



# Baid Leasing and Finance Co. Ltd.

Regd. Office: "Baid House", 2nd Floor, 1-Tara Nagar, Ajmer Road, Jaipur-06 Ph:9214018855  
E-mail: baidfinance@baidgroup.in Website: www.balfc.com CIN: L65910RJ1991PLC006391

Ref No.: BALFC/2021-22/87

Date: February 23, 2022

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001 (Maharashtra)

Scrip Id.: 511724

Sub: Notice of Postal Ballot- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir / Ma'am,

In terms of Regulation 30 of Listing Regulations, this is to inform that the Postal Ballot Notice dated February 18, 2022, together with the explanatory statement (enclosed for reference), are being sent through e-mail to the Shareholders of the Company whose e-mail id's are registered with Depository and/ or Company's Registrar and Share Transfer Agent as on cut-off date i.e. **February 18, 2022** for seeking their approval by way of postal ballot through electronic means only.

Calendar of Events for Postal Ballot are as under:

S. NO.	EVENTS	DATE OF EVENTS
1	Cut-off date for sending of Postal Ballot Notice and entitlement of E-voting	Friday, 18 February, 2022
2	E-voting Commencement date and time	Thursday, 24 February, 2022 (09:00 A.M. IST)
3	E-voting end date and time	Friday, 25 March, 2022 (05:00 P.M. IST)
4	Scrutinizer Report & Declaration of Results	Within 2 Working days from the end of E-voting period

Soft copy of the Postal Ballot Notice with explanatory statement and instructions for e-voting can also be accessed at the Company's website at [www.balfc.com](http://www.balfc.com)

We request you to take above information on record.

Thanking you.

Yours Faithfully

FOR BAID LEASING AND FINANCE CO. LTD.



DIWAKAR JAIN  
COMPANY SECRETARY & COMPLIANCE OFFICER  
ACS-40165

Encl:- A/a



**Baid Leasing and Finance Co. Ltd**

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**POSTAL BALLOT NOTICE**

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15<sup>th</sup> June 2020, No. 33/2020 dated 28<sup>th</sup> September 2020, No. 39/2020 dated 31<sup>st</sup> December 2020, No. 10/2021 dated 23<sup>rd</sup> June 2021 and No. 20/2021 dated 08<sup>th</sup> December 2021 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**) other applicable rules/regulations/guidelines/ circulars/ notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], Baid Leasing and Finance Co. Ltd. (**"the Company"**) is seeking consent of the members of the Company on special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting (**"e-Voting"**).

In terms of the MCA Circulars and in view of requirement of social distancing due to COVID-19, companies are advised to take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and the Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, the Company will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent (**"RTA"**) of the Company or Depository/ Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

You are requested to peruse the following proposed Resolution along with Explanatory Statement provided by the Company and thereafter record your assent or dissent by means of e-voting system **by 5.00 p.m. on Friday, 25<sup>th</sup> March, 2022**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Friday, 25<sup>th</sup> March, 2022**. Further, resolutions passed by the members through E-voting are deemed to have been passed effectively at a general meeting.

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**APPROVAL FOR THE ALTERATION OF THE CAPITAL BY SUB-DIVISION/ SPLIT OF EXISTING EQUITY SHARES OF THE COMPANY HAVING FACE VALUE OF Rs. 10/- EACH FULLY PAID UP INTO 5 EQUITY SHARES OF Rs. 2/- EACH AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory and regulatory authority(ies), the consent of members of the Company be and is hereby accorded for sub-division/ Split of existing equity shares of the Company having a face value of Rs.10/- (Rupees Ten only) each fully paid up into 5 (five) equity shares having a face value of Rs.2/- (Rupees Two Only) each fully paid up.

**RESOLVED FURTHER THAT** pursuant to the sub-division/ split of equity shares of the Company with effect from the record date, each equity share of the Company having a face value of Rs. 10/- (Rupees Ten Only) in the Authorized, issued, subscribed and paid up equity share capital shall stand sub-divided into 5 (five) equity shares of a face value of Rs. 2/- each (Rupees Two Only).

**RESOLVED FURTHER THAT** upon the sub-division/split of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares having face value of Rs.10/- each shall be deemed to have been automatically cancelled and to be of no effect on and from the record date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to their respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division/split.

**RESOLVED FURTHER THAT** pursuant to the Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force read with the rules framed thereunder), subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the consent of the members of the Company be and is hereby accorded for alteration of the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital by substituting with the following clause:

V. *“The Authorised Share Capital of the Company is Rs. 17,79,00,000/- (Rupees Seventeen Crore and Seventy Nine Lakh Only) divided into 8,89,50,000 (Eight Crore Eighty Nine Lakh and Fifty Thousand) Equity Shares of Rs. 2/- (Rupees Two Only) each.”*

**RESOLVED FURTHER THAT** Board of Directors of the company be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision/split of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the Sub-division of shares including execution and filing of all the relevant documents with the Stock Exchange(s), Reserve Bank of India and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Date: February 18, 2022**

