



# **BAID LEASING AND FINANCE CO. LTD.**

**25TH  
ANNUAL REPORT  
2015-2016**

**Aapki Pragati Hamara Saath**

### Board of Directors

- **PANNA LAL BAID**  
DIN: 00009897  
Chairman & Managing Director
- **AMAN BAID**  
DIN: 03100575  
Executive Director
- **ALPANA BAID**  
DIN: 06362806  
Director
- **BINOD KUMAR CHORARIA**  
DIN: 00104267  
Independent and Non Executive Director
- **MUDIT SINGHI**  
DIN: 03171115  
Independent and Non Executive Director
- **MONU JAIN**  
DIN: 02609467  
Independent and Non Executive Director

### Board Committees

- **Audit Committee:**  
Mudit Singhi (Chairman)  
Binod Kumar Choraria (Member)  
Monu Jain (Member)
- **Nomination & Remuneration Committee:**  
Mudit Singhi (Chairman)  
Binod Kumar Choraria (Member)  
Monu Jain (Member)
- **Stakeholders Relationship Committee:**  
Mudit Singhi (Chairman)  
Monu Jain (Member)  
Binod Kumar Choraria (Member)
- **Company Secretary & Compliance Officer:**  
CS Namrata Sajnani
- **Chief Financial Officer:**  
Manoj Kumar Jain

#### **Statutory Auditors :**

M/s. Khilnani & Associates, Chartered Accountants,  
Jaipur

#### **Secretarial Auditor :**

M/s V.M. & Associates, Company Secretaries  
Jaipur

#### **Principal Bankers :**

UCO Bank Limited  
Kotak Mahindra Bank Limited  
State Bank of Bikaner & Jaipur

#### **Registrar and Share Transfer Agent :**

MCS Share Transfer Agent Limited  
F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-  
110020

#### **Registered Office:**

“Baid House”, IIInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur 302 006 (Rajasthan).  
E-mail: baidfinance@baidgroup.in, Website: www.balfc.com, CIN: L65910RJ1991PLC006391

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**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 25th Annual General Meeting of the members of **Baid Leasing and Finance Co. Ltd.** will be held on Thursday, August 25, 2016 at 04.00 P.M., at the registered office of the Company at Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur 302 006 to transact the following business:

**ORDINARY BUSINESS:**

**ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS**

To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.

**ITEM NO. 2 – APPOINTMENT OF DIRECTOR**

To appoint a Director in place of Mrs. Alpana Baid (DIN: 06362806), who retires by rotation and, being eligible, seeks re-appointment.

**ITEM NO. 3 – RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY**

To ratify the appointment of the auditors of the Company for the financial year 2016-17, to fix their remuneration and to consider, and if thought fit, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 24th Annual General Meeting of the Company held on July 18, 2015, the appointment of M/s Khilnani & Associates, Chartered Accountants (Firm Registration No. 005776C) as Statutory Auditors of the Company to hold office till the conclusion of the 25th Annual General Meeting of Company be and is hereby ratified (for the financial year 2016-17) and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as recommended by the Audit committee in consultation with the Auditors.”

**SPECIAL BUSINESS:**

**ITEM NO. 4 – TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution:**



**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to the approval of concerned authorities, consent of members of the company be and is hereby accorded that the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") MAY APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF SUCH MEMBER. A PROXY NEED NOT BE A MEMBER.**

The proxy form in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is appended hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
4. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mrs. Alpana Baid, Director of the Company, retires by rotation at the ensuing Meeting and being eligible, offers herself for reappointment. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice.
5. Members and Proxies attending the meeting are requested to bring their copy of Annual Report and the attendance slip duly filled to the Meeting.
6. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.



7. The register of members and share transfer books of the Company will be closed from Wednesday, August 17, 2016 to Thursday, August 18, 2016 (both days inclusive).
8. The annual report and the notice of AGM is available at the website of the Company at [www.balfc.com](http://www.balfc.com).  
Members are requested to address all correspondence to MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi -110 020, who is acting as our Registrar and Share Transfer Agent.  
Please quote your folio number and our Company's name in all your future correspondences.
9. **"GO GREEN" initiative:** In support of the "Green Initiative" announced by the Government of India and as well as the applicable provisions of SEBI LODR and applicable provisions of the Companies Act, 2013, electronic copy of the Annual Report and this Notice, inter alia, indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode. The Company hereby requests Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).
10. Members holding shares in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s)
11. The Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
12. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
13. All the documents referred in the notice will be available for inspection by the shareholders at the registered office of the Company between 11.00 a.m. to 5.00 p.m. on all the working days hereof upto the date of the meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.



15. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to MCS Share Transfer Agent Limited, RTA, for consolidation into single folio.
16. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and the applicable provisions of Securities and Exchange Board of India (Listing obligation and Disclosure Requirements), 2015 (SEBI LODR), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Ltd. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

The voting period starts at 10.00 A.M. on Monday, August 22, 2016 and ends at 05.00 P.M. on Wednesday, August 24, 2016. The remote e-voting module will be disabled by CDSL for voting thereafter.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 18, 2016, may cast their vote electronically.

17. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Thursday, August 18, 2016 (cut off date).
18. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the Meeting in a fair and transparent manner.

The final results including the poll and remote e-voting results of the AGM of the Company shall be declared on Saturday, August 27, 2016. The final results along with the scrutinizer's report shall be placed on the Company's website [www.balfc.com](http://www.balfc.com), website of stock exchange [www.bseindia.com](http://www.bseindia.com) and on CDSL's website immediately after the result is declared by the Chairman.

#### **E-VOTING FACILITY**

##### **In case of members receiving e-mail:**

- (i) The voting period begins on August 22, 2016 at 10 A.M. and ends on August 24, 2016. 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 August 18, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>	
Dividend Bank Details OR 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 as mentioned in instruction (iv).</li></ul>	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant (BAID LEASING AND FINANCE CO. LTD.) on which you choose to vote.





- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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.
- (xx) 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 [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- In case of members receiving the physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.



19. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. August 18, 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
20. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to fill in the requisite details and send the same to the Company.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 4**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act. The Board of Directors at its meeting held on May 7, 2016 decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company.

The new Articles of Association ("AOA") to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Companies Act, 2013, the proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders. Also, copy of current and amended AOA is available for inspection by the Members at the Registered Office of the Company during its working hours on all working days from the date hereof upto the date of the Meeting.

Shareholder's attention is invited to the fact that provisions of the existing AOA which are already part of statute in the Act have been reproduced wherever required.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 4 of the Notice.



The Board recommends the resolution as set out at Item No. 4 of the Notice for approval by the shareholders.

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

**By Order of the Board of Directors**

Sd/-

**CS Namrata Sajnani  
Company Secretary and  
Compliance Officer**

**Dated: May 7, 2016**

**Additional information on Director being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the order of the items mentioned in the Notice:**

Mrs. Alpana Baid

- Brief resume of the director  
Mrs. Alpana Baid, aged 48 years, is a graduate, having expertise of over a decade in the operations field.
- Nature of expertise in specific functional areas  
She possesses appropriate skills, experience and knowledge; inter alia, in the field of operations in the hire purchase segment.
- Disclosure of relationships between directors inter-se  
Mr. Panna Lal Baid- Father in law  
Mr. Aman Baid- Son
- Names of listed entities (other than Baid Leasing and Finance Co. Ltd.) in which the person also holds the directorship and the membership of Committees of the board – Nil
- Shareholding in Baid Leasing and Finance Co. Ltd.- Nil

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

**By Order of the Board of Directors**

Sd/-

**CS Namrata Sajnani  
Company Secretary and  
Compliance Officer**

**Dated: May 7, 2016**

**BOARDS' REPORT**

Dear Member,  
Baid Leasing and Finance Co. Ltd.

Your directors are pleased to present the 25th Annual Report of your Company together with the audited annual financial statements for the financial year 2015-16.

**COMPANY'S PERFORMANCE**

(Amount In Rs.)

Particulars	F.Y. 2015-16	F.Y. 2014-15
Total Revenue	18,25,46,244/-	8,60,24,171/-
Less: Total Expenditure	14,23,73,087/-	6,79,17,431/-
Profit / (Loss) before Taxation	4,01,73,157/-	1,81,06,740/-
Tax Expenses	1,26,88,454/-	61,08,298/-
Profit / (Loss) after Tax	2,74,84,703/-	1,19,98,442/-

**PERFORMANCE REVIEW**

The company is mainly engaged in the business of hire-purchase finance and finance against mortgage of property. The net receipts from operations during the year under review were Rs. 18,25,46,244/- as against Rs. 8,60,24,171/- in the previous year. The profit/ (Loss) after tax is Rs. 2,74,84,703/- as against Rs. 1,19,98,442/- in the previous year.

**DIVIDEND**

Following the conservative approach to retain profits, your Directors did not recommend payment of any dividend for the Financial Year 2015-16.

**TRANSFER TO RESERVES:**

As per requirement of RBI regulations, the Company has transferred the amounts to various reserves during Financial Year ended March 31, 2016 as given in the notes of balance sheet.

**NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

The Meetings of the Board are held at the Registered Office of the Company at, "Baid House", IInd Floor 1, Tara Nagar, Ajmer Road, Jaipur 302 006. During the year under review, 5 (Five) Board Meetings were held on 16.05.2015, 07.08.2015, 03.11.2015, 21.01.2016 and 05.03.2016, the frequency of the meetings of the Board is in compliance with the extant rules and regulations as applicable on the Company. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2016.



**DECLARATION OF INDEPENDENCE BY DIRECTORS**

The Independent Non-Executive Directors of the Company, have affirmed that they continue to meet all the requirements specified under sub-section (6) of section 149 of Companies Act, 2013 in respect of their position as an "Independent Director" of Baid Leasing and Finance Co. Ltd.

**MANAGEMENT AND BOARD OF DIRECTORS**

Mrs. Alpana Baid, Director of the Company whose period is liable to retire by rotation pursuant to the provisions of the Companies Act, 2013 retires by rotation in the ensuing AGM and being eligible, offers herself for reappointment. During the year, there was no change in the Directors and KMP of the Company.

**AUDITORS**

• **Statutory Auditors**

M/s. Khilnani & Associates, Chartered Accountants (Firm Registration No. 005776C), Jaipur were appointed as Statutory Auditors to hold office till the conclusion of the 29th Annual General Meeting of Company subject to ratification from the members of the Company every year. Ratification of their appointment for the financial year 2016-17 is sought in the ensuing AGM.

The company has received consent from M/s. Khilnani & Associates, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act. Accordingly, the Board of Directors has recommended the ratification of appointment as Statutory Auditors.

The Financial Statements and the Auditor's Report for the financial year ended 31st March, 2016 are self-explanatory and do not call for any further comments.

• **Secretarial Auditor**

As per Section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made thereunder, M/s V. M. & Associates, Company Secretaries in Practice, Jaipur, was appointed to conduct the secretarial audit of the Company for the financial year 2015-16.

Secretarial Audit Report issued by M/s V. M. & Associates, Company Secretaries in Practice, in respect of the secretarial audit of the Company for the financial year ended 31st March, 2016, is given in Annexure I to this Report.

The Secretarial Audit report for the financial year ended 31st March, 2016 is self explanatory and does not call for any further comments.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit of the Company for the financial year 2016-17.



• **Internal Auditor**

Pursuant to Section 138 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out Internal Audit of the Company.

In consonance with the aforementioned, M/s Shiv Shankar Khandelwal & Co., Chartered Accountants, Jaipur was appointed to conduct the Internal Audit of the Company for the financial year 2015-16.

The Board has re-appointed M/s Shiv Shankar Khandelwal & Co., Chartered Accountants, Jaipur as the Internal Auditor of the Company for the financial year 2016-17.

**LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES BY THE COMPANY**

Pursuant to Section 186(11) of the Companies Act, 2013 loans made, guarantees given or securities provided or acquisition of securities by a Non Banking Financial Company in the ordinary course of its business are exempted from disclosure in the Annual Report.

**RELATED PARTY TRANSACTIONS**

All the related party transactions that were entered during the financial year are done on arm's length basis. Relevant Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is given in Annexure II to this Report.

**SPECIAL BUSINESS AND POSTAL BALLOT**

**SPECIAL BUSINESS**

1. With the applicability of Companies Act, 2013, most of the provisions in the articles of the company are not in consonance with the extant rules and regulation, therefore the Board deems it fit and proper to adopt new set of Articles of Association of the Company, details pertaining to the same are chalked out in the notice of 25th AGM.

**POSTAL BALLOT**

1. During the year, the Company obtained the consent of the shareholders by passing Special/Ordinary Resolution through Postal Ballot for the following matters:

**Vide postal ballot notice dated May 16, 2015-**

- to borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crore Only)
- to create mortgage or charge, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company, both present and future u/s 180 (1) (a) of companies act, 2013



**Vide postal ballot notice dated March 5, 2016-**

- Issue of 39,55,000 equity shares on preferential basis,
- Alteration of Article 4 of Articles of Association;
- Increase the Authorized Share Capital and alteration of Capital Clause of Memorandum of Association

**RISK MANAGEMENT**

The Company has developed and implemented a risk management policy which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The various key risks to key business objectives are as follows:

**Liquidity Risk:** It is the risk that the Company will be unable to meet its financial commitment to a Bank/ Financial Institution in any location, any currency at any point in time. Liquidity risk can manifest in three different dimensions for the Company.

**Funding Risk:** To replace net outflows due to unanticipated outflows.

**Time Risk:** To compensate for non receipt of expected inflows of funds.

**Call Risk:** Due to crystallization of contingent liabilities or inability to undertake profitable business opportunities when desirable.

**Interest Rate Risk:** It is the risk where changes in market interest rates might adversely affect the Company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's Net Interest Income (NII). On a longer term, changes in interest rates impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all repricing mismatches and other interest rate sensitive positions.

**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Baid Leasing and Finance Co. Ltd. (the "Company").

"Key Managerial Personnel" (KMP) means—

- (i) the Chief Executive Officer or the Managing Director or the Manager
- (ii) the Company Secretary;
- (iii) the Whole-time Director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed;



The term "Senior Management Personnel" means to include all members other than the Directors and KMPs of the Company, who are members of management one level below the Executive Directors.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and applicable clauses of SEBI LODR and includes formal evaluation framework of the Board.

### **1. Purpose**

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

### **2. Accountabilities**

2.1 The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.

2.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

### **3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is responsible for:

3.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;

3.2 identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;

3.3 recommending to the Board on the selection of individuals nominated for Directorship;

3.4 making recommendations to the Board on the remuneration payable to the Directors / KMPs / Senior Officials so appointed / reappointed;

3.5 assessing the independence of independent directors;

3.6 such other key issues/matters as may be referred by the Board or as may be necessary in view of the SEBI LODR and provision of the Companies Act 2013 and Rules thereunder.

3.7 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;





- 3.8 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.9 to devise a policy on Board diversity;
- 3.10 to develop a succession plan for the Board and to regularly review the plan;

The Nomination and Remuneration Committee comprises of the following:

- a) The Committee shall consist of a minimum 3 non-executive directors, at least one-half of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **CHAIRMAN**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.



#### **4. Appointment of Directors/KMPs/Senior Officials**

4.1 Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/ a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

4.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

#### **5. Letters of Appointment**

Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

#### **6. Remuneration of Directors, Key Managerial Personnel and Senior Management**

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based & determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.



The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

**(i) Remuneration:**

**a) Base Compensation (fixed salaries)**

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

**b) Variable salary:**

The Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

**(ii) Statutory Requirements:**

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.

The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.



- 6.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.
- 6.2 The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.
- 6.3 The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

### **FORMAL ANNUAL EVALUATION**

The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the Companies Act, 2013.

The following criteria assist in determining how effective the performances of the Directors/KMPs/ Senior officials have been:

- Leadership & stewardship abilities;
- Contributing to clearly define corporate objectives & plans;
- Communication of expectations & concerns clearly with subordinates;
- obtain adequate, relevant & timely information from external sources;
- review & approval achievement of strategic and operational plans, objectives, budgets;
- regular monitoring of corporate results against projections ;
- identify, monitor & mitigate significant corporate risks ;
- assess policies, structures & procedures ;
- direct, monitor & evaluate KMPs, senior officials ;
- review management's succession plan ;
- effective meetings ;
- assuring appropriate board size, composition, independence, structure ;
- clearly defining roles & monitoring activities of committees;
- review of corporation's ethical conduct.

