



# **Baid Leasing and Finance Company Limited**

**Regd. Office:** “Baid House” IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-06, E-mail: [baidfinance@baidgroup.in](mailto:baidfinance@baidgroup.in)  
Ph.: 9214018855, 9214018866, 9214018877, Website-[www.balfc.com](http://www.balfc.com), CIN: L65910RJ1991PLC006391

## **POSTAL BALLOT NOTICE**

### **Notice pursuant to Section 110 of the Companies Act, 2013**

Dear Shareholder(s),

**Notice** is hereby given that pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 the Company is seeking consent of the shareholders, through proposed Special Resolutions, set out herein below, proposed to be passed by way of postal ballot.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Special Resolutions setting out the material facts and the reasons for the proposal and the Postal Ballot Form (the ‘Form’) are being sent along with this Notice for your consideration.

The Board of Directors of the Company have appointed CS Manoj Maheshwari, Practising Company Secretary, Jaipur, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent(for) or dissent (against), in the enclosed self-addressed business reply envelope so that it reaches the Scrutinizer on or before the closing of working hours i.e. 5.00 p.m on Saturday, 7<sup>th</sup> day of June, 2014, addressed to CS Manoj Maheshwari, The Scrutinizer, Baid Leasing and Finance Company Limited, reaching at the registered office of the Company situated at “Baid House” IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-06 (Rajasthan).

As per the provisions of the Companies Act, 2013, Special Resolution shall be declared as passed by way of postal ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote.

Members may note that as required under the provisions of Sec 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to members of the Company. Accordingly, the Company is providing e-voting facility as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

The Scrutinizer will submit his report to the Director after completion of the scrutiny and the result of the voting by postal ballot will be announced on Saturday, 14<sup>th</sup> day of June, 2014, at 04.00 P.M. (appointed time) by the Managing Director or Whole time Director or Company Secretary of the Company. Members who wish to be present at the time of



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declaration of results may do so by reaching at the registered office of the Company at the appointed time. Also, the result will be intimated through press release in newspapers. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

## **SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT**

### **1. AUTHORISATION FOR LOANS AND INVESTMENTS BY THE COMPANY**

To consider and, if thought fit to give assent or dissent to the following Resolution as Special Resolution through Postal Ballot:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) or of any other law for the time being in force and subject to all other requisite approvals, permissions, sanctions and subject to such conditions as may be prescribed by any of the Concerned authorities (if any) while granting such approvals consent of the members of the Company be and is hereby accorded to the Board of Directors to make/give from time to time any loans/investments/advances and to give on behalf of the Company, any guarantee and/or provide any security in connection of any loan(s) made by any other person to, or to such other person(s) by, any other person(s)/Companies/Body Corporate(s) on such terms and conditions as to payment thereof and interest thereon which shall not be lower than the prevailing yield of one year, three year, five year or ten year government security closest to the tenor of the loan, aggregating to a limit of **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** , notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits as laid down u/s 186 of the Companies Act, 2013, provided that such providing of loans/ advances / guarantees, shall be made for furthering the business interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things inter alia for execution of deeds, documents and for prescribing the limits of loans, investments, advances or guarantees, to be made or provided to the companies as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee / advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

### **2. AUTHORISATION FOR BORROWING MONEY U/S 180 (1) (c) OF COMPANIES ACT, 2013**

To consider and, if thought fit to give assent or dissent to the following Resolution as Special Resolution through Postal Ballot:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification or re-



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enactment thereof) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to 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, consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow from time to time which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in ordinary course of Business) may exceed at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided however the total amount of such borrowing shall not exceed the sum of **Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board of Director of the Company be and are hereby authorised on behalf of the Company to execute the legal papers, deeds, documents, instruments etc. in this regard and to sign all papers, documents, writings and to do all such acts, deeds, matters, things and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

### **3. AUTHORISATION U/S 180 (1) (a) OF COMPANIES ACT, 2013**

To consider and, if thought fit to give assent or dissent to the following Resolution as Special Resolution through Postal Ballot:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to 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, consent of the members of the Company be and is hereby accorded to the Board of Directors to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

**Place: Jaipur**  
**Date: 02.05.2014**

**By Order of the Board**  
**Sd/-**  
**Panna Lal Baid**  
**Managing Director**  
**(DIN: 00009897)**



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## **EXPLANATORY STATEMENT PURSUANT TO SEC. 102 OF COMPANIES ACT, 2013**

### **ITEM NO. 1**

Pursuant to Sec 186 of Companies Act, 2013 and other applicable provisions of Companies Act, 2013, a Company can make loans and investments or provide guarantee to the extent of sixty percent of its paid up share capital, free reserves and security premium account or one hundred percent of its free reserves and security premium account, whichever is higher, with the approval of Board of Directors. Where the aggregate of such loans made or guarantee(s) provided exceeds the prescribed limits, prior approval of the shareholders is required by way of special resolution.