**Place: Jaipur**

**Registered. Office: “Baid House”, IInd Floor, 1,  
Tara Nagar, Ajmer Road, Jaipur-302 006**

**By Order of The Board of Directors  
For Baid Leasing and Finance Co. Ltd.**

**Sd/-  
Diwakar Jain  
Company Secretary and Compliance officer  
ACS-40165**

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolutions in respect of the business set out above is annexed herewith.
2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Securities (India) Limited (“CDSL”) to provide e-voting facility to members of the Company.
3. The Board of Directors has appointed CS Manoj Maheshwari (FCS: 3355), Practicing Company Secretary, as Scrutinizer, for conducting the postal ballot e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, 18th February, 2022 (“Cut-off Date”). It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Company.
6. Postal Ballot Notice is also available on the website of the Company i.e. <https://www.balfc.com/corporate-governance/> and can also be downloaded by accessing website of the CDSL at <https://www.evotingindia.com/> and at the relevant section of the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
8. The remote e-voting period commences from **Thursday, 24 February 2022 [9.00 a.m. (IST)]** and ends on **Friday, 25 March 2022 [5.00 p.m. (IST)]**. During this period, members holding shares as on Friday, 18<sup>th</sup> February, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **Friday, 25 March 2022 [5.00 p.m. (IST)]**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cutoff date i.e. **Friday, 18<sup>th</sup> February, 2022.**



9. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to [cs@baidgroup.in](mailto:cs@baidgroup.in) mentioning their Name, Client ID and DP ID.
10. Members whose e-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. These members may also cast their vote by following the e-voting process given in this notice.
11. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions" of Postal Ballot Notice.
12. The Scrutinizer will submit his report to the Chairman and Managing Director or to the Whole Time Director or to the Chief Financial Officer or to the Company Secretary as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting. The result of the voting by postal ballot will be announced by the Chairman and Managing Director or the Whole Time Director or the Chief Financial Officer or the Company Secretary of the Company within 2 working days from the date of completion of said e-voting. The result of the postal ballot will be posted on the Company's website (<https://www.balfc.com/corporate-governance/>) and CDSL website (<https://www.evotingindia.com/>) immediately after the declaration of result and the same will also be communicated to BSE Limited within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

### **13. E-VOTINGINSTRUCTIONS:**

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- I. The voting period begins on **Thursday, 24 February 2022 at 9:00 A.M. and ends on Friday, 25 March 2022 at 5.00 p.m.** 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, 18<sup>th</sup> February, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would

be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="597 716 1500 961">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li data-bbox="597 1003 1500 1318">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="597 1360 1500 1465">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="597 1507 1500 1799">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

IV. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website **www.evotingindia.com**.
2. Click on "Shareholders" module.
3. 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- V. After entering these details appropriately, click on “SUBMIT” tab.
- VI. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- VII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VIII. Click on the EVSN for the BAID LEASING AND FINANCE CO. LTD. on which you choose to vote.
- IX. 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.
- X. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XI. 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.
- XII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIV. 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.
- XV. Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@baidgroup.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated 18<sup>th</sup> February, 2022:

**ITEM NO. 1**

The Equity Shares of your Company are listed and traded on BSE Limited. In order to enhance the liquidity in the capital market and to make the shares affordable to small investors, the Board of Directors at its meeting, held on February 18, 2022, subject to approval of Shareholders and other approvals as may be required, has recommended the subdivision of 1 (One) Equity Share of the Company of the face value of Rs.10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of the Company of face value of Rs.2/- (Rupees Two only) each fully paid up.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association (“MOA”) of the Company as set out in Item No. 1 of the Notice to reflect the change in face value of Equity Share of the Company from existing Rs. 10 (Rupees Ten only) each into Rs. 2/- (Rupees Two only) each. After the approval of members the Share Capital Structure of the Company will be as per the table mentioned below.

<b>Share Capital (Split 1:5)</b>	
<b>Present Capital</b>	<b>Proposed Capital</b>
The Authorized Share Capital of the Company is Rs.17,79,00,000 (Rupees Seventeen Crore and Seventy Nine Lakhs Only) divided into 1,77,90,000 (One Crore Seventy Seven Lakh and Ninety Thousand) Equity Shares of Rs.10/- each and the issued, subscribed and paid-up share capital of the Company is Rs.12,00,68,300/- (Rupees Twelve Crore Sixty Eight Thousand and Three Hundred Only) divided into 1,20,06,830 (One Crore Twelve Lakhs Six Thousand Eight Hundred and Thirty) Equity Shares of Rs.10/- each fully paid-up.	The Authorized Share Capital of the Company will be Rs.17,79,00,000 (Rupees Seventeen Crore and Seventy Nine Lakhs Only) divided into 8,89,50,000 (Eight Crore Eighty Nine Lakh and Fifty Thousand) Equity Shares of Rs.2/- each and the issued, subscribed and paid-up share capital of the Company is Rs.12,00,68,300/- (Rupees Twelve Crore Sixty Eight Thousand and Three Hundred Only) divided into 6,00,34,150 (Six Crore Thirty Four Thousand One Hundred and Fifty) Equity Shares of Rs. 2/-- each fully paid-up.

The proposed sub-division of equity shares will not result in any change in the amount of authorized and paid-up share capital of the Company and will help in increasing the liquidity.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are directly or indirectly, concerned or interested in the resolution set out at item Nos. 1, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item Nos. 1 of the accompanying Notice as an Ordinary Resolution.

**Date: February18, 2022**

**Place: Jaipur**

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

**By Order of The Board of Directors  
For Baid Leasing and Finance Co. Ltd.**

**Sd/-  
Diwakar Jain  
Company Secretary and Compliance officer  
ACS-40165**