81,204	0	100%	0%
Total	1,01,00,000	84,45,863	83.62%	84,45,863	0	100%	0%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100 %, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 3: Ordinary Resolution:

Appointment of Director, liable to retire by rotation

Total No. of Shareholders/Folios	3178		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	11 th September, 2017 to 14 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	26	84,45,863
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	26	84,45,863
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	26	84,45,863

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	19,64,659	19,64,659	100%	19,64,659	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	81,35,341	64,81,204	79.67%	64,81,204	0	100%	0%
Total	1,01,00,000	84,45,863	83.62%	84,45,863	0	100%	0%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 4: Ordinary Resolution:**Ratification of Appointment of the Statutory Auditors of the Company.**

Total No. of Shareholders/Folios	3178		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	11 th September, 2017 to 14 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	26	84,45,863
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	26	84,45,863
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	26	84,45,863

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	19,64,659	19,64,659	100%	19,64,659	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	81,35,341	64,81,204	79.67%	64,81,204	0	100%	0%
Total	1,01,00,000	84,45,863	83.62%	84,45,863	0	100%	0%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 139 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 5: Ordinary Resolution:**Appointment of Mr. Anurag Patni as an Independent Director**

Total No. of Shareholders/Folios	3178		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	11 th September, 2017 to 14 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	26	84,45,863
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	26	84,45,863
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	26	84,45,863

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	19,64,659	19,64,659	100%	19,64,659	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	81,35,341	64,81,204	79.67%	64,81,204	0	100%	0%
Total	1,01,00,000	84,45,863	83.62%	84,45,863	0	100%	0%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the Ordinary resolution under section 149, 152 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 6: Special Resolution:**Re-Appointment of Mr. Aman Baid as Executive Director**

Total No. of Shareholders/Folios	3178		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	11 th September, 2017 to 14 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	26	84,45,863
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	26	84,45,863
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	26	84,45,863

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	19,64,659	19,64,659	100%	19,64,659	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	81,35,341	64,81,204	79.67%	64,81,204	0	100%	0%
Total	1,01,00,000	84,45,863	83.62%	84,45,863	0	100%	0%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 7: Special Resolution:**Re-appointment of Mr. Panna Lal Baid as Chairman and Managing Director**

Total No. of Shareholders/Folios	3178		
Total No. of Shares	1,01,00,000		
Remote E-voting Period	11 th September, 2017 to 14 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	26	84,45,863
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	26	84,45,863
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	26	84,45,863

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	19,64,659	19,64,659	100%	19,64,659	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	81,35,341	64,81,204	79.67%	64,81,204	0	100%	0%
Total	1,01,00,000	84,45,863	83.62%	84,45,863	0	100%	0%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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All the Resolutions mentioned in the AGM Notice dated 11th August, 2017 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

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

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting. Relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully

CS Manoj Maheshwari
Scrutinizer



For Baid Leasing and Finance Co. Ltd.
For Baid Leasing & Finance Co. Ltd.

Panna Lal Baid
Chairman/Director/Auth. Signatory

FCS: 3355

C.P. No. 1971

Place: Jaipur

Date: 16th September, 2017