Evaluation on the aforesaid parameters was conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Board evaluated/assessed each of the Directors along with its own performance and that of the committees on the aforesaid parameters.

### **ASSOCIATE COMPANIES AND SUBSIDIARY COMPANIES**

During the year under review, there was no associate and subsidiary Company.

### **FIXED DEPOSITS**

The Company has not invited or accepted any fixed deposit from the public during the year under review.

**INTERNAL FINANCIAL CONTROL SYSTEMS**

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The Audit Committee reviews adherence to internal control systems and internal audit reports.

**COMPOSITION OF AUDIT COMMITTEE**

The Audit Committee comprises of 3 (three) Non-executive & Independent Directors and as on March 31, 2016 was chaired by Mr. Mudit Singhi.

The details of the composition of the Committee are set out in the following table:

<b>Name of Member</b>	<b>Category</b>	<b>Category</b>
Mr. Mudit Singhi DIN: 03171115	Non-Executive & Independent Director	Chairman
Mr. Binod Kumar Choraria DIN: 00104267	Non-Executive & Independent Director	Member
Mr. Monu Jain DIN: 02609467	Non-Executive & Independent Director	Member

**TERMS OF REFERENCE OF AUDIT COMMITTEE:**

The terms of reference of the Audit Committee inter alia include the following:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditor's report
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.

**VIGIL MECHANISM**

The Board adopted and implemented the vigil mechanism/whistleblower policy that adopts global best practices. We have established a vigil mechanism for Directors and employees to report concerns and unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. It also provides for adequate safeguards against the victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in exceptional cases.



The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. Further no personnel has been denied access to the audit committee as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Also there were no whistle blower event reported during the period under review.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The operations of your company are not energy intensive. Furthermore, the Company, being a non-banking finance company (NBFC), does not have any manufacturing activity, The directors, therefore, have nothing to report on 'conservation of energy and technology absorption'. However, the Company is taking initiatives for conservation of energy.

The particulars relating to foreign exchange earnings and outgo are NIL.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to sub section 3 (c) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- i. in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed and there are no material departures from the same;
- ii. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and;
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.



The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16

- Number of complaints received: NIL
- Number of complaints disposed off: NIL

### **EXTRACT OF THE ANNUAL RETURN**

Relevant extract of annual return in form no. MGT-9 as on the financial year ended on March 31, 2016 is given in Annexure III to this Report.

### **EMPLOYEE REMUNERATION**

- (A) None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review.
- (B) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as Annexure IV.

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion & Analysis report pursuant to SEBI LODR forms part of the Annual Report for the Financial Year 2015-16, which is presented elsewhere.

### **CORPORATE GOVERNANCE REPORT**

As per the SEBI LODR, compliance with the provisions of regulation 17 through 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not mandatory for the time being, in respect of the following class of companies:

- a. Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
- b. the listed entity which has listed its specified securities on the SME Exchange;

As such our Company falls in the ambit of aforesaid exemption (a); consequently Corporate Governance Report does not forms part of the Annual Report for the Financial Year 2015-16. However, the company is following industry best corporate governance standards.



**LISTING OF SECURITIES**

At present the Equity shares of the company are listed with the Bombay Stock Exchange Limited and the listing fee for the year 2015-16 has been duly paid. Scrip code of the Company is 511724.

**ACKNOWLEDGEMENTS**

Your Board acknowledges with appreciation, the invaluable support provided by the Company's stakeholders, auditors, advisors and business partners, all its customers for their patronage. Your Board records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up more challenges that the Company has set for the future.

**DATE: 07.05.2016**  
**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing Director)**  
**DIN: 00009897**





## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **INDUSTRY STRUCTURE, DEVELOPMENTS**

The Indian economy is striving on a relatively strong path. New products i.e. commodities futures has already attracted interests from all the concerned in the financial and capital markets. There has been a significant increase in the income of the Company from sale of shares.

### **OUTLOOK ON OPPORTUNITIES**

The current year seems to be bright in terms of the market capitalization and especially boom in Index Based stocks. The Board of Directors are hopeful to deliver good business in the current financial year.

### **OUTLOOK ON THREATS, RISKS AND CONCERNS**

The company is dealing in shares & stock trading which is unforeseen in terms of the performance of the Industries, economic scenario. Government policies, political situation and global trends etc. Moreover, after the introduction of online trading in commodities, the attention of high net worth investors has also diverted into commodities futures.

### **INTERNAL CONTROL SYSTEM**

The Company has established its internal control system commensurate with the requirement of its size. The Finance Department of the company is well staffed with experienced and qualified personnel who will play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements.

### **INFORMATION TECHNOLOGY**

The company has been using the best possible information technology as a management tool for internal control. The Company continues to invest reasonable into information technology for monitoring operation.

### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

Total revenue for the financial year ended March 31, 2016 stood at Rs. 18,25,46,244/- as against Rs. 8,60,24,171/- for the financial year ended March 31, 2015, further the profit after tax for the financial year ended March 31, 2016 stood at Rs. 2,74,84,703/- as against Rs. 1,19,98,442 for the financial year ended March 31, 2015. The EPS for the financial year ended March 31, 2016 is Rs. 4.47 as compared to Rs. 1.95 for the previous year.

### **HUMAN RESOURCE MANAGEMENT**

Human resources are a valuable asset for any organization. The company is giving emphasis to upgrade the skills of its human resources. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals. Total number of employees as on 31st March 2016 stood at 125.

**DATE: 07.05.2016**

**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing Director)**  
**DIN: 00009897**



## **Annexures To The Board's Report**

### **ANNEXURE-I**

**Form No. MR-3**

#### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of  
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Baid Leasing and Finance Co. Ltd.,  
CIN: L65910RJ1991PLC006391  
"Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road,  
Jaipur- 302 006.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Baid Leasing and Finance Co. Ltd.** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (repealed w.e.f. 15th May, 2015)



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and as amended from time to time; (Not applicable to the Company during the Audit Period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking NBFC which are specifically applicable to the Company. As confirmed by the Management, following other laws are specifically applicable to the Company for which the Company has taken reports/certificates from designated professionals for its due compliances under the said laws:
- (a) The Reserve Bank of India Act, 1934;
  - (b) Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015;
  - (c) Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008;
  - (d) Reserve Bank of India "Know your Customer" (KYC) Guidelines – Anti-Money Laundering Standards – Prevention of Money Laundering Act, 2002-Obligations of NBFC;
  - (e) Guideline on Fair Practices Code for NBFCs.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Ltd;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.



**We further report that**

The Board of Directors of the Company is duly constituted with proper composition of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has:

1. Duly passed the resolutions under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, read with its applicable rules, as amended, by way of postal ballot;
2. Initiated the process of increasing the authorised share capital of the company from Rs. 7,00,00,000/- (Rupees Seven Crores Only) to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) and consequential alteration in Memorandum and Articles of Association of the Company; and
3. Initiated the process of preferential issue of 39,55,000 equity shares of the company aggregating to Rs. 16,21,55,000/- (Rupees Sixteen Crores Twenty One Lacs and Fifty Five Thousand Only), by way of postal ballot.

**Place: Jaipur**

**Date: May 7, 2016**

**For V. M. & Associates  
Company Secretaries**

**Sd/-  
CS Manoj Maheshwari  
Partner  
FCS3355  
C P No. : 1971**



Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**Annexure A**

To,  
The Members  
Baid Leasing and Finance Co. Ltd.  
Baid House, II Floor, 1, Tara Nagar,  
Ajmer Road, Jaipur- 302 006 (Rajasthan).

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur  
Date: May 7, 2016

For V. M. & Associates  
Company Secretaries

Sd/-  
CS Manoj Maheshwari  
Partner  
FCS3355  
C P No. : 1971



**ANNEXURE-II**

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis: NIL**

- (a) Name(s) of the related party and nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: N.A.
- (c) Duration of the contracts / arrangements/transactions: N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
- (e) Justification for entering into such contracts or arrangements or transactions: N.A.
- (f) Date(s) of approval by the Board: N.A.
- (g) Amount paid as advances, if any: N.A.
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:N.A.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

- (a) Name(s) of the related party and nature of relationship: (i) BFL Developers Limited  
(ii) Aditya Baid
- (b) Nature of contracts/arrangements/transactions: (i) Service arrangement pursuant to Sec. 188 of the Companies Act, 2013. (ii) Appointed at place of profit
- (c) Duration of the contracts / arrangements/transactions: (i) Financial year 2015-16  
(ii) N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: (i) Commission not exceeding 3% of the portfolio. (ii) Monthly Remuneration- Rs. 70,000/-
- (e) Date(s) of approval by the Board, if any: (i) January 21, 2016 (ii) May 16, 2015
- (f) Amount paid as advances, if any: (i) Nil (ii) Nil

**DATE: 07.05.2016**  
**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing**  
**Director)**  
**DIN: 00009897**

**ANNEXURE-III****RELEVANT EXTRACT OF ANNUAL RETURN  
for the financial year ended on 31<sup>st</sup> March, 2016****FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2016****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the  
Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L65910RJ1991PLC006391
2.	Registration Date	20.12.1991
3.	Name of the Company	Baid Leasing and Finance Co. Ltd.
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	Baid House, IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302 006. Contact No.: +91 9214018877
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Limited F-65, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi -110 020 Contact No.: 011-41406149

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company (approx )
1	Vehicle Financing	6492	64.5%
2	Loan against mortgage of property	6492	24.52%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : N.A**

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
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-----N.A.-----



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	727820	-	727820	11.84%	743459	-	743459	12.09%	+0.25%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	721200	-	721200	11.74%	721200	-	721200	11.74%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1):-</b>	<b>1449020</b>	<b>-</b>	<b>1449020</b>	<b>23.58%</b>	<b>1464659</b>	<b>-</b>	<b>1464659</b>	<b>23.83%</b>	<b>+0.25%</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-





<b>Sub -total (A) (2): -</b>	-	-	-	-	-	-	-	-	-
<b>Total sharehold ing of Promoter (A) = (A)(1)+(A) ( 2)</b>	<b>1449020</b>	<b>--</b>	<b>1449020</b>	<b>23.58%</b>	<b>1464659</b>	<b>--</b>	<b>1464659</b>	<b>23.83%</b>	<b>+0.25%</b>
<b>B. Public Sharehold ing</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



<b>(B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	3075903	182500	3258403	53.03%	3213545	182500	3396045	55.27%	+2.24%
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	262270	602140	864410	14.07%	295489	586840	882329	14.36%	+0.29%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	448267	--	448267	7.29%	395267	--	395267	6.43%	(0.86)%
c) Others (specify) Non Resident Individual	2000	122900	124900	2.03%	2000	4700	6700	.11%	(1.92)%
<b>Sub-total (B)(2):-</b>	<b>3788440</b>	<b>907540</b>	<b>4695980</b>	<b>76.42%</b>	<b>3906301</b>	<b>774040</b>	<b>4680341</b>	<b>76.17%</b>	<b>(0.25)%</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>3788440</b>	<b>907540</b>	<b>4695980</b>	<b>76.42%</b>	<b>3906301</b>	<b>774040</b>	<b>4680341</b>	<b>76.17%</b>	<b>(0.25)%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>5237460</b>	<b>907540</b>	<b>6145000</b>	<b>100.00%</b>	<b>5370960</b>	<b>774040</b>	<b>6145000</b>	<b>100.00%</b>	<b>--</b>

**(ii) Shareholding of Promoters-**

S No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	AmanBaid	340170	5.54%	--	352799	5.74%	--	+0.20%
2.	Niranjana Properties Private Limited	289800	4.72%	--	289800	4.72%	--	--
3.	Dream Realmart Private Limited	280100	4.56%	--	280100	4.56%	--	--
4.	Dream Prime Developers Private Limited	151300	2.46%	--	151300	2.46%	--	--
5.	Rakesh Baid	148650	2.42%	--	148650	2.42%	--	--
6.	MeenaBaid	98500	1.60%	--	98500	1.60%	--	--
7.	Aditya Baid	73190	1.19%	--	73190	1.19%	--	--
8.	Panna LalBaid & Sons HUF	67100	1.09%	--	67100	1.09%	--	--
9.	Sobhag Devi Baid	210	0.00%	--	210	0.00%	--	--
10.	Panna Lal Baid	3010	0.05%	--	3010	0.05%	--	--
	<b>Total</b>	<b>1452030</b>	<b>23.63</b>	<b>--</b>	<b>1464659</b>	<b>23.83</b>	<b>--</b>	<b>+0.20</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

<b>S No.</b>	<b>Particulars</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
		<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
	<b>At the beginning of the year</b>				
<b>1.</b>	AmanBaid	340170	5.54%	352799	5.74%
<b>2.</b>	Niranjana Properties Private Limited	289800	4.72%	--	--
<b>3.</b>	Dream Realmart Private Limited	280100	4.56%	--	--
<b>4.</b>	Dream Prime Developers Private Limited	151300	2.46%	--	--
<b>5.</b>	Rakesh Baid	148650	2.42%	--	--
<b>6.</b>	MeenaBaid	98500	1.60%	--	--
<b>7.</b>	Aditya Baid	73190	1.19%	--	--
<b>8.</b>	Panna LalBaid& Sons HUF	67100	1.09%	--	--
<b>9.</b>	Sobhag Devi Baid	210	0.00%	--	--
<b>10.</b>	Panna Lal Baid	3010	0.05%	--	--
	<b>Total</b>	<b>1452030</b>	<b>23.63</b>	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	*increase in shareholding of Mr. Aman Baid due to purchase of shares on October 10, 2015.			
	<b>At the end of the year</b>				
<b>1.</b>	AmanBaid	352799*	5.74%	--	--
<b>2.</b>	Niranjana Properties Private Limited	289800	4.72%	--	--
<b>3.</b>	Dream Realmart Private Limited	280100	4.56%	--	--
<b>4.</b>	Dream Prime Developers Private Limited	151300	2.46%	--	--
<b>5.</b>	Rakesh Baid	148650	2.42%	--	--
<b>6.</b>	MeenaBaid	98500	1.60%	--	--
<b>7.</b>	Aditya Baid	73190	1.19%	--	--
<b>8.</b>	Panna LalBaid& Sons HUF	67100	1.09%	--	--
<b>9.</b>	Sobhag Devi Baid	210	0.00%	--	--
<b>10.</b>	Panna Lal Baid	3010	0.05%	--	--
	<b>Total</b>	<b>1464659</b>	<b>23.83%</b>		



**(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Name of Shareholder	Shareholding at the beginning of the year		Change in shareholding (No. Of shares)		Shareholding at the end of the year	
		No. Of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1.	Jaisukh Developers Pvt. Ltd.	709500	11.55 %	--	--	709500	11.55 %
2.	Carewell Builders Pvt. Ltd.	326166	5.31 %	--	--	326166	5.31 %
3.	Niranjana Prime Developers Pvt. Ltd.	279030	4.54 %	--	--	279030	4.54 %
4.	Mahapragya Land Developers Pvt. Ltd.	278300	4.53 %	--	--	278300	4.53 %
5.	BFL Developers Ltd.	300400	4.89 %	--	39400	261000	4.25 %
6.	Tradeswift Developers Pvt. Ltd.	258500	4.21 %	--	--	258500	4.21 %
7.	Jaipur Infragold Pvt. Ltd.	--	--	244100	--	244100	3.97 %
8.	Futuristic Prime Developers Pvt. Ltd.	240200	3.91%	--	--	240200	3.91%
9.	Mahendra Kumar Baid	220600	3.59%	--	--	220600	3.59%
10.	Aran Securities Pvt. Ltd.	219860	3.58%	--	--	219860	3.58%

Note: Top ten shareholders of the Company as on March 31, 2016 have been considered for the above disclosure.

