

MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302 019.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi)
of the Companies (Management and Administration) Rules, 2014]


To,
The Chairman of 23rd Annual General Meeting of the members of **Baid Leasing and Finance Co. Ltd.** to be held on Saturday, 16th August, 2014 at the registered office of the Company at "Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302 006, Rajasthan.

Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "Baid Leasing and Finance Co. Ltd.", Jaipur as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 23rd Annual General Meeting [AGM] of the members of the Company, to be held on Saturday, 16th August, 2014 at the registered office of the Company at "Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302 006, Rajasthan.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule related to voting through electronic means on the resolutions contained in the Notice to the 23rd Annual General Meeting [AGM] of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Friday, 8th August, 2014 (06.00 A.M.) to Saturday, 9th August, 2014 (06.00 P.M.)
- ii. The members of the Company as on the cut-off date i.e. 4th July, 2014 were entitled to vote on the resolutions (Ordinary Business being Item No. 1 & 2 and Special Business being Item Nos. 3-10 as set out in the notice to the 23rd AGM of the Company).
- iii. The votes cast were unblocked on Monday, 11th August, 2014 in presence of 2 witnesses, Mr. Ganga Singh & Ram Singh, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: 
Name: Mr. Ganga Singh

Signature: 
Name: Mr. Ram Singh

- iv. Thereafter, the details containing inter alia, total folios voted were NIL, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. "<https://www.evotingindia.co.in>" and based on such reports generated, the result of the e-voting is as under:





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ORDINARY BUSINESS

Item No. 1 :-

Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March , 2014 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditor's thereon.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL

Item No. 2 :-

Ordinary Resolution to re-appoint the Auditors of the Company, M/s Sharma Naresh & Associates, Chartered Accountants, Jaipur, to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL

SPECIAL BUSINESS

Item No. 3 :-

Ordinary Resolution to appoint Mr. Binod Kumar Choraria (DIN: 00104267) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years from the conclusion of this AGM till the conclusion of the fifth AGM.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL

Item No. 4 :-

Ordinary Resolution to appoint Mr. Monu Jain (DIN: 02609467) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years from the conclusion of this AGM till the conclusion of the fifth AGM.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL



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Item No. 5 :-

Ordinary Resolution to appoint Mr. Mudit Singhi (DIN: 03171115) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years from the conclusion of this AGM till the conclusion of the fifth AGM.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL

Item No. 6 :-

Ordinary Resolution to appoint Mrs. Alpana Baid (DIN: 06362806) as a Director of the Company, liable to retire by rotation.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL

Item No. 7 :-

Special Resolution to appoint Mr. Aman Baid (DIN: 03100575), as an Executive Director of the Company, liable to retire by rotation.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL

Item No. 8 :-

Special Resolution to reappoint Mr. Panna Lal Baid (DIN: 00009897), as Chairman and Managing Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. 1st April, 2015 to 31st March, 2018.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL

Item No. 9 :-

Ordinary Resolution not to fill up the vacancy caused by the retirement of Mr. Rakesh Kumar Baid (DIN: 00009926), Whole time Director, who retires by rotation and does not seek reappointment.

Voted in favour of the resolution	Voted against the resolution	Total


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NIL	NIL	NIL
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Item No. 10 :-

Ordinary Resolution not to fill up the vacancy caused by the retirement of Mr. Chandra Bhan Singhi (DIN: 01055995), Director, who retires by rotation and does not seek reappointment.

Voted in favour of the resolution	Voted against the resolution	Total
NIL	NIL	NIL

I am pleased to submit my report dated 11.08.2014 for your appropriate action and doing needful in the matter.

Thanking You,
Yours faithfully



CS Manoj Maheshwari,
Scrutinizer
FCS: 3355 C.P. No.: 1971

Place: Jaipur
Date: 11.08.2014