



Baid Leasing and Finance Co. Ltd.

Regd. Office: "Baid House", IInd Floor, 1-Tara Nagar, Ajmer Road, Jaipur-06 Ph:9214018855

E-mail: baidfinance@baidgroup.in Website: www.balfc.com CIN: L65910RJ1991PLC006391

To,
The Manager,
BSE Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

Date: 07.12.2016

Sub: Disclosure of Unpublished Price Sensitive Information

(Disclosure under Regulation 30 of the Securities and Exchange Board of India ((Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015.

Ref.: Scrip Id.: 511724

Dear Sir / Ma'am,

With regard to the captioned subject, we would like to inform you that the Board of Directors of the Company, have approved the Scheme of Amalgamation of "**Jaisukh Developers Pvt. Ltd.**" (Transferor Company 1) and "**Skyview Tie Up Pvt. Ltd.**" (Transferor Company 2) with "**Baid Leasing and Finance Co. Ltd.**" (Transferee Company) under section 391 to 394 of the Companies Act, 1956 and the corresponding provisions of Companies Act, 2013 as applicable in their board meeting held on Wednesday, December 7, 2016.

You are requested to take the same on record and inform all those concerned.

Thanking You,
Yours Faithfully

FOR BAID LEASING AND FINANCE CO. LTD.


CS Namrata Sajnani
Company Secretary &
Compliance Officer

Encl: a/a





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Annexure A

- a) Name of the entities forming part of the amalgamation, details in brief such as size, turnover etc.

| Name of the entities | Jaisukh Developers Pvt. Ltd. (Transferor Company 1) | Skyview Tie Up Pvt. Ltd. (Transferor Company 2) | Baid Leasing and Finance Co. Ltd. (BALFC) (Transferee Company) |
|---|--|--|--|
| Total Revenue from operations as on March 31,2016 | 11,46,12,676.40/- | 80,15,292.18/- | 18,20,86,244/- |
| Net worth as on March 31,2016 | 27,78,91,631.93/- | 47,59,20,088.14/- | 16,76,78,353/- |
| Authorized Capital | 3,68,00,000/- | 2,11,00,000/- | 12,00,00,000/- |
| Paid Up Capital | 1,80,08,000/- | 2,10,11,614/- | 10,10,00,000/- |

- b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm's length.

The transaction is not falling within related party transactions according to Section 188 of the Companies Act, 2013, Securities and Exchange Board of India ((Listing Obligations and Disclosure Requirements) Regulations, 2015 and RPT policy of Company.

- c) Area of business of the entities

Jaisukh Developers Pvt. Ltd. (Transferor Company 1) is mainly engaged in the activity of providing customer base to NBFCs on commission basis, dealing in Securities, Futures and Options.

Skyview Tie Up Pvt. Ltd. (Transferor Company 2) is mainly engaged in the activity of providing customer base to NBFCs on commission basis, dealing in Securities, Futures and Options and providing loans.

Baid Leasing and Finance Co. Ltd (Transferee Company) is mainly engaged in the business of hire purchase financing and finance against mortgage of property.

- d) Rationale for Amalgamation

The amalgamation of Transferor Companies with Transferee Company is being proposed inter alia for the purpose of developing the potential for further growth and expansion of the business and to have better synergies, optimization of resources





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and fund raising capabilities. It would further inter alia have the following benefits:

- (a) The combination of Transferee Company and Transferor Companies brings strength that each company does not necessarily possess individually.
- (b) The Transferor Companies and Transferee Company intend to achieve larger product portfolio, economies of scale, efficiency, and other related economies by consolidating the business operations being managed by different management teams.
- (c) The Transferee Company will have the benefit of the combined resources of Transferor Companies and Transferee Company. The Transferee Company would be in a position to carry on consolidated operations through optimum utilization of resources, avoidance of duplication and better financial strength.
- (d) Elimination of administrative functions and multiple record-keeping, thus resulting in reduced expenditure.
- (e) Improved shareholder value for the companies by way of improved financial structure and cash flows, increased asset base and stronger consolidated revenue and profitability.
- (f) The amalgamation pursuant to this scheme will create a focused platform for future growth of Baid Leasing and Finance Co. Ltd.

e) In case of cash consideration – amount or otherwise share exchange ratio

There is no cash consideration.

Further, the share swap ratio, based on valuation report of Independent Chartered Accountant, M/s. R Sogani & Associates and fairness opinion provided by M/s Hem Securities Ltd., Merchant Banker is as follows:

For Jaisukh Developers Private Limited (Transferor Company 1)

10 (Ten) fully paid up equity shares of Rs. 10 (Rupees Ten) each of the Transferee Company for every 21 (Twenty One) fully paid up equity shares of Rs. 10 (Rupees Ten) each held by an equity shareholder in Jaisukh Developers Private Limited.

For Skyview Tie Up Private Limited (Transferor Company 2)

10 (Ten) fully paid up equity share of Rs. 10 (Rupees Ten) each of the Transferee Company for every 192 (One Hundred and Ninety Two) fully paid up equity shares of Re. 1 (Rupee One) each held by an equity shareholder in Skyview Tie Up Private Limited.





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f) Brief details of change in shareholding pattern (if any) of listed entity

| | Existing shareholding of BALFC As on 30.11.2016 | Post Merger likely shareholding of BALFC |
|-----------|--|---|
| Promoters | 19.45% | 17.88% |
| Public | 80.55% | 82.12% |