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. Of shares	% of total shares of the company
	<b>At the beginning of the year</b>				
1.	Aman Baid	340170	5.54	352799	5.74%
2.	Panna Lal Baid	3010	0.05	--	--
3.	Alpana Baid	Nil	Nil	--	--
4.	Mudit Singhi	Nil	Nil	--	--
5.	Monu Jain	Nil	Nil	--	--
6.	Binod Kumar Choraria	500	0.01	--	--
7.	Namrata Sajani	Nil	Nil	--	--
8.	Manoj Kumar jain	Nil	Nil	--	--



	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	*Increase in shareholding of Mr. Aman Baid due to purchase of shares on October 10, 2015.			
	<b>At the end of the year</b>				
1.	Aman Baid	352799	5.74	--	--
2.	Panna Lal Baid	3010	0.05	--	--
3.	Alpana Baid	Nil	Nil	--	--
4.	Mudit Singh	Nil	Nil	--	--
5.	Monu Jain	Nil	Nil	--	--
6.	Binod Kumar Choraria	500	0.01	--	--
7.	Namrata Sajnani	Nil	Nil	--	--
8.	Manoj Kumar jain	Nil	Nil	--	--

**V.INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Cr.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	12.94	14.66	--	27.60
ii) Interest due but not paid	8.45	54.86	--	63.31
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>21.39</b>	<b>69.52</b>		<b>90.91</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	--	--	--	--
* Reduction	--	--	--	--
<b>Net Change</b>		--	--	--
<b>Indebtedness at the end of the financial year</b>		--	--	--
i) Principal Amount	47.19	17.39	--	64.58
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>47.19</b>	<b>17.39</b>		<b>64.58</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Panna Lal Baid, MD	Aman Baid, WTD	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000/-	8,40,000/-	12,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - as % of profit - others, specify...	--	--	--
5	Others, please specify	--	--	--
	Total (A)	3,60,000/-	8,40,000/-	12,00,000/-
	Ceiling as per the Act	36,00,000/-	24,00,000/-	60,00,000/-

**B. Remuneration to other directors- Nil**

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors					
	• Fee for attending board committee meetings					Nil
	• Commission					Nil
	• Others, please specify					Nil
	Total (1)					Nil
2	Other Non-Executive Directors					
	• Fee for attending board committee meetings					Nil
	• Commission					Nil



	• Others, please specify					Nil
	Total (2)					Nil
	Total (B)=(1+2)					Nil
	Total Managerial Remuneration					Nil
	Overall Ceiling as per the Act					

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,20,000/-	2,40,000/-	6,60,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission			
	- as % of profit	--	--	--
	- others, specify	--	--	--
5	Others, please specify	--	--	--
	<b>Total</b>	<b>4,20,000/-</b>	<b>2,40,000/-</b>	<b>6,60,000/-</b>

Note: The Company has not appointed any CEO.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act, 1956	Brief Description	Details of Penalty / Punishment/ Compounding fees Imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.





Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.

**DATE: 07.05.2016**  
**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing**  
**Director)**  
**DIN: 00009897**

**Analysis of Managerial Remuneration**

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:-

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16:-

<b>Name of Director</b>	<b>Ratio</b>
Panna Lal Baid	1.61:1
Aman Baid	3.76:1

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015-16:-

There is an increase of-  
100% in the remuneration of the Chairman and Managing Director;  
133.3% in the remuneration of the Company Secretary.

Nil increase in the remuneration of Mr. Aman Baid.

Since none of the other Directors were paid remuneration in the financial year 2014-15 and 2015-16, therefore there is no increase in remuneration, during the year.

There is no increment in the remuneration of the Chief Financial Officer.

3. The percentage increase in the median remuneration of employees in the financial year 2015-16:- 46.02%
4. The number of permanent employees on the rolls of company:- 125
5. The explanation on the relationship between average increase in remuneration and company performance :-

The Company's revenue has increased by 112% (approx) during the financial year 2015-16 as against the average increase in remuneration which was 46%

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:-

The Company's revenue has increased by 112% (approx) during the financial year 2015-16 as against the increase in remuneration which was as follows:

<b>Particulars</b>	<b>% increase in remuneration in the F.Y.15-16</b>
Managing Director	100%
Chief Financial Officer	nil
Company Secretary & Compliance Officer	133.3%



7. Variations in the market capitalisation of the company, price earning ratio as at the closing date of current financial year and previous financial year and percentage increase over decrease in the market quotations of the share of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year :-

<b>Particulars</b>	<b>31.03.2016</b>	<b>31.03.2015*</b>
Market Capitalisation*	2470.29	1284.00
Price Earning Ratio	4.47	1.95

Market Rate as on 31.03.2016- Rs. 40.20/- per share

Rate of share at last public offer- 10

% increase- 302%

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-

Average % increase in the salary of employees other than Managerial Personnel: - 2016 – 14%  
2015- 12.90%

Average % increase in the Salary of the Managerial Personnel:-

2016 – 116.67%

2015- 182.7%

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:

The comparison of remuneration of each of the Key Managerial personnel against the performance of the Company is as under:-

<b>Particulars</b>	<b>% of Net Profit for FY 2015-16</b>
Managing Director	1.31%
Chief Financial Officer	0.84%
Company Secretary & Compliance Officer	1.53%

10. The key parameters for any variable component of remuneration availed by the directors:-  
Directors are entitled to get Commission @1% of the Net Profit. However, it was not availed by the Directors for the financial year 2015-16.
11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year:-

There is no such employee in the Company. Hence, this is not applicable.



12. Affirmation: We hereby confirm that the remuneration paid to employees are as per the remuneration policy of the company

**DATE: 07.05.2016**  
**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing**  
**Director)**  
**DIN: 00009897**



**Independent Auditor's Report**

**To the Members of  
Baid Leasing and Finance Co. Ltd.  
"Baid House", IInd Floor, 1,  
Tara Nagar, Ajmer Road,  
Jaipur - 302006**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Baid Leasing and Finance Co. Ltd.** CIN: L65910RJ1991PLC006391 which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year then ended, Cash Flow Statement and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order 2015 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company does not have any pending litigations other than those disclosed in Note No. 1 of the Significant Accounting Policies and Notes on Accounts which would impact its financial position;
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Khilnani & Associates  
Chartered Accountants**

**Place : Jaipur  
Date :07-05-2016**

**Sd/-  
K.K. Khilnani  
Partner  
M. No. : 072736  
FRN. 005776C**

**Annexure to the Auditors Report**

The Annexure referred to in our report to the members of **BAID LEASING AND FINANCE CO. LTD.** ('The Company') for the year ended 31-03-2016. We report that

(i)	<b>Fixed Assets</b>  (a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets; (b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account; (c) Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof.	YES  YES  YES
(ii)	<b>Inventory</b>  (a) whether physical verification or inventory has been conducted at reasonable intervals by the management; (b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported; (c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;	YES  YES  YES
(iii)	<b>Loan given by Company</b>  whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,  (a) whether receipt of the principal amount and interest are also regular; and  (b) if overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;	NO  NOT APPLICABLE  NOT APPLICABLE
(iv)	<b>Internal Control System</b>  (a) is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. (b) Whether there is a continuing failure to correct major weaknesses in internal control system.	YES  No
(v)	<b>Deposits</b>	



	<p>in case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? if not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?</p>	COMPANY HAS NOT ACCEPTED DEPOSITS FROM PUBLIC
(vi)	<p><b>Cost Records</b></p> <p>where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained</p>	NOT SPECIFIED BY THE CENTRAL GOVERNMENT
(vii)	<p><b>Statutory Dues</b></p> <p>(a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor</p>	YES EXCEPT INCOME TAX (TDS) WHERE THERE HAVE BEEN SOME DELAYS BUT SUCH DELAYS HAVE NOT BEEN MATERIAL IN OUR OPINION. >6 MONTHS OUTSTANDING: NIL
	<p>(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).</p>	NOT APPLICABLE
	<p>(c) whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time.</p>	NOT APPLICABLE
(viii)	<p><b>Cash and Accumulated losses</b></p> <p>whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year;</p>	NOT APPLICABLE
(ix)	<p><b>Repayment of Dues</b></p> <p>whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;</p>	NO
(x)	<p><b>Guarantee for Loans</b></p> <p>whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;</p>	NO
(xi)	<p><b>Usage of Term Loan</b></p> <p>whether term loans were applied for the purpose for which the loans were</p>	YES





	obtained;	
(xii)	<b>Reporting of Fraud</b> whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	No fraud noticed

**FOR KHILNANI & ASSOCIATES**  
**Chartered Accountants**

Sd/-  
**K.K.KHILNANI**  
Partner  
M. No. 07 2736  
FRN. 005776C

Place: Jaipur  
Date: 07-05-2016

**BAID LEASING AND FINANCE CO. LTD.****BALANCE SHEET AS AT 31.03.2016**

(Amount in Rs.)

PARTICULARS	NOTES	AS AT 31.03.2016	AS AT 31.03.2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder Funds</b>			
(i) Share Capital	2	61,450,000	61,450,000
(ii) Reserves & Surplus	3	106,228,353	78,743,650
		<b>167,678,353</b>	<b>140,193,650</b>
<b>Non-Current Liabilities</b>			
(i) Long Term Borrowings	4	97,061,455	36,935,922
(ii) Long Term Provisions	5	3,693,918	1,473,317
<b>Current Liabilities</b>			
(i) Short Term Borrowings	6	419,180,920	229,654,255
(ii) Trade Payables	7	11,914,971	3,637,099
(iii) Other Current Liabilities	8	344,829,712	226,114,504
(iv) Short-term Provisions	9	4,656,342	6,296,336
<b>TOTAL</b>		<b>1,049,015,670</b>	<b>644,305,083</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(i) Fixed Assets	10		
Tangible Assets		11,216,254	8,593,701
Intangible Assets		660,480	660,480
(ii) Non Current Investments	11	31,953,058	20,859,538
(iii) Deferred Tax Assets(Net)	12	1,003,698	377,571
(iv) Long Term Loans and Advances	13	49,823,618	19,196,645
		<b>94,657,108</b>	<b>49,687,935</b>
<b>Current Assets</b>			
(i) Inventories	14	840,686,959	514,750,741
(ii) Trade Receivables	15	95,199,654	66,433,903
(iii) Cash and Cash Equivalents	16	12,948,732	12,047,000
(iv) Short-term Loans and Advances	17	525,532	768,187
(v) Other Current Assets	18	4,997,684	617,317
		<b>954,358,562</b>	<b>594,617,148</b>
<b>TOTAL</b>		<b>1,049,015,670</b>	<b>644,305,083</b>

Significant Accounting Policies and Notes on Accounts

1

As per audit report of even date attached

For Khilnani &amp; Associates

Chartered Accountants

For &amp; on behalf of the Board

K.K. Khilnani  
Partner

M No.072736

FRN. 005776C

Place: Jaipur

Date: 07.05.2016

Sd/-  
Aman Baid  
Director  
DIN: 03100575Sd/-  
Manoj Kumar Jain  
Chief Financial OfficerSd/-  
Panna Lal Baid  
Chairman & Managing Director  
DIN: 00009897Sd/-  
Namrata Sajnanl  
Company Secretary

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31.03.2016**

(Amount in Rs.)

PARTICULARS	NOTES	FOR THE YEAR 2015-16	FOR THE YEAR 2014-15
<b><u>INCOME</u></b>			
<b>Revenue from Operations</b>			
Revenue from Services	19	182,086,244	84,537,890
Other Income	20	460,000	1,486,281
<b>TOTAL (I)</b>		<b>182,546,244</b>	<b>86,024,171</b>
<b><u>EXPENSES</u></b>			
Purchase of Stock in Trade	21	224,905	-
Changes in Inventories	22	787,105	157,743
Expenses on Employee Benefits	23	27,927,182	8,441,350
Finance Costs	24	55,441,768	34,305,277
Depreciation	10	1,946,294	1,625,858
Other Expenses	25	56,045,833	23,387,203
<b>Total (II)</b>		<b>142,373,087</b>	<b>67,917,431</b>
<b>Profit Before Exceptional, Extraordinary Items &amp; Tax (I-II)</b>		<b>40,173,157</b>	<b>18,106,740</b>
<b>Profit Before Extraordinary Items &amp; Tax</b>		<b>40,173,157</b>	<b>18,106,740</b>
Less: Tax Expenses			
Current Tax		13,314,581	5,623,245
Excess/(Short) provision of tax relating to earlier years		-	516,575
Deferred Tax		(626,127)	(31,522)
<b>Profit and Loss after Tax</b>		<b>27,484,703</b>	<b>11,998,442</b>
<b>Earning Per Equity Share (EPS)</b>			
Basic		4.47	1.95
Diluted		4.47	1.95

As per audit report of even date attached  
For Khilnani & Associates  
Chartered Accountants

For & on behalf of the Board

K.K. Khilnani  
Partner  
M No. 072736  
FRN. 005776C

Sd/-  
Aman Baid  
Director  
DIN: 03100575

Sd/-  
Panna Lal Baid  
Chairman & Managing Director  
DIN: 00009897

Place: Jaipur  
Date: 07.05.2016

Sd/-  
Manoj Kumar Jain  
Chief Financial Officer

Sd/-  
Namrata Sajrani  
Company Secretary



**BAID LEASING AND FINANCE CO. LTD.**

**Cash Flow Statement**

(Amount in Rs.)

Particulars	For the year ended on 31st March			
	2016		2015	
	Details	Amount	Details	Amount
<b>A Cash flow from operating activities</b>				
N.P. before tax		40,173,157		18,106,741
Adjustments for				
Provision for depreciation	1,946,294		1,625,858	
Dividend on Investments	-		(7,275)	
Capital Gain on sale of investments	-		(1,471,580)	
Capital Gain on sale of fixed assets	-		(7,426)	
Provision for N.P.A W/Back	2,220,599		(295,343)	
Deferred tax assets	(626,127)		(31,522)	
Finance cost paid	55,441,768	58,982,535	34,213,441	34,026,154
Operating profit before income-tax		99,155,691		52,132,895
Less: Income-tax payable		(12,688,454)		(6,108,298)
Op. profit before working cap. changes		86,467,237		46,024,597
Adjustments for change in working cap.				
a. (Increase)/decrease in op. assets				
Inventories	(325,936,218)		(111,336,245)	
Trade receivables	(28,765,751)		(25,416,022)	
Long term loans & advances	(30,626,973)		(82,713,975)	
Short term loans & advances	242,655		(134,138)	
Other current assets	(4,380,367)	(389,466,654)	(81,500)	(219,681,880)
b. Increase/(decrease) in op. liabilities				
Trade payables	8,277,872		292,596	
Other current liabilities	118,715,208		70,919,523	
Other long term liabilities	-		-	
Short term provisions	(1,639,994)	125,353,086	629,234	71,841,353
Net cash flow/(used)-op. activities (A)		(177,646,331)		(101,815,930)
<b>B Cash flow from investing activities</b>				
Dividend on Investments	-		7,275	
Adj. for (increase)/decrease in assets				
(Purchase)/sale of tangible fixed assets	(4,568,847)		(6,306,134)	
(Purchase)/sale of intangible Fixed assets	-		(660,480)	
(Purchase)/sale of L. term investments	(11,093,520)		(9,222,893)	
Cash flow/(used) - invtng. activities (B)		(15,662,367)		(16,182,232)
<b>C Cash flow from financing activities</b>				
Finance Cost	(55,441,768)		(34,213,441)	
Increase/(decrease) in L.T. borrowings	190,446,322		89,909,404	
Increase/(decrease) in W.C. limits	59,205,876		63,799,137	
Cash flow/(used)-fin. activities (C')		194,210,429		119,495,100
Net increase/(decrease) in cash & equivalent.		901,732		1,496,938
(A)+(b)+(C')				
Cash & equivalent at the beginning of yr.		12,047,000		10,550,062
Cash & equivalent at end of the year		12,948,732		12,047,000



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**BAID LEASING AND FINANCE CO. LTD.**

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As per audit report of even date attached  
For Khilnani & Associates  
Chartered Accountants

For & on behalf of the Board

K.K. Khilnani  
(Partner )  
M No.072736  
FRN. 005776C

Sd/-  
Aman Baid  
Director  
DIN: 03100575

Sd/-  
Panna Lal Baid  
Chairman & Managing Director  
DIN: 00009897

Place: Jaipur  
Date: 07.05.2016

Sd/-  
Manoj Kumar Jain  
Chief Financial Officer

Sd/-  
Namrata Sajnani  
Company Secretary

**Notes: Accompanying to the Balance Sheet**

(Amount in Rs.)