As the Company is constantly reviewing opportunities for expansion of its business operations it would be required to provide financial support by way of loans and/or guarantees to such person(s) and/or body(ies) corporate as the Board may deem appropriate from time to time, in order to achieve greater financial flexibility and to enable optimal financing structuring.

It is therefore proposed that the Board of Directors of the Company be authorized to make/give from time to time any loans/advances and to give on behalf of the Company, any guarantee and/or provide any security in connection of any loan(s) on such terms and conditions as to payment thereof and interest thereon which shall not be lower than the prevailing yield of one year, three year, five year or ten year government security closest to the tenor of the loan, aggregating to a limit of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) , notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits as laid down by the Companies Act, 2013, provided that such providing of loans/ advances / guarantees is in the interest of the Company.

As per applicable provisions of Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution.

Hence, the Board of Directors recommend passing of the enabling resolution mentioned at item No. 1 in the notice.

None of the Directors, key managerial personnel are deemed to be concerned or interested, financial or otherwise in the proposed special resolution except to the extent of their shareholding in the company.

### **ITEM NO. 2**

The Board of Directors of the Company envisages requirements of funds in future. As per the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital and free reserves, that is to say, reserves not set



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apart for any specific purpose unless the Shareholders have authorized the Board to borrow the monies upto some higher limits.

Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or any other person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding **Rs. 75 Crores [Rupees Seventy Five Crores Only]** in Indian Rupees or equivalent thereof in any foreign currency(ies) for the purposes of business activities of the Company.

As per Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution.

Hence, the Board of Directors recommend passing of the enabling resolution mentioned at item No. 2 in the notice.

None of the Directors, key managerial personnel are deemed to be concerned or interested, financial or otherwise in the proposed special resolution except to the extent of their shareholding in the company.

## **ITEM NO. 3**

The borrowings as iterated in point no. 2 above may be required to be secured by over all or any part of the movable and / or immovable properties of the Company Considering the above facts, the Board of Directors of the Company are of the opinion to sell or lease (as the case may be) the immovable property(s) of the Company to a person / any other entity as a going concern or otherwise at an agreed price with the mutual consent of both the parties.

Since the sale or lease of assets i.e. immovable property of the Company may amount to the sell or lease of the whole or substantially the whole of an undertaking of the Company, it requires approval of the shareholders.

As per Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution.

Hence, the Board of Directors recommend passing of the enabling resolution mentioned at item No. 3 in the notice.

None of the Directors, key managerial personnel are deemed to be concerned or interested, financial or otherwise in the proposed special resolution except to the extent of their shareholding in the company.

**Place: Jaipur**  
**Date: 02.05.2014**

**By Order of the Board**  
**Sd/-**  
**Panna Lal Baid**  
**Managing Director**  
**(DIN: 00009897)**



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## **INSTRUCTIONS FOR VOTING:**

### **Voting through Physical Postal Ballot Form**

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, before the closing of working hours i.e. 5.00 P.M. on Saturday, 07<sup>th</sup> day of June, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. The self-address business-reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company is attached herewith.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
4. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
5. This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
6. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
7. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the date of dispatch of Notice of Postal Ballot i.e. 08.05.2014.
8. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
9. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
10. The right of voting by Postal Ballot shall not be exercised by a proxy.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

### **E-voting Facility**

In compliance with the provisions of Sec 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for the members to



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enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

## **(A) In case of members receiving e-mail:**

- i) Open the e-mail which contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on “Shareholders” tab to cast your votes.
- iv) Select the Electronic Voting Sequence Number (EVSN) along with “BAID LEASING AND FINANCING COMPANY LIMITED” from the drop down menu and click on Submit.
- v) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
Password	As user-ID	
PAN	Enter your 10 digit alpha - numeric * PAN issued by Income Tax Department when prompted by the system while e-voting	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number **ABCDE1111Z** in the PAN field or use physical Postal Ballot Form for voting.

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system



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in future. The same may be used in case the member forgets the password and the same needs to be reset.

ix) For members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.

x) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Enter the number of equity shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi) Click on the “Resolutions File Link” if you wish to view the entire Postal Ballot Resolutions.

xii) 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.

xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

## **(B) In case of members receiving Postal Ballot Form by Post:**

(i) Initial password and other details are provided as below at the bottom of Postal Ballot Form:

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
140507004		

(ii) Please follow all steps from sl. no. (ii) to sl. no. (xiii) above, to cast vote.

**(C)** The voting period starts on **Monday, May 12<sup>th</sup>, 2014** and ends at 05.00 P.M. on **Wednesday, May 14<sup>th</sup> 2014**. The e-voting module will be disabled by CDSL for voting thereafter.

**(D)** 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 [ww.evotingindia.com](http://ww.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from the Company, fill in the requisite details and send the same to the Company.