NOTE NO.	PARTICULARS	As At 31-Mar-2016	As At 31-Mar-2015
<b>2</b>	<b><u>SHARE CAPITAL</u></b>		
	Authorised Share Capital		
	(70,00,000 Equity Shares of Rs. 10/- each)	70,00,000	70,00,000
	(Previous Year - 70,00,000 Equity Shares of Rs. 10/- each)		
	Issued, Subscribed & Paid up Capital		
	61,45,000 Equity Shares of Rs. 10/- each fully paid up	61,450,000	61,450,000
	(Previous Year - 61,45,000 Equity Shares of Rs. 10/- each fully paid up)		
		<b>61,450,000</b>	<b>61,450,000</b>

**a) Reconciliation of the Shares Outstanding at the beginning & at the end of the reporting period**

Equity shares	No. of Share	No. of Share
At the beginning of the year	6,145,000	6,145,000
Issued during the year	-	-
At the end of the year	<b>6,145,000</b>	<b>6,145,000</b>

**b) Terms/rights attached to equity shares**

The company has only one class of equity shares having face value of Rs. 10/- per share. Each equity shareholder is entitled for one vote per share.

**c) Shares held by the holding/ultimate holding company and/or their subsidiaries/associates: - Nil****d) Details of Shareholders holding more than 5% shares in the company**

Equity shares of Rs. 10 each fully paid	31-Mar-2016		31-Mar-2015	
	No. of Shares	% Holding	No. of Shares	% Holding
i) Jaisukh Developers Pvt. Ltd.	709,500	11.55%	709,500	11.55%
ii) Mr. Aman Baid	352,799	5.74%	340,170	5.54%
iii) Carewell Developers Pvt. Ltd.	326,166	5.31%	326,166	5.31%
	<b>1,388,465</b>		<b>1,375,836</b>	

e) During the financial year and previous financial year, the company has not made any issue of bonus shares and none of the shares issued for consideration other than cash and shares bought back.



(Amount in Rs.)

**3 RESERVES & SURPLUS**

	As At 31-Mar-2016	As At 31-Mar-2015
<b>(a) (i) Special Reserve (R.B.I. - 20% of Profit)</b>		
Balance as per Last Financial Statements	18,300,000	15,900,000
Add: Transfer from Profit & Loss Account	5,600,000	2,400,000
Closing Balance	<u>23,900,000</u>	<u>18,300,000</u>
<b>(ii) Special Reserve (R.B.I. - Standard Assets)</b>		
Balance as per Last Financial Statements	1,045,200	834,200
Add: Transfer from Profit & Loss Account	1,160,000	211,000
Closing Balance	<u>2,205,200</u>	<u>1,045,200</u>
<b>(b) Surplus/(Deficit) in the Statement of Profit and Loss</b>		
Balance as per Last Financial Statements	59,398,450	50,011,007
Add: Profit/Loss for the Year	27,484,703	11,998,443
Less: Transfer to Special Reserve	(5,600,000)	(2,400,000)
Less: Transfer to Special Reserve for Std. Assets (Current year)	(1,160,000)	(211,000)
Net Surplus in the Statement of Profit and Loss	<u>80,123,153</u>	<u>59,398,450</u>
<b>Total Reserves and Surplus</b>	<u><b>106,228,353</b></u>	<u><b>78,743,650</b></u>

**4 LONG TERM BORROWINGS**

S.No.	Particulars	Security & Payment terms	As At 31-Mar-2016	As At 31-Mar-2015
<b>(a) Term Loans from Banks</b>				
	(net of installments payable in next 12 months)			
	Axis Bank Ltd.	Secured against Company's Jaguar Car. Repayable in 48 installment of Rs. 111600/- each. Bearing interest @ 10.5%	2,245,559	3,859,731
	I C I C I Bank Ltd.	Secured against Company's Creta Car. Repayable in 36 installment of Rs. 44178/- each. Bearing interest @ 9.51%	964,496	-
	Federal Bank	Secured against Company's Duster car and personal guarantee of Shri Panna Lal Baid. Repayable in 36 installment of Rs. 25889/- each. Bearing interest @ 10.2%	101,394	332,000
	<b>Total Term Loans from Banks</b>		<u><b>3,311,449</b></u>	<u><b>4,191,731</b></u>
<b>(b) Term Loans from other parties</b>				
	(net of installments payable in next 12 months)			
	MAS Financial Services Ltd., Ahmedabad (T.L. 2(a))	Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to @ 10% of loan availed bearing Intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 12.50 lac each plus interest accrued during the month @ 14.5% p.a.		4,251,582



MAS Financial Services Ahmedabad (T.L. 2(b))	Ltd., Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @ 8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 8.33 lac each plus interest accrued during the month @ 14.5% p.a.	-	2,834,395
MAS Financial Services Ahmedabad (T.L. 3)	Ltd., Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 12.50 lac each plus interest accrued during the month @ 14.5% p.a.	-	9,715,007
MAS Financial Services Ahmedabad (T.L. 4(a))	Ltd., Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 20.83 lac each plus interest accrued during the month @ 14% p.a.	12,500,000	-
MAS Financial Services Ahmedabad (T.L. 4(b))	Ltd., Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 20.83 lac each plus interest accrued during the month @ 14% p.a.	14,583,339	-
MAS Financial Services Ahmedabad (T.L. 5(a))	Ltd., Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 36 installment of Rs. 13.89 lac each plus interest accrued during the month @ 13.5% p.a.	33,333,332	-
MAS Financial Services Ahmedabad (T.L. 5(b))	Ltd., Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 36 installment of Rs. 13.89 lac each plus interest accrued during the month @ 13.5% p.a.	33,333,332	-
AU Financiers (India) Ltd., Jaipur	Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to 5% of loan availed, bearing intr. @8%(c) P.D.C. and (d) personal guarantees of 2 directors . Repayable in 24 installment of Rs. 20.83 lac each plus interest accrued during the month @ 15% p.a.	-	15,943,204

**Total Term Loans from Other Parties****93,750,003****32,744,188****(c) Other Loans & Advances**

Shri Ganesh Ji Maharaj  
Shri Laxmi Ji Maharaj

1

1

1

1

2

2

**Total Long Term Borrowings****97,061,455****36,935,922**





# B A I D L E A S I N G A N D F I N A N C E C O . L T D .

## 5 LONG TERM PROVISIONS

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
Income Tax Demand (04-05)	35,315	35,315
Provision for Sub-standard Hire Purchase Assets	3,658,603	1,438,002
Total long-term provisions	<u>3,693,918</u>	<u>1,473,317</u>

(Refer to Note '26', Significant Accounting Policy No. '7')

## 6 SHORT TERM BORROWINGS

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
Loans repayable on demand - banks	245,209,839	186,003,963
Unsecured Loans	173,971,081	43,650,292
Total	<u>419,180,920</u>	<u>229,654,255</u>

### Details of short-term borrowings guaranteed by some of the directors or others

Particulars	Nature of Security	As At 31-Mar-2016	As At 31-Mar-2015
-------------	--------------------	----------------------	----------------------

#### Loans repayable on demand - from banks

State Bank of Bikaner & Jaipur	All vehicles financed, book-debts & other current assets; Equitable mortgage of residential house owned by Shri Pannalal Baid (Director) and Smt. Sobhag Devi Baid (relative of director) ; Equitable mortgage of residential/commercial land owned by Star Buildhome Pvt. Ltd. ; Corprate /personal guarantees of company's director, his three relatives, Star Buildhome Pvt. Ltd. and its directors.	95,720,896	43,457,936
UCO Bank	All vehicles financed, book-debts & other current assets; Equitable mortgage of residential house owned by Carewell Builders Pvt. Ltd. ; Equitable mortgage of showroom/office space owned by Smt. Sobhag Devi Baid (relative of Director); and Equitable mortgage of land owned by Star Buildhome Pvt. Ltd. Corprate /personal guarantees of company's two directors, their two relatives, Carewell Builders Pvt. Ltd. and Star Buildhome Pvt. Ltd. and its directors.	149,488,943	142,546,027

Total short-term borrowings guaranteed by directors or others

245,209,839

186,003,963

**7 TRADE PAYABLES**

Particulars	As at March 2016	As at March 2015
(i) Services Received	11,839,608.00	3,637,099.00
(ii) Others	75,363.00	-
Total	<u>11,914,971.00</u>	<u>3,637,099.00</u>

**8 OTHER CURRENT LIABILITIES**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Current maturities of long-term debts (refer to Note (3)(a) above)	128,959,593	92,466,618
(b) Other payables		
(i) Statutory Remittances (TDS.)	1,863,808	1,003,169
(ii) Others		
UCO Bank (Current Account)	1,767,756	-
Interest accrued on loan (MAS)	746,636	-
Skyview Tie Up Pvt. Ltd. - Advance against Purchase of Portfolio	192,012,500	101,135,000
MAS Financial Services Limited (Audit Expenses Payable)	17,526	-
Sundry deposits from clients	-	13,129
Payable to Customers	11,070,211	-
Incentive Payable	7,056,230	-
Others	1,335,452	31,496,588
Total Other Current Liabilities	<u>344,829,712</u>	<u>226,114,504</u>

**9 SHORT TERM PROVISIONS**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
Employee benefits		
(a) Salary payable	851,109	1,240,700
(b) Bonus	-	73,900
Other provisions for		
(a) Income-tax [Net of advance Rs. 100,00,000/- (prev. yr. Rs. 7,01,472/-)]	3,314,581	4,921,773
(b) Expenses Payable	428,822	19,963
(c) Audit Fees Payable	61,830	40,000
Total Short Term Provisions	<u>4,656,342</u>	<u>6,296,336</u>

**11 NON CURRENT INVESTMENTS**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
<b>(a) Equity Shares</b>		
Carewell Builders Pvt. Ltd. [9,700 shares (prev. year Nil) of Rs. 10 each fully paid-up]	29,100	-
Elect Agencies Pvt. Ltd. [39,000 shares (prev. year Nil) of Re. 1 each fully paid-up]	39,000	-
Niranjana Properties Pvt. Ltd. [1,000 shares (prev. year Nil) of Rs. 10 each fully paid-up]	10,000	-
Jai Govind Devji Agro Farming Developers Pvt. Ltd. [16,400 shares (prev. year Nil) of Rs. 10 each fully paid-up]	164,000	-
Pragati Dreamland Developers Pvt. Ltd. [5,000 shares (prev. year 5,000) of Rs. 10 each fully paid-up]	50,000	50,000
Dream Finhold Pvt. Ltd. (prev. year 18,300) of Rs. 10 each fully paid-up]	-	5,872,580
Star Buildhomes Pvt. Ltd. [2,400 shares (prev. year NIL) of Rs. 10 each fully paid-up]	24,000	-
Jaisukh Developers Pvt. Ltd. [83,100 shares (prev. year 83,100) of Rs. 10 each fully paid-up]	415,500	415,500
<b>Total Unquoted shares</b>	<b>731,600</b>	<b>6,338,080</b>
<b>(b) Mutual Funds</b>		
<b>Quoted</b>		
UTI Equity Fund Growth	100,000	100,000
Morgan Stanley Growth Fund	11,000	11,000
UTI Master Plus Unit Scheme Growth	300,000	300,000
<b>Total Mutual Funds</b>	<b>411,000</b>	<b>411,000</b>
Aggregate Market value of quoted Mutual Funds is Rs. 27,92,870/- (previous year Rs. 35,08,523/-)		
<b>(c) Other Non-current Investments</b>		
Gold	34,138	34,138
Deposit with AU Financiers (India) Ltd.	2,500,000	2,500,000
Deposit with MAS Financial Services Ltd.	28,000,000	11,300,000
Sterling Holiday Resorts Ltd.	78,576	78,576
Mahindra Holidays & Resorts India	197,744	197,744
<b>Total Other Non-current Investments</b>	<b>30,810,458</b>	<b>14,110,458</b>
(Refer to Note 1, Significant of Accounting Policy number '6')		
<b>Total Non-current Investments</b>	<b>31,953,058</b>	<b>20,859,538</b>

**12 DEFERRED TAX ASSETS**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
<b>Assets</b>		
C/f business loss (speculation)	-	223,633
Provision For Sub-Std. Assets	3,658,603	1,438,002
<b>Total Assets</b>	<b>3,658,603</b>	<b>1,661,635</b>
<b>Liabilities</b>		
Excess of book value as per Co. Law over that as per I.tax Act	410,389	439,722
<b>Total Liabilities</b>	<b>410,389</b>	<b>439,722</b>
Excess of assets over liabilities	3,248,214	1,221,913
Deferred tax rate	30.90%	30.90%
Net Deferred Tax Assets	1,003,698	377,571
Opening Provision of Deferred Tax Assets / (Liabilities)	377,571	346,049
<b>Deferred Tax Expenses / (Savings)</b>	<b>(626,127)</b>	<b>(31,522)</b>

**13 LONG TERM LOANS AND ADVANCES**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Security Deposits	7,133	7,133
(b) Balances with government authorities		
Income Tax Demand (Against Appeal)	2,986,837	2,986,837
(Refer to Note '26', Note number '3')		
TDS Recivable	2,317,987	-
(c) Other Loans and advances		
Sundry Advances (all unsecured)	44,511,662	16,202,675
<b>Total Long Term Loans and Advances</b>	<b>49,823,618</b>	<b>19,196,645</b>

**14 INVENTORIES**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Stock-in-trade (acquired for trading)		
Shares & Securities (Valued at lower of cost and market value)	2,280,376	3,067,481
(b) Others (Valued at cost)		
(i) Stock on Hire	446,201,201	514,257,156
(ii) Loans against Mortgage of Property	392,205,382	-
(iii) Payable to HP Customers	-	(2,573,896)
(Refer to Note 1, Significant accounting policy number '5')		
<b>Total Inventories</b>	<b>840,686,959</b>	<b>514,750,741</b>



# BAID LEASING AND FINANCE CO. LTD.

## 15 TRADE RECEIVABLES

(Other than directors & related persons, unsecured considered good)

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Outstanding for a period exceeding 6 months from the date they became due for payment	48,428,346	31,511,591
(b) Other Trade Receivables	46,771,308	34,922,312
<b>Total Trade Receivable</b>	<b>95,199,654</b>	<b>66,433,903</b>

## 16 CASH AND CASH EQUIVALENTS

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Cash in hand	6,215,080	5,505,076
(b) Cheques, drafts on hand	6,159,754	2,779,153
(c) Balances with banks (Current Accounts)	573,898	3,762,771
<b>Total Cash and Cash Equivalents</b>	<b>12,948,732</b>	<b>12,047,000</b>

## 17 SHORT TERM LOANS AND ADVANCES

(Other than directors & related persons, unsecured considered good)

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Prepaid Expenses	-	173,672
(b) Balances with government authorities	525,532	594,515
<b>Total Short Term Loans &amp; Advances</b>	<b>525,532</b>	<b>768,187</b>

## 18 OTHER CURRENT ASSETS

(Other than directors & related persons, unsecured considered good)

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
Kamal Autotech Pvt Ltd	15,855	-
Mas Financial Services Limited (TDS Receivable)	114,250	40,000
Royal Craft And Creation Pvt Ltd	14,773	-
S.P. Jain Education	260,756	-
Sanjeev Kothari	50,000	-
Skyview Tie up Pvt. Ltd.	-	41,500
Interest Recievable 15-16 (AU & MAS)	1,505,550	535,817
Hari Om Jai Advertisers	600	-
Expenses Receivable from Customers	35,900	-
Revant Infratech P Ltd - Advance Payment against Purchase of Land	3,000,000	-
	<b>4,997,684</b>	<b>617,317</b>

**Notes : Accompanying to the Profit & Loss Statement****19 REVENUE FROM OPERATIONS**

(Amount in Rs.)

S.No.	Particulars	Details	For the year ended on March 31, 2016	Details	For the year ended on March 31, 2015
(a)	<b>Sale of Products</b>				
	Shares and Securities		2,336,197		717,260
(b)	<b>Interest and Hire Income</b>		176,158,876		82,528,625
	Hire Income	117,448,372		72,269,357	
	Interest on Loan agt. Mort. of Property	44,644,771		267,341	
	Interest on Delayed Installment	10,528,113		3,484,134	
	Interest Received	3,537,620		6,507,793	
(c)	<b>Other Operating Revenues</b>		3,591,171		1,292,005
	Processing Fees	902,424		233,450	
	Interest Received (on FD)	1,609,096		620,932	
	Customer Followup and Miscellaneous Income	835,793		9,100	
	NPA Provison written back	-		295,343	
	Dividend from Stock in Trade Shares	243,858		133,180	
	<b>Total Operating Revenue</b>		<b>182,086,244</b>		<b>84,537,890</b>

Refer to Note 1, Significant accounting policy number '1' and '2'

**20 OTHER INCOME**

S.No.	Particulars		For the year ended on March 31, 2016		For the year ended on March 31, 2015
(a)	<b>Dividend income</b>				
	Long-term investments (others)		-		7,275
(b)	<b>Net gain from sale of</b>				
	Long-term investments		-		1,471,580
(c)	<b>Other non-operating income -net of directly attributable expenses</b>				
	Office Rent Received		460,000		-
	Profit from sale of fixed asset		-		7,426
	<b>Total Other Income</b>		<b>460,000</b>		<b>1,486,281</b>

**21 PURCHASE OF STOCK-IN-TRADE**

(Amount in Rs.)

S.No.	Particulars	For the year ended on March 31, 2016	For the year ended on March 31, 2015
	Traded Goods (Equity Shares)	224,905	-
	<b>Total Purchase of Stock-in-trade</b>	<b>224,905</b>	<b>-</b>

**22 CHANGES IN INVENTORIES**

S.No.	Particulars	For the year ended on March 31, 2016	For the year ended on March 31, 2015
	Traded Goods (Equity Shares)		
	Opening Stock	3,067,481	3,225,224
	Less: Closing stock	2,280,376	3,067,481
	Change in stock of traded goods	787,105	157,743
	<b>Decrease / (Increase) in inventories</b>	<b>787,105</b>	<b>157,743</b>

**23 EMPLOYEE BENEFIT EXPENSES**

S.No.	Particulars	For the year ended on March 31, 2016	For the year ended on March 31, 2015
(a)	Salaries	25,348,817	7,016,258
(b)	Directors Remuneration	1,200,000	916,000
(c)	ESI & PF	40,920	-
(d)	Bonus	810,500	472,600
(e)	Other benefit to staff		
	Staff Welfare Expenses	526,945	16,574
	Medical Insurance of Staff	-	19,918
	<b>Total Employee Benefits Expenses</b>	<b>27,927,182</b>	<b>8,441,350</b>

**24 FINANCE COST**

S.No.	Particulars		For the year ended on March 31, 2016	For the year ended on March 31, 2015
(a)	Interest expenses on Borrowings		53,111,146	32,049,538
(b)	Other borrowing costs			
	Loan Processing Charges		2,095,000	2,163,903
	Bank Charges		235,622	91,836
	<b>Total Finance Cost</b>		<b>55,441,768</b>	<b>34,305,277</b>

**25 OTHER EXPENSES**

S.No.	Particulars		For the year ended on March 31, 2016	For the year ended on March 31, 2015
(a)	Advertisements & Publicity Exp.		1,675,474	264,832
(b)	Auditor's Remuneration		68,700	21,000
(c)	Bad Debts Written Off		1,244,306	115,356
(d)	Business Promotion Expenses		173,000	43,230
(e)	Charity & Donation		352,800	114,000
(f)	Demat & Depository Charges		3,421	63,365
(g)	Entertainment Expenses		102,197	64,690
(h)	Insurance & Registration Exp.		410,703	77,166
(i)	Legal Fee & Stamping Charges		2,971,745	624,388
(j)	News Papers, Books & Periodicals		11,964	9,992
(k)	Office Expenses		4,008	42,141
(l)	Incentive		7,056,230	-
(m)	Petrol & Diesel		1,500,541	187,550
(n)	Postage, Telegraph & Courier Expense		60,378	91,221
(o)	Printing & Stationery		407,125	72,822
(p)	Power and Fuel		170,178	84,415
(q)	Rent		2,252,500	1,736,400
(r)	Repairs to Building		361,742	301,725
(s)	Repairs to Machinery		-	103,850



**BAID LEASING AND FINANCE CO. LTD.**

(t) NPA Provision	2,220,601	-
(u) Rates and Taxes	76,348	-
(v) Rebate	743,195	38,844
(w) Telephone & Mobile Exp.	440,527	86,420
(x) Travelling & Conveyance	313,402	235,543
(y) Roc Fees	13,200	22,500
(z) Business Development Expenses	1,016,340	-
(aa) Commission	22,430,288	12,279,369
(ab) Vehicle Repossession Expense	9,707,786	5,014,300
(ac) Discount on Sale of NPA	-	1,530,998
(ad) Other Miscellaneous Expenses	257,135	161,084
<b>Total Other Expenses</b>	<b>56,045,833</b>	<b>23,387,203</b>

As per audit report of even date attached  
For Khilnani & Associates  
Chartered Accountants

For & on behalf of the Board

K.K. Khilnani  
Partner  
M No.072736  
FRN. 005776C

Sd/-  
Aman Baid  
Director  
DIN: 03100575

Sd/-  
Panna Lal Baid  
Chairman & Managing Director  
Din: 00009897

Place: Jaipur  
Date: 07.05.2016

Sd/-  
Manoj Kumar Jain  
Chief Financial Officer

Sd/-  
Namrata Sajnani  
Company Secretary

## NOTE 10 - FIXED ASSETS

(Amount in Rs.)

Particulars	Bal. as on 1st April 2015	Additions	Disposals	Acquisition business combinations	Reclassified for sale	Revaluation Increase	Foreign exchange difference	Borrowing cost capitalised	Other adjustments	Bal. as on 31st March 2016
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### (A) Tangible Assets

(a) Plant & Equipments	-	-	-	-	-	-	-	-	-	-
(b) Furniture & Fixture	739,897	2,130,000	-	2,869,897	-	-	-	-	-	2,869,897
(c) Vehicles	181,580	-	-	181,580	-	-	-	-	-	181,580
(d) Office Equipments	265,473	-	-	265,473	-	-	-	-	-	265,473
(e) Computers	557,107	222,727	-	779,834	-	-	-	-	-	779,834
(f) Water Cooler, CTV &	641,796	551,200	-	1,192,996	-	-	-	-	-	1,192,996
(g) Motor Car	10,376,681	1,664,920	-	12,041,601	-	-	-	-	-	12,041,601
<b>Total tangible</b>	<b>12,762,534</b>	<b>4,568,847</b>	<b>-</b>	<b>17,331,381</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>17,331,381</b>
<b>Previous year</b>	<b>7,332,398</b>	<b>6,606,134</b>	<b>-</b>	<b>12,762,534</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,762,534</b>

### (B) Intangible Assets

(a) Goodwill	-	-	-	-	-	-	-	-	-	-
(b) Brands	-	-	-	-	-	-	-	-	-	-
(a) Computer Softwares	660,480	-	-	660,480	-	-	-	-	-	660,480
(d) Copy rights patents	-	-	-	-	-	-	-	-	-	-
(e) Recepies, designs	-	-	-	-	-	-	-	-	-	-
(f) Licences	-	-	-	-	-	-	-	-	-	-
(g) Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Total intangible</b>	<b>660,480</b>	<b>-</b>	<b>-</b>	<b>660,480</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>660,480</b>
<b>Previous year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(Refer to Note 1, Significant of Accounting Policy number '3')



BAID LEASING AND FINANCE CO. LTD.

**NOTE 10 - FIXED ASSETS (CONTD.)**

(Amount in Rs.)

Particulars	Rate of Depr.	Gross Block				Accumulated Depreciation				Net Block	
		As on 01-04 2015	Additions	Deletions Adjustments	As on 31-03 2016	As on 01-04 2015	Additions	Deletions Adjustments	As on 31-03 2016	As on 31-03 2015	As on 31-03 2016
						Year 15-16	Preceding yrs.*				
<b>(A) Tangible Assets</b>											
(a) Land		-	-	-	-	-	-	-	-	-	-
(b) Building											
Own use		-	-	-	-	-	-	-	-	-	-
Operating lease		-	-	-	-	-	-	-	-	-	-
(c) Furniture & Fixture	9.50	739,897	2,130,000	-	2,869,897	683,277	161,027	-	844,304	56,620	2,025,593
(d) Vehicles (2 wheelers)	9.50	181,580	-	-	181,580	148,640	17,250	-	185,890	32,940	15,690
(e) Office Equipments	19.00	265,473	-	-	265,473	265,473	-	-	265,473	-	-
(f) Computers	31.67	557,107	222,727	-	779,834	557,107	197,024	-	754,131	-	25,703
(g) Water Cooler, CTV &	19.00	641,796	551,200	-	1,192,996	641,796	140,451	-	782,247	-	410,749
(h) Motor Car	11.88	10,376,681	1,664,920	-	12,041,601	1,872,540	1,430,542	-	3,303,082	8,504,141	8,738,519
<b>Total tangible</b>		<b>12,762,534</b>	<b>4,568,847</b>	<b>-</b>	<b>17,331,381</b>	<b>4,168,832</b>	<b>1,946,294</b>	<b>-</b>	<b>6,115,127</b>	<b>8,593,701</b>	<b>11,216,254</b>
<b>Previous year</b>		<b>7,332,398</b>	<b>6,606,134</b>	<b>1,175,998</b>	<b>12,762,534</b>	<b>3,426,398</b>	<b>1,107,100</b>	<b>518,749</b>	<b>883,424</b>	<b>4,168,832</b>	<b>3,906,000</b>
<b>(B) Intangible Assets</b>											
(a) Goodwill		-	-	-	-	-	-	-	-	-	-
(b) Brands		-	-	-	-	-	-	-	-	-	-
(c) Computer Softwares	31.67	660,480	-	-	660,480	-	-	-	-	-	660,480
(d) Copy rights patents		-	-	-	-	-	-	-	-	-	-
(e) Recopies, designs		-	-	-	-	-	-	-	-	-	-
(f) Licences		-	-	-	-	-	-	-	-	-	-
(g) Others (specify)		-	-	-	-	-	-	-	-	-	-
<b>Total intangible</b>		<b>660,480</b>	<b>-</b>	<b>-</b>	<b>660,480</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>660,480</b>
<b>Previous year</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(\* Cumulative impact of the change in the rate of depreciation on preceding years' depreciation allowance)

(Refer to Note 1, Significant of Accounting Policy number '3' &amp; '4')


**BAID LEASING AND FINANCE CO. LTD.**



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

(Forming part of the final accounts for the year 2015-2016)

**(A) SIGNIFICANT ACCOUNTING POLICIES**

**1. General**

- A. Accounts have been prepared on historical cost basis following the mercantile system of accounting.
- B. All expenses and income, to the extent considered payable and receivable respectively are accounted for on accrual basis, subject to the following heads, which have been accounted for on cash basis:
- a. Accrued hire charges in cases where number of due installments exceed 12 months.
  - b. Interest on Loans and Advances considered as sticky by the management.
  - c. Penal interest chargeable on delayed installments of hire charges and payable in respect of delayed payment of taxes.

**2. Use of Estimates**

Preparation of financial statements requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities and reported amounts of income and expenditure during the period. Actual results might differ from such estimates. Difference between the actual results and estimates are recognized in the period in which the results are known.

**3. Fixed Assets**

Fixed assets are stated at cost. Taxes, duties, freight and other expenses incidental to acquisition or installments thereof are included in the cost.

**4. Depreciation**

Depreciation has been provided for following Straight Line Method, at the rates and in the manner specified in Section 123 read with Schedule II of the Companies Act, 2013.

**5. Inventories**

Inventories of shares have been valued at lesser of cost ascertained following first-in-first-out method and the respective market values of individual shares.

Stock on hire has been valued at cost.

**6. Investments**

All Investments have been stated at cost.



Provision for diminution in shares of private limited companies, wherever so, has been ignored in view of the long-term nature of such investments and existence of adequate underlying assets.

Market value of quoted mutual funds has been separately disclosed in the relevant note.

Long term deposits for securing finance or for deriving such other benefits have been classified as Investments.

Dividend and capital gain from sale of shares held as investments and Interest income from security deposits of investment nature have been disclosed separately in the relevant note.

#### **7. Provision for NPA under Hire-Purchase and Loans & Advances**

Company is a R.B.I. approved non deposit taking NBFC. It has followed the policy of making provision for the Non-performing-assets in respect of its Hire –Purchase and Loans & Advances assets in accordance with the 'provisioning norms'; and accounting for the hire and interest incomes following the 'income recognition and prudential norms' as laid down by the RBI as per its circular no. DNBR (PD) CC.No.044/03.10.119/2015-16 dated July 1, 2015.

#### **8. Staff Benefits**

There is no quantifiable contractual obligation to pay the retirement benefits to company's directors and other staff hence they would be accounted for in the year they are actually paid.

### **(B) NOTES ON ACCOUNTS**

1. There is a contingent liability upon the company due to Income-tax department's appeal before Rajasthan High Court seeking disallowance of company's claim for deduction u/s 80 HHC totaling Rs. 117.83 lac in respect of A.Y. 95-96 and 96-97.
2. In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value on realization in ordinary course of business at least to the amount at which they are stated.
3. Balance standing to the debit or credit of Sundry Debtors, Sundry Creditors, Unsecured Loans and Loans & Advances are subject to their confirmation.
4. Details of Auditors remuneration:

	<u>Current Year</u>	<u>Previous Year</u>
a. Statutory Audit Fees	31,000/-	21,000/-
b. Income-tax and allied works	29,000/-	19,000/-
5. Previous year figures have been re-grouped and re-arranged wherever considered necessary.
6. There is no creditor relating to trade or expenses which has intimated its identity as a S.S.I. Unit and payment to whom is outstanding for a period exceeding 6 months.
7. Managerial remuneration paid/payable by the Company to its managerial persons is within permissible limits under Section 197 of the Companies Act, 2013.

**8. Segment Reporting in compliance to AS 17 of ICAI**

The Company's main business is financing by way of hire purchase of used vehicles and providing loans. All other activities of the Company revolve around its main business. As such, there are no separate reportable segments, as per the Accounting Standard on 'Segment Reporting' (AS 17), specified under Section 133 of Companies Act, 2013.

**9. Related Party Disclosure in compliance to AS18 of I.C.A.I.****KEY MANAGEMENT PERSONNELS:**

- (1) Panna Lal Baid (Chairman and MD)
- (2) Aman Baid (Director)
- (3) Manoj Kumar Jain (CFO)
- (4) Namrata Sainani (C.S)

**RELATIVES OF KEY MANAGEMENT PERSONNEL**

- (1) Sobhag Devi Baid
- (2) Mahendra Kumar Baid (Son of C & MD)
- (3) Alpna Baid (Daughter in-law)
- (4) Aditya Baid

**ASSOCIATES**

- (1) BFL Developers Limited

<b>PARTICULARS OF TRANSACTION</b>	<b>KEY MANAGEMENT PERSONS &amp; RELATIVES</b>	<b>ASSOCIATES</b>
<b>EXPENSES</b>		
Director Remuneration	12,00,000	
Salary	15,00,000	
Rent	15,20,000	
Car Lease Rent	3,60,000	
Commission to BFL Developers Ltd.		9,60,000
<b>INCOME</b>		
Rent		2,40,000
<b>Unsecured Loans</b>		
Alpna Baid	63,00,000	
Aman Baid	2,07,50,000	

Transactions Executed in normal course of business at arms length price

Subject to our Audit report of even date

**For Khilnani & Associates**  
Chartered Accountants

**For and on Behalf of the Board**

**K.K. KHILNANI**  
(Partner)  
M. No. 072736  
FRN. 005776C

**Sd/-**  
**PANNA LAL BAID**  
(Chairman and MD)  
(DIN: 00009897)

**Sd/-**  
**MANOJ KUMAR JAIN**  
(Chief Financial Officer)

PLACE : Jaipur  
DATE : 07-05-2016

**Sd/-**  
**AMAN BAID**  
Director  
DIN: 03100575

**Sd/-**  
**NAMRATA SAJNANI**  
(Company Secretary)



**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65910RJ1991PLC006391      Name of the Company : BAID LEASING AND FINANCE CO. LTD.  
Registered office :      "Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302 006

Name of the member (s):	_____
Registered address:	_____
E-mail Id:	_____
Folio No/ Client Id:	_____ DP ID: _____

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

- |           |         |           |   |                       |
|-----------|---------|-----------|---|-----------------------|
| 1. Name   | : ..... | Address   | : | .....                 |
| E-mail Id | :       | Signature | : | ....., or failing him |
| 2. Name   | : ..... | Address   | : | .....                 |
| E-mail Id | :       | Signature | : | ....., or failing him |
| 3. Name   | : ..... | Address   | : | .....                 |
| E-mail Id | :       | Signature | : | .....                 |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on Thursday the 25th day of August, 2016 at 04.00P.M. at its registered office at "Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur 302006 and at any adjournment thereof in respect of such resolutions as are indicated below:

**ATTENDANCE SLIP**

Registered Folio no./ DP ID no./ Client ID no. : \_\_\_\_\_

Number of shares held : \_\_\_\_\_

I certify that I am a member/ proxy for the member of the company.

I hereby record my presence at the 25th Annual general meeting of the company, held on Thursday the 25th day of August, 2016, at its registered office at "Baid House", IInd Floor 1, Tara Nagar, Ajmer Road, Jaipur 302 006.

\_\_\_\_\_  
Name of the member/ proxy  
(in BLOCK letters)

\_\_\_\_\_  
Signature of the member/ proxy

**Note:** Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the AGM.



Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of the financial statements of the Company for the year ended 31 March, 2016 together with the reports of the Board's and Auditor's thereon.			
2.	Re-appointment of Mrs. Alpana Baid as a Director, liable to retirement by rotation.			
3.	Ratification of appointment of M/s. Khilnani & Associates, Chartered Accountants, Jaipur as Statutory Auditors of the Company for the F.Y. 2016-17			
<b>Special Business</b>				
4.	To adopt new set of articles of association of the company			

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

**Affix  
Revenue  
Stamp**

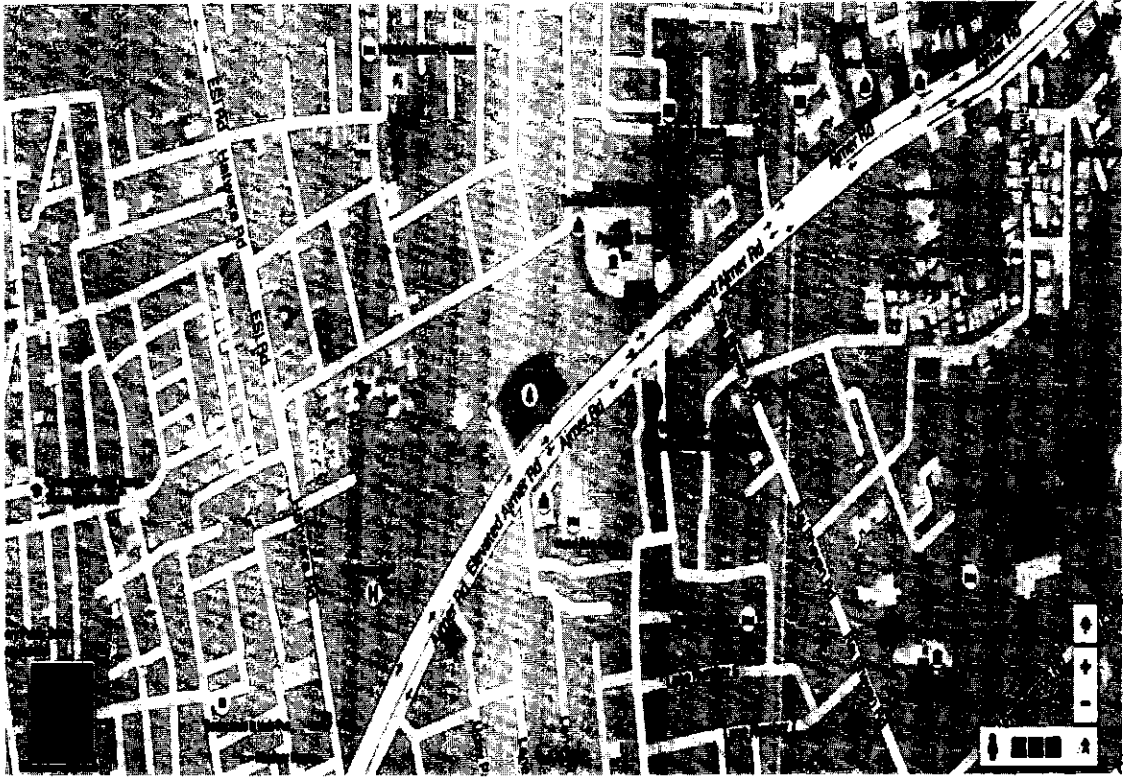
**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**





**BAID LEASING AND FINANCE CO. LTD.**

**ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING**



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**BOOK-POST**

**If Undelivered please return to :**  
**BAID LEASING AND FINANCE CO. LTD.**  
"Baid House" IInd Floor, 1, Tara Nagar,  
Ajmer Road, Jaipur 302 006 (Rajasthan)



# **BAID LEASING AND FINANCE CO. LTD.**

**25TH  
ANNUAL REPORT  
2015-2016**

**Aapki Pragati Hamara Saath**

**Board of Directors**

- **PANNA LAL BAID**  
DIN: 00009897  
Chairman & Managing Director
- **AMAN BAID**  
DIN: 03100575  
Executive Director
- **ALPANA BAID**  
DIN: 06362806  
Director
- **BINOD KUMAR CHORARIA**  
DIN: 00104267  
Independent and Non Executive Director
- **MUDIT SINGHI**  
DIN: 03171115  
Independent and Non Executive Director
- **MONU JAIN**  
DIN: 02609467  
Independent and Non Executive Director

**Board Committees**

- **Audit Committee:**  
Mudit Singhi (Chairman)  
Binod Kumar Choraria (Member)  
Monu Jain (Member)
- **Nomination & Remuneration Committee:**  
Mudit Singhi (Chairman)  
Binod Kumar Choraria (Member)  
Monu Jain (Member)
- **Stakeholders Relationship Committee:**  
Mudit Singhi (Chairman)  
Monu Jain (Member)  
Binod Kumar Choraria (Member)
- **Company Secretary & Compliance Officer:**  
CS Namrata Sajnani
- **Chief Financial Officer:**  
Manoj Kumar Jain

**Statutory Auditors :**

M/s. Khilnani & Associates, Chartered Accountants,  
Jaipur

**Secretarial Auditor :**

M/s V.M. & Associates, Company Secretaries  
Jaipur

**Principal Bankers :**

UCO Bank Limited  
Kotak Mahindra Bank Limited  
State Bank of Bikaner & Jaipur

**Registrar and Share Transfer Agent :**

MCS Share Transfer Agent Limited  
F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-  
110020

**Registered Office:**

“Baid House”, IIInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur 302 006 (Rajasthan).  
E-mail: baidfinance@baidgroup.in, Website: www.balfc.com, CIN: L65910RJ1991PLC006391

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**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 25th Annual General Meeting of the members of **Baid Leasing and Finance Co. Ltd.** will be held on Thursday, August 25, 2016 at 04.00 P.M., at the registered office of the Company at Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur 302 006 to transact the following business:

**ORDINARY BUSINESS:**

**ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS**

To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.

**ITEM NO. 2 – APPOINTMENT OF DIRECTOR**

To appoint a Director in place of Mrs. Alpana Baid (DIN: 06362806), who retires by rotation and, being eligible, seeks re-appointment.

**ITEM NO. 3 – RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY**

To ratify the appointment of the auditors of the Company for the financial year 2016-17, to fix their remuneration and to consider, and if thought fit, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 24th Annual General Meeting of the Company held on July 18, 2015, the appointment of M/s Khilnani & Associates, Chartered Accountants (Firm Registration No. 005776C) as Statutory Auditors of the Company to hold office till the conclusion of the 25th Annual General Meeting of Company be and is hereby ratified (for the financial year 2016-17) and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as recommended by the Audit committee in consultation with the Auditors.”

**SPECIAL BUSINESS:**

**ITEM NO. 4 – TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution:**



**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to the approval of concerned authorities, consent of members of the company be and is hereby accorded that the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") MAY APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF SUCH MEMBER. A PROXY NEED NOT BE A MEMBER.**

The proxy form in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is appended hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
4. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mrs. Alpana Baid, Director of the Company, retires by rotation at the ensuing Meeting and being eligible, offers herself for reappointment. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice.
5. Members and Proxies attending the meeting are requested to bring their copy of Annual Report and the attendance slip duly filled to the Meeting.
6. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.





7. The register of members and share transfer books of the Company will be closed from Wednesday, August 17, 2016 to Thursday, August 18, 2016 (both days inclusive).
8. The annual report and the notice of AGM is available at the website of the Company at [www.balfc.com](http://www.balfc.com).  
Members are requested to address all correspondence to MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi -110 020, who is acting as our Registrar and Share Transfer Agent.  
Please quote your folio number and our Company's name in all your future correspondences.
9. **"GO GREEN" initiative:** In support of the "Green Initiative" announced by the Government of India and as well as the applicable provisions of SEBI LODR and applicable provisions of the Companies Act, 2013, electronic copy of the Annual Report and this Notice, inter alia, indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode. The Company hereby requests Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).
10. Members holding shares in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s)
11. The Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
12. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
13. All the documents referred in the notice will be available for inspection by the shareholders at the registered office of the Company between 11.00 a.m. to 5.00 p.m. on all the working days hereof upto the date of the meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.



15. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to MCS Share Transfer Agent Limited, RTA, for consolidation into single folio.
16. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and the applicable provisions of Securities and Exchange Board of India (Listing obligation and Disclosure Requirements), 2015 (SEBI LODR), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Ltd. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

The voting period starts at 10.00 A.M. on Monday, August 22, 2016 and ends at 05.00 P.M. on Wednesday, August 24, 2016. The remote e-voting module will be disabled by CDSL for voting thereafter.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 18, 2016, may cast their vote electronically.

17. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Thursday, August 18, 2016 (cut off date).
18. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the Meeting in a fair and transparent manner.

The final results including the poll and remote e-voting results of the AGM of the Company shall be declared on Saturday, August 27, 2016. The final results along with the scrutinizer's report shall be placed on the Company's website [www.balfc.com](http://www.balfc.com), website of stock exchange [www.bseindia.com](http://www.bseindia.com) and on CDSL's website immediately after the result is declared by the Chairman.

#### **E-VOTING FACILITY**

##### **In case of members receiving e-mail:**

- (i) The voting period begins on August 22, 2016 at 10 A.M. and ends on August 24, 2016. 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 August 18, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>	
Dividend Bank Details OR 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 as mentioned in instruction (iv).</li></ul>	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant (BAID LEASING AND FINANCE CO. LTD.) on which you choose to vote.



- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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.
- (xx) 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 [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- In case of members receiving the physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.



19. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. August 18, 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
20. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to fill in the requisite details and send the same to the Company.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 4**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act. The Board of Directors at its meeting held on May 7, 2016 decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company.

The new Articles of Association ("AOA") to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Companies Act, 2013, the proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders. Also, copy of current and amended AOA is available for inspection by the Members at the Registered Office of the Company during its working hours on all working days from the date hereof upto the date of the Meeting.

Shareholder's attention is invited to the fact that provisions of the existing AOA which are already part of statute in the Act have been reproduced wherever required.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 4 of the Notice.



The Board recommends the resolution as set out at Item No. 4 of the Notice for approval by the shareholders.

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

**By Order of the Board of Directors**

Sd/-

**CS Namrata Sajnani**  
**Company Secretary and**  
**Compliance Officer**

**Dated: May 7, 2016**

**Additional information on Director being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the order of the items mentioned in the Notice:**

Mrs. Alpana Baid

- Brief resume of the director  
Mrs. Alpana Baid, aged 48 years, is a graduate, having expertise of over a decade in the operations field.
- Nature of expertise in specific functional areas  
She possesses appropriate skills, experience and knowledge; inter alia, in the field of operations in the hire purchase segment.
- Disclosure of relationships between directors inter-se  
Mr. Panna Lal Baid- Father in law  
Mr. Aman Baid- Son
- Names of listed entities (other than Baid Leasing and Finance Co. Ltd.) in which the person also holds the directorship and the membership of Committees of the board – Nil
- Shareholding in Baid Leasing and Finance Co. Ltd.- Nil

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

**By Order of the Board of Directors**

Sd/-

**CS Namrata Sajnani**  
**Company Secretary and**  
**Compliance Officer**

**Dated: May 7, 2016**

**BOARDS' REPORT**

Dear Member,  
Baid Leasing and Finance Co. Ltd.

Your directors are pleased to present the 25th Annual Report of your Company together with the audited annual financial statements for the financial year 2015-16.

**COMPANY'S PERFORMANCE**

(Amount In Rs.)

Particulars	F.Y. 2015-16	F.Y. 2014-15
Total Revenue	18,25,46,244/-	8,60,24,171/-
Less: Total Expenditure	14,23,73,087/-	6,79,17,431/-
Profit / (Loss) before Taxation	4,01,73,157/-	1,81,06,740/-
Tax Expenses	1,26,88,454/-	61,08,298/-
Profit / (Loss) after Tax	2,74,84,703/-	1,19,98,442/-

**PERFORMANCE REVIEW**

The company is mainly engaged in the business of hire-purchase finance and finance against mortgage of property. The net receipts from operations during the year under review were Rs. 18,25,46,244/- as against Rs. 8,60,24,171/- in the previous year. The profit/ (Loss) after tax is Rs. 2,74,84,703/- as against Rs. 1,19,98,442/- in the previous year.

**DIVIDEND**

Following the conservative approach to retain profits, your Directors did not recommend payment of any dividend for the Financial Year 2015-16.

**TRANSFER TO RESERVES:**

As per requirement of RBI regulations, the Company has transferred the amounts to various reserves during Financial Year ended March 31, 2016 as given in the notes of balance sheet.

**NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

The Meetings of the Board are held at the Registered Office of the Company at, "Baid House", IInd Floor 1, Tara Nagar, Ajmer Road, Jaipur 302 006. During the year under review, 5 (Five) Board Meetings were held on 16.05.2015, 07.08.2015, 03.11.2015, 21.01.2016 and 05.03.2016, the frequency of the meetings of the Board is in compliance with the extant rules and regulations as applicable on the Company. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2016.



**DECLARATION OF INDEPENDENCE BY DIRECTORS**

The Independent Non-Executive Directors of the Company, have affirmed that they continue to meet all the requirements specified under sub-section (6) of section 149 of Companies Act, 2013 in respect of their position as an "Independent Director" of Baid Leasing and Finance Co. Ltd.

**MANAGEMENT AND BOARD OF DIRECTORS**

Mrs. Alpana Baid, Director of the Company whose period is liable to retire by rotation pursuant to the provisions of the Companies Act, 2013 retires by rotation in the ensuing AGM and being eligible, offers herself for reappointment. During the year, there was no change in the Directors and KMP of the Company.

**AUDITORS**

• **Statutory Auditors**

M/s. Khilnani & Associates, Chartered Accountants (Firm Registration No. 005776C), Jaipur were appointed as Statutory Auditors to hold office till the conclusion of the 29th Annual General Meeting of Company subject to ratification from the members of the Company every year. Ratification of their appointment for the financial year 2016-17 is sought in the ensuing AGM.

The company has received consent from M/s. Khilnani & Associates, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act. Accordingly, the Board of Directors has recommended the ratification of appointment as Statutory Auditors.

The Financial Statements and the Auditor's Report for the financial year ended 31st March, 2016 are self-explanatory and do not call for any further comments.

• **Secretarial Auditor**

As per Section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made thereunder, M/s V. M. & Associates, Company Secretaries in Practice, Jaipur, was appointed to conduct the secretarial audit of the Company for the financial year 2015-16.

Secretarial Audit Report issued by M/s V. M. & Associates, Company Secretaries in Practice, in respect of the secretarial audit of the Company for the financial year ended 31st March, 2016, is given in Annexure I to this Report.

The Secretarial Audit report for the financial year ended 31st March, 2016 is self explanatory and does not call for any further comments.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit of the Company for the financial year 2016-17.





• **Internal Auditor**

Pursuant to Section 138 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out Internal Audit of the Company.

In consonance with the aforementioned, M/s Shiv Shankar Khandelwal & Co., Chartered Accountants, Jaipur was appointed to conduct the Internal Audit of the Company for the financial year 2015-16.

The Board has re-appointed M/s Shiv Shankar Khandelwal & Co., Chartered Accountants, Jaipur as the Internal Auditor of the Company for the financial year 2016-17.

**LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES BY THE COMPANY**

Pursuant to Section 186(11) of the Companies Act, 2013 loans made, guarantees given or securities provided or acquisition of securities by a Non Banking Financial Company in the ordinary course of its business are exempted from disclosure in the Annual Report.

**RELATED PARTY TRANSACTIONS**

All the related party transactions that were entered during the financial year are done on arm's length basis. Relevant Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is given in Annexure II to this Report.

**SPECIAL BUSINESS AND POSTAL BALLOT**

**SPECIAL BUSINESS**

1. With the applicability of Companies Act, 2013, most of the provisions in the articles of the company are not in consonance with the extant rules and regulation, therefore the Board deems it fit and proper to adopt new set of Articles of Association of the Company, details pertaining to the same are chalked out in the notice of 25th AGM.

**POSTAL BALLOT**

1. During the year, the Company obtained the consent of the shareholders by passing Special/Ordinary Resolution through Postal Ballot for the following matters:

**Vide postal ballot notice dated May 16, 2015-**

- to borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crore Only)
- to create mortgage or charge, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company, both present and future u/s 180 (1) (a) of companies act, 2013



**Vide postal ballot notice dated March 5, 2016-**

- Issue of 39,55,000 equity shares on preferential basis,
- Alteration of Article 4 of Articles of Association;
- Increase the Authorized Share Capital and alteration of Capital Clause of Memorandum of Association

**RISK MANAGEMENT**

The Company has developed and implemented a risk management policy which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The various key risks to key business objectives are as follows:

**Liquidity Risk:** It is the risk that the Company will be unable to meet its financial commitment to a Bank/ Financial Institution in any location, any currency at any point in time. Liquidity risk can manifest in three different dimensions for the Company.

**Funding Risk:** To replace net outflows due to unanticipated outflows.

**Time Risk:** To compensate for non receipt of expected inflows of funds.

**Call Risk:** Due to crystallization of contingent liabilities or inability to undertake profitable business opportunities when desirable.

**Interest Rate Risk:** It is the risk where changes in market interest rates might adversely affect the Company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's Net Interest Income (NII). On a longer term, changes in interest rates impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all repricing mismatches and other interest rate sensitive positions.

**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Baid Leasing and Finance Co. Ltd. (the "Company").

"Key Managerial Personnel" (KMP) means—

- (i) the Chief Executive Officer or the Managing Director or the Manager
- (ii) the Company Secretary;
- (iii) the Whole-time Director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed;



The term "Senior Management Personnel" means to include all members other than the Directors and KMPs of the Company, who are members of management one level below the Executive Directors.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and applicable clauses of SEBI LODR and includes formal evaluation framework of the Board.

### **1. Purpose**

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

### **2. Accountabilities**

2.1 The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.

2.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

### **3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is responsible for:

3.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;

3.2 identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;

3.3 recommending to the Board on the selection of individuals nominated for Directorship;

3.4 making recommendations to the Board on the remuneration payable to the Directors / KMPs / Senior Officials so appointed / reappointed;

3.5 assessing the independence of independent directors;

3.6 such other key issues/matters as may be referred by the Board or as may be necessary in view of the SEBI LODR and provision of the Companies Act 2013 and Rules thereunder.

3.7 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;



- 3.8 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.9 to devise a policy on Board diversity;
- 3.10 to develop a succession plan for the Board and to regularly review the plan;

The Nomination and Remuneration Committee comprises of the following:

- a) The Committee shall consist of a minimum 3 non-executive directors, at least one-half of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **CHAIRMAN**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.



#### **4. Appointment of Directors/KMPs/Senior Officials**

4.1 Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/ a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

4.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

#### **5. Letters of Appointment**

Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

#### **6. Remuneration of Directors, Key Managerial Personnel and Senior Management**

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based & determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.



The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

**(i) Remuneration:**

**a) Base Compensation (fixed salaries)**

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

**b) Variable salary:**

The Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

**(ii) Statutory Requirements:**

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.

The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.



- 6.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.
- 6.2 The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.
- 6.3 The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

### **FORMAL ANNUAL EVALUATION**

The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the Companies Act, 2013.

The following criteria assist in determining how effective the performances of the Directors/KMPs/ Senior officials have been:

- Leadership & stewardship abilities;
- Contributing to clearly define corporate objectives & plans;
- Communication of expectations & concerns clearly with subordinates;
- obtain adequate, relevant & timely information from external sources;
- review & approval achievement of strategic and operational plans, objectives, budgets;
- regular monitoring of corporate results against projections ;
- identify, monitor & mitigate significant corporate risks ;
- assess policies, structures & procedures ;
- direct, monitor & evaluate KMPs, senior officials ;
- review management's succession plan ;
- effective meetings ;
- assuring appropriate board size, composition, independence, structure ;
- clearly defining roles & monitoring activities of committees;
- review of corporation's ethical conduct.

Evaluation on the aforesaid parameters was conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Board evaluated/assessed each of the Directors along with its own performance and that of the committees on the aforesaid parameters.

### **ASSOCIATE COMPANIES AND SUBSIDIARY COMPANIES**

During the year under review, there was no associate and subsidiary Company.

### **FIXED DEPOSITS**

The Company has not invited or accepted any fixed deposit from the public during the year under review.

**INTERNAL FINANCIAL CONTROL SYSTEMS**

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The Audit Committee reviews adherence to internal control systems and internal audit reports.

**COMPOSITION OF AUDIT COMMITTEE**

The Audit Committee comprises of 3 (three) Non-executive & Independent Directors and as on March 31, 2016 was chaired by Mr. Mudit Singhi.

The details of the composition of the Committee are set out in the following table:

<b>Name of Member</b>	<b>Category</b>	<b>Category</b>
Mr. Mudit Singhi DIN: 03171115	Non-Executive & Independent Director	Chairman
Mr. Binod Kumar Choraria DIN: 00104267	Non-Executive & Independent Director	Member
Mr. Monu Jain DIN: 02609467	Non-Executive & Independent Director	Member

**TERMS OF REFERENCE OF AUDIT COMMITTEE:**

The terms of reference of the Audit Committee inter alia include the following:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditor's report
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.

**VIGIL MECHANISM**

The Board adopted and implemented the vigil mechanism/whistleblower policy that adopts global best practices. We have established a vigil mechanism for Directors and employees to report concerns and unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. It also provides for adequate safeguards against the victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in exceptional cases.





The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. Further no personnel has been denied access to the audit committee as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Also there were no whistle blower event reported during the period under review.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The operations of your company are not energy intensive. Furthermore, the Company, being a non-banking finance company (NBFC), does not have any manufacturing activity, The directors, therefore, have nothing to report on 'conservation of energy and technology absorption'. However, the Company is taking initiatives for conservation of energy.

The particulars relating to foreign exchange earnings and outgo are NIL.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to sub section 3 (c) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- i. in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed and there are no material departures from the same;
- ii. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and;
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.



The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16

- Number of complaints received: NIL
- Number of complaints disposed off: NIL

### **EXTRACT OF THE ANNUAL RETURN**

Relevant extract of annual return in form no. MGT-9 as on the financial year ended on March 31, 2016 is given in Annexure III to this Report.

### **EMPLOYEE REMUNERATION**

- (A) None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review.
- (B) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as Annexure IV.

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion & Analysis report pursuant to SEBI LODR forms part of the Annual Report for the Financial Year 2015-16, which is presented elsewhere.

### **CORPORATE GOVERNANCE REPORT**

As per the SEBI LODR, compliance with the provisions of regulation 17 through 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not mandatory for the time being, in respect of the following class of companies:

- a. Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
- b. the listed entity which has listed its specified securities on the SME Exchange;

As such our Company falls in the ambit of aforesaid exemption (a); consequently Corporate Governance Report does not forms part of the Annual Report for the Financial Year 2015-16. However, the company is following industry best corporate governance standards.



**LISTING OF SECURITIES**

At present the Equity shares of the company are listed with the Bombay Stock Exchange Limited and the listing fee for the year 2015-16 has been duly paid. Scrip code of the Company is 511724.

**ACKNOWLEDGEMENTS**

Your Board acknowledges with appreciation, the invaluable support provided by the Company's stakeholders, auditors, advisors and business partners, all its customers for their patronage. Your Board records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up more challenges that the Company has set for the future.

**DATE: 07.05.2016**  
**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing Director)**  
**DIN: 00009897**



## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **INDUSTRY STRUCTURE, DEVELOPMENTS**

The Indian economy is striving on a relatively strong path. New products i.e. commodities futures has already attracted interests from all the concerned in the financial and capital markets. There has been a significant increase in the income of the Company from sale of shares.

### **OUTLOOK ON OPPORTUNITIES**

The current year seems to be bright in terms of the market capitalization and especially boom in Index Based stocks. The Board of Directors are hopeful to deliver good business in the current financial year.

### **OUTLOOK ON THREATS, RISKS AND CONCERNS**

The company is dealing in shares & stock trading which is unforeseen in terms of the performance of the Industries, economic scenario. Government policies, political situation and global trends etc. Moreover, after the introduction of online trading in commodities, the attention of high net worth investors has also diverted into commodities futures.

### **INTERNAL CONTROL SYSTEM**

The Company has established its internal control system commensurate with the requirement of its size. The Finance Department of the company is well staffed with experienced and qualified personnel who will play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements.

### **INFORMATION TECHNOLOGY**

The company has been using the best possible information technology as a management tool for internal control. The Company continues to invest reasonable into information technology for monitoring operation.

### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

Total revenue for the financial year ended March 31, 2016 stood at Rs. 18,25,46,244/- as against Rs. 8,60,24,171/- for the financial year ended March 31, 2015, further the profit after tax for the financial year ended March 31, 2016 stood at Rs. 2,74,84,703/- as against Rs. 1,19,98,442 for the financial year ended March 31, 2015. The EPS for the financial year ended March 31, 2016 is Rs. 4.47 as compared to Rs. 1.95 for the previous year.

### **HUMAN RESOURCE MANAGEMENT**

Human resources are a valuable asset for any organization. The company is giving emphasis to upgrade the skills of its human resources. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals. Total number of employees as on 31st March 2016 stood at 125.

**DATE: 07.05.2016**

**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing Director)**  
**DIN: 00009897**



## **Annexures To The Board's Report**

### **ANNEXURE-I**

**Form No. MR-3**

#### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of  
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Baid Leasing and Finance Co. Ltd.,  
CIN: L65910RJ1991PLC006391  
"Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road,  
Jaipur- 302 006.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Baid Leasing and Finance Co. Ltd.** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (repealed w.e.f. 15th May, 2015)



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and as amended from time to time; (Not applicable to the Company during the Audit Period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking NBFC which are specifically applicable to the Company. As confirmed by the Management, following other laws are specifically applicable to the Company for which the Company has taken reports/certificates from designated professionals for its due compliances under the said laws:
- (a) The Reserve Bank of India Act, 1934;
  - (b) Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015;
  - (c) Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008;
  - (d) Reserve Bank of India "Know your Customer" (KYC) Guidelines – Anti-Money Laundering Standards – Prevention of Money Laundering Act, 2002-Obligations of NBFC;
  - (e) Guideline on Fair Practices Code for NBFCs.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Ltd;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.



**We further report that**

The Board of Directors of the Company is duly constituted with proper composition of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has:

1. Duly passed the resolutions under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, read with its applicable rules, as amended, by way of postal ballot;
2. Initiated the process of increasing the authorised share capital of the company from Rs. 7,00,00,000/- (Rupees Seven Crores Only) to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) and consequential alteration in Memorandum and Articles of Association of the Company; and
3. Initiated the process of preferential issue of 39,55,000 equity shares of the company aggregating to Rs. 16,21,55,000/- (Rupees Sixteen Crores Twenty One Lacs and Fifty Five Thousand Only), by way of postal ballot.

**Place: Jaipur**

**Date: May 7, 2016**

**For V. M. & Associates  
Company Secretaries**

**Sd/-  
CS Manoj Maheshwari  
Partner  
FCS3355  
C P No. : 1971**



Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**Annexure A**

To,  
The Members  
Baid Leasing and Finance Co. Ltd.  
Baid House, II Floor, 1, Tara Nagar,  
Ajmer Road, Jaipur- 302 006 (Rajasthan).

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur  
Date: May 7, 2016

For V. M. & Associates  
Company Secretaries

Sd/-  
CS Manoj Maheshwari  
Partner  
FCS3355  
C P No. : 1971





**ANNEXURE-II**

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis: NIL**

- (a) Name(s) of the related party and nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: N.A.
- (c) Duration of the contracts / arrangements/transactions: N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
- (e) Justification for entering into such contracts or arrangements or transactions: N.A.
- (f) Date(s) of approval by the Board: N.A.
- (g) Amount paid as advances, if any: N.A.
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:N.A.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

- (a) Name(s) of the related party and nature of relationship: (i) BFL Developers Limited  
(ii) Aditya Baid
- (b) Nature of contracts/arrangements/transactions: (i) Service arrangement pursuant to Sec. 188 of the Companies Act, 2013. (ii) Appointed at place of profit
- (c) Duration of the contracts / arrangements/transactions: (i) Financial year 2015-16  
(ii) N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: (i) Commission not exceeding 3% of the portfolio. (ii) Monthly Remuneration- Rs. 70,000/-
- (e) Date(s) of approval by the Board, if any: (i) January 21, 2016 (ii) May 16, 2015
- (f) Amount paid as advances, if any: (i) Nil (ii) Nil

**DATE: 07.05.2016**  
**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing**  
**Director)**  
**DIN: 00009897**

**ANNEXURE-III****RELEVANT EXTRACT OF ANNUAL RETURN  
for the financial year ended on 31<sup>st</sup> March, 2016****FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2016****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the  
Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L65910RJ1991PLC006391
2.	Registration Date	20.12.1991
3.	Name of the Company	Baid Leasing and Finance Co. Ltd.
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	Baid House, IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302 006. Contact No.: +91 9214018877
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Limited F-65, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi -110 020 Contact No.: 011-41406149

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company (approx )
1	Vehicle Financing	6492	64.5%
2	Loan against mortgage of property	6492	24.52%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : N.A**

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
--------	---------------------------------	---------	-------------------------------	------------------	--------------------

-----N.A.-----



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	727820	-	727820	11.84%	743459	-	743459	12.09%	+0.25%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	721200	-	721200	11.74%	721200	-	721200	11.74%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1):-</b>	<b>1449020</b>	<b>-</b>	<b>1449020</b>	<b>23.58%</b>	<b>1464659</b>	<b>-</b>	<b>1464659</b>	<b>23.83%</b>	<b>+0.25%</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-



<b>Sub -total (A) (2): -</b>	-	-	-	-	-	-	-	-	-
<b>Total sharehold ing of Promoter (A) = (A)(1)+(A) ( 2)</b>	<b>1449020</b>	<b>--</b>	<b>1449020</b>	<b>23.58%</b>	<b>1464659</b>	<b>--</b>	<b>1464659</b>	<b>23.83%</b>	<b>+0.25%</b>
<b>B. Public Sharehold ing</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



<b>(B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	3075903	182500	3258403	53.03%	3213545	182500	3396045	55.27%	+2.24%
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	262270	602140	864410	14.07%	295489	586840	882329	14.36%	+0.29%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	448267	--	448267	7.29%	395267	--	395267	6.43%	(0.86)%
c) Others (specify) Non Resident Individual	2000	122900	124900	2.03%	2000	4700	6700	.11%	(1.92)%
<b>Sub-total (B)(2):-</b>	<b>3788440</b>	<b>907540</b>	<b>4695980</b>	<b>76.42%</b>	<b>3906301</b>	<b>774040</b>	<b>4680341</b>	<b>76.17%</b>	<b>(0.25)%</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>3788440</b>	<b>907540</b>	<b>4695980</b>	<b>76.42%</b>	<b>3906301</b>	<b>774040</b>	<b>4680341</b>	<b>76.17%</b>	<b>(0.25)%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>5237460</b>	<b>907540</b>	<b>6145000</b>	<b>100.00%</b>	<b>5370960</b>	<b>774040</b>	<b>6145000</b>	<b>100.00%</b>	<b>--</b>

**(ii) Shareholding of Promoters-**

S No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	AmanBaid	340170	5.54%	--	352799	5.74%	--	+0.20%
2.	Niranjana Properties Private Limited	289800	4.72%	--	289800	4.72%	--	--
3.	Dream Realmart Private Limited	280100	4.56%	--	280100	4.56%	--	--
4.	Dream Prime Developers Private Limited	151300	2.46%	--	151300	2.46%	--	--
5.	Rakesh Baid	148650	2.42%	--	148650	2.42%	--	--
6.	MeenaBaid	98500	1.60%	--	98500	1.60%	--	--
7.	Aditya Baid	73190	1.19%	--	73190	1.19%	--	--
8.	Panna LalBaid & Sons HUF	67100	1.09%	--	67100	1.09%	--	--
9.	Sobhag Devi Baid	210	0.00%	--	210	0.00%	--	--
10.	Panna Lal Baid	3010	0.05%	--	3010	0.05%	--	--
	<b>Total</b>	<b>1452030</b>	<b>23.63</b>	<b>--</b>	<b>1464659</b>	<b>23.83</b>	<b>--</b>	<b>+0.20</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

S No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>				
1.	AmanBaid	340170	5.54%	352799	5.74%
2.	Niranjana Properties Private Limited	289800	4.72%	--	--
3.	Dream Realmart Private Limited	280100	4.56%	--	--
4.	Dream Prime Developers Private Limited	151300	2.46%	--	--
5.	Rakesh Baid	148650	2.42%	--	--
6.	MeenaBaid	98500	1.60%	--	--
7.	Aditya Baid	73190	1.19%	--	--
8.	Panna LalBaid& Sons HUF	67100	1.09%	--	--
9.	Sobhag Devi Baid	210	0.00%	--	--
10.	Panna Lal Baid	3010	0.05%	--	--
	<b>Total</b>	<b>1452030</b>	<b>23.63</b>	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	*increase in shareholding of Mr. Aman Baid due to purchase of shares on October 10, 2015.			
	<b>At the end of the year</b>				
1.	AmanBaid	352799*	5.74%	--	--
2.	Niranjana Properties Private Limited	289800	4.72%	--	--
3.	Dream Realmart Private Limited	280100	4.56%	--	--
4.	Dream Prime Developers Private Limited	151300	2.46%	--	--
5.	Rakesh Baid	148650	2.42%	--	--
6.	MeenaBaid	98500	1.60%	--	--
7.	Aditya Baid	73190	1.19%	--	--
8.	Panna LalBaid& Sons HUF	67100	1.09%	--	--
9.	Sobhag Devi Baid	210	0.00%	--	--
10.	Panna Lal Baid	3010	0.05%	--	--
	<b>Total</b>	<b>1464659</b>	<b>23.83%</b>		

**(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Name of Shareholder	Shareholding at the beginning of the year		Change in shareholding (No. Of shares)		Shareholding at the end of the year	
		No. Of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1.	Jaisukh Developers Pvt. Ltd.	709500	11.55 %	--	--	709500	11.55 %
2.	Carewell Builders Pvt. Ltd.	326166	5.31 %	--	--	326166	5.31 %
3.	Niranjana Prime Developers Pvt. Ltd.	279030	4.54 %	--	--	279030	4.54 %
4.	Mahapragya Land Developers Pvt. Ltd.	278300	4.53 %	--	--	278300	4.53 %
5.	BFL Developers Ltd.	300400	4.89 %	--	39400	261000	4.25 %
6.	Tradeswift Developers Pvt. Ltd.	258500	4.21 %	--	--	258500	4.21 %
7.	Jaipur Infragold Pvt. Ltd.	--	--	244100	--	244100	3.97 %
8.	Futuristic Prime Developers Pvt. Ltd.	240200	3.91%	--	--	240200	3.91%
9.	Mahendra Kumar Baid	220600	3.59%	--	--	220600	3.59%
10.	Aran Securities Pvt. Ltd.	219860	3.58%	--	--	219860	3.58%

Note: Top ten shareholders of the Company as on March 31, 2016 have been considered for the above disclosure.

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. Of shares	% of total shares of the company
	<b>At the beginning of the year</b>				
1.	Aman Baid	340170	5.54	352799	5.74%
2.	Panna Lal Baid	3010	0.05	--	--
3.	Alpana Baid	Nil	Nil	--	--
4.	Mudit Singhi	Nil	Nil	--	--
5.	Monu Jain	Nil	Nil	--	--
6.	Binod Kumar Choraria	500	0.01	--	--
7.	Namrata Sajani	Nil	Nil	--	--
8.	Manoj Kumar jain	Nil	Nil	--	--





	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	*Increase in shareholding of Mr. Aman Baid due to purchase of shares on October 10, 2015.			
	<b>At the end of the year</b>				
1.	Aman Baid	352799	5.74	--	--
2.	Panna Lal Baid	3010	0.05	--	--
3.	Alpana Baid	Nil	Nil	--	--
4.	Mudit Singh	Nil	Nil	--	--
5.	Monu Jain	Nil	Nil	--	--
6.	Binod Kumar Choraria	500	0.01	--	--
7.	Namrata Sajnani	Nil	Nil	--	--
8.	Manoj Kumar jain	Nil	Nil	--	--

**V.INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Cr.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	12.94	14.66	--	27.60
ii) Interest due but not paid	8.45	54.86	--	63.31
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>21.39</b>	<b>69.52</b>		<b>90.91</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	--	--	--	--
* Reduction	--	--	--	--
<b>Net Change</b>		--	--	--
<b>Indebtedness at the end of the financial year</b>		--	--	--
i) Principal Amount	47.19	17.39	--	64.58
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>47.19</b>	<b>17.39</b>		<b>64.58</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Panna Lal Baid, MD	Aman Baid, WTD	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000/-	8,40,000/-	12,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - as % of profit - others, specify...	--	--	--
5	Others, please specify	--	--	--
	Total (A)	3,60,000/-	8,40,000/-	12,00,000/-
	Ceiling as per the Act	36,00,000/-	24,00,000/-	60,00,000/-

**B. Remuneration to other directors- Nil**

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors					
	• Fee for attending board committee meetings					Nil
	• Commission					Nil
	• Others, please specify					Nil
	Total (1)					Nil
2	Other Non-Executive Directors					
	• Fee for attending board committee meetings					Nil
	• Commission					Nil



	• Others, please specify					Nil
	Total (2)					Nil
	Total (B)=(1+2)					Nil
	Total Managerial Remuneration					Nil
	Overall Ceiling as per the Act					

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,20,000/-	2,40,000/-	6,60,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission			
	- as % of profit	--	--	--
	- others, specify	--	--	--
5	Others, please specify	--	--	--
	<b>Total</b>	<b>4,20,000/-</b>	<b>2,40,000/-</b>	<b>6,60,000/-</b>

Note: The Company has not appointed any CEO.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act, 1956	Brief Description	Details of Penalty / Punishment/ Compounding fees Imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.



Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.

**DATE: 07.05.2016**  
**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing**  
**Director)**  
**DIN: 00009897**

**Analysis of Managerial Remuneration**

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:-

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16:-

<b>Name of Director</b>	<b>Ratio</b>
Panna Lal Baid	1.61:1
Aman Baid	3.76:1

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015-16:-

There is an increase of-  
100% in the remuneration of the Chairman and Managing Director;  
133.3% in the remuneration of the Company Secretary.

Nil increase in the remuneration of Mr. Aman Baid.

Since none of the other Directors were paid remuneration in the financial year 2014-15 and 2015-16, therefore there is no increase in remuneration, during the year.

There is no increment in the remuneration of the Chief Financial Officer.

3. The percentage increase in the median remuneration of employees in the financial year 2015-16:- 46.02%
4. The number of permanent employees on the rolls of company:- 125
5. The explanation on the relationship between average increase in remuneration and company performance :-

The Company's revenue has increased by 112% (approx) during the financial year 2015-16 as against the average increase in remuneration which was 46%

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:-

The Company's revenue has increased by 112% (approx) during the financial year 2015-16 as against the increase in remuneration which was as follows:

<b>Particulars</b>	<b>% increase in remuneration in the F.Y.15-16</b>
Managing Director	100%
Chief Financial Officer	nil
Company Secretary & Compliance Officer	133.3%



7. Variations in the market capitalisation of the company, price earning ratio as at the closing date of current financial year and previous financial year and percentage increase over decrease in the market quotations of the share of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year :-

<b>Particulars</b>	<b>31.03.2016</b>	<b>31.03.2015*</b>
Market Capitalisation*	2470.29	1284.00
Price Earning Ratio	4.47	1.95

Market Rate as on 31.03.2016- Rs. 40.20/- per share

Rate of share at last public offer- 10

% increase- 302%

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-

Average % increase in the salary of employees other than Managerial Personnel: - 2016 – 14%  
2015- 12.90%

Average % increase in the Salary of the Managerial Personnel:-

2016 – 116.67%

2015- 182.7%

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:

The comparison of remuneration of each of the Key Managerial personnel against the performance of the Company is as under:-

<b>Particulars</b>	<b>% of Net Profit for FY 2015-16</b>
Managing Director	1.31%
Chief Financial Officer	0.84%
Company Secretary & Compliance Officer	1.53%

10. The key parameters for any variable component of remuneration availed by the directors:-  
Directors are entitled to get Commission @1% of the Net Profit. However, it was not availed by the Directors for the financial year 2015-16.
11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year:-

There is no such employee in the Company. Hence, this is not applicable.



12. Affirmation: We hereby confirm that the remuneration paid to employees are as per the remuneration policy of the company

**DATE: 07.05.2016**  
**PLACE: JAIPUR**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**PANNA LAL BAID**  
**(Chairman and Managing**  
**Director)**  
**DIN: 00009897**



**Independent Auditor's Report**

**To the Members of  
Baid Leasing and Finance Co. Ltd.  
"Baid House", IInd Floor, 1,  
Tara Nagar, Ajmer Road,  
Jaipur - 302006**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Baid Leasing and Finance Co. Ltd.** CIN: L65910RJ1991PLC006391 which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year then ended, Cash Flow Statement and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.





We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order 2015 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company does not have any pending litigations other than those disclosed in Note No. 1 of the Significant Accounting Policies and Notes on Accounts which would impact its financial position;
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Khilnani & Associates  
Chartered Accountants**

**Place : Jaipur  
Date :07-05-2016**

**Sd/-  
K.K. Khilnani  
Partner  
M. No. : 072736  
FRN. 005776C**



**Annexure to the Auditors Report**

The Annexure referred to in our report to the members of **BAID LEASING AND FINANCE CO. LTD.** ('The Company') for the year ended 31-03-2016. We report that

(i)	<b>Fixed Assets</b>  (a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets; (b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account; (c) Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof.	YES  YES  YES
(ii)	<b>Inventory</b>  (a) whether physical verification or inventory has been conducted at reasonable intervals by the management; (b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported; (c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;	YES  YES  YES
(iii)	<b>Loan given by Company</b>  whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,  (a) whether receipt of the principal amount and interest are also regular; and  (b) if overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;	NO  NOT APPLICABLE  NOT APPLICABLE
(iv)	<b>Internal Control System</b>  (a) is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. (b) Whether there is a continuing failure to correct major weaknesses in internal control system.	YES  No
(v)	<b>Deposits</b>	



	<p>in case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? if not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?</p>	COMPANY HAS NOT ACCEPTED DEPOSITS FROM PUBLIC
(vi)	<p><b>Cost Records</b></p> <p>where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained</p>	NOT SPECIFIED BY THE CENTRAL GOVERNMENT
(vii)	<p><b>Statutory Dues</b></p> <p>(a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor</p>	YES EXCEPT INCOME TAX (TDS) WHERE THERE HAVE BEEN SOME DELAYS BUT SUCH DELAYS HAVE NOT BEEN MATERIAL IN OUR OPINION. >6 MONTHS OUTSTANDING: NIL
	<p>(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).</p>	NOT APPLICABLE
	<p>(c) whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time.</p>	NOT APPLICABLE
(viii)	<p><b>Cash and Accumulated losses</b></p> <p>whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year;</p>	NOT APPLICABLE
(ix)	<p><b>Repayment of Dues</b></p> <p>whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;</p>	NO
(x)	<p><b>Guarantee for Loans</b></p> <p>whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;</p>	NO
(xi)	<p><b>Usage of Term Loan</b></p> <p>whether term loans were applied for the purpose for which the loans were</p>	YES



	obtained;	
(xii)	<b>Reporting of Fraud</b> whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	No fraud noticed

**FOR KHILNANI & ASSOCIATES**  
**Chartered Accountants**

Sd/-  
**K.K.KHILNANI**  
Partner  
M. No. 07 2736  
FRN. 005776C

Place: Jaipur  
Date: 07-05-2016

**BAID LEASING AND FINANCE CO. LTD.****BALANCE SHEET AS AT 31.03.2016**

(Amount in Rs.)

PARTICULARS	NOTES	AS AT 31.03.2016	AS AT 31.03.2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder Funds</b>			
(i) Share Capital	2	61,450,000	61,450,000
(ii) Reserves & Surplus	3	106,228,353	78,743,650
		<b>167,678,353</b>	<b>140,193,650</b>
<b>Non-Current Liabilities</b>			
(i) Long Term Borrowings	4	97,061,455	36,935,922
(ii) Long Term Provisions	5	3,693,918	1,473,317
<b>Current Liabilities</b>			
(i) Short Term Borrowings	6	419,180,920	229,654,255
(ii) Trade Payables	7	11,914,971	3,637,099
(iii) Other Current Liabilities	8	344,829,712	226,114,504
(iv) Short-term Provisions	9	4,656,342	6,296,336
<b>TOTAL</b>		<b>1,049,015,670</b>	<b>644,305,083</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(i) Fixed Assets	10		
Tangible Assets		11,216,254	8,593,701
Intangible Assets		660,480	660,480
(ii) Non Current Investments	11	31,953,058	20,859,538
(iii) Deferred Tax Assets(Net)	12	1,003,698	377,571
(iv) Long Term Loans and Advances	13	49,823,618	19,196,645
		<b>94,657,108</b>	<b>49,687,935</b>
<b>Current Assets</b>			
(i) Inventories	14	840,686,959	514,750,741
(ii) Trade Receivables	15	95,199,654	66,433,903
(iii) Cash and Cash Equivalents	16	12,948,732	12,047,000
(iv) Short-term Loans and Advances	17	525,532	768,187
(v) Other Current Assets	18	4,997,684	617,317
		<b>954,358,562</b>	<b>594,617,148</b>
<b>TOTAL</b>		<b>1,049,015,670</b>	<b>644,305,083</b>

Significant Accounting Policies and Notes on Accounts

1

As per audit report of even date attached

For Khilnani &amp; Associates

Chartered Accountants

For &amp; on behalf of the Board

K.K. Khilnani  
Partner  
M No.072736  
FRN. 005776C

Place: Jaipur  
Date: 07.05.2016

Sd/-  
Aman Baid  
Director  
DIN: 03100575

Sd/-  
Manoj Kumar Jain  
Chief Financial Officer

Sd/-  
Panna Lal Baid  
Chairman & Managing Director  
DIN: 00009897

Sd/-  
Namrata Sajnanl  
Company Secretary

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31.03.2016**

(Amount in Rs.)

PARTICULARS	NOTES	FOR THE YEAR 2015-16	FOR THE YEAR 2014-15
<b><u>INCOME</u></b>			
<b>Revenue from Operations</b>			
Revenue from Services	19	182,086,244	84,537,890
Other Income	20	460,000	1,486,281
<b>TOTAL (I)</b>		<b>182,546,244</b>	<b>86,024,171</b>
<b><u>EXPENSES</u></b>			
Purchase of Stock in Trade	21	224,905	-
Changes in Inventories	22	787,105	157,743
Expenses on Employee Benefits	23	27,927,182	8,441,350
Finance Costs	24	55,441,768	34,305,277
Depreciation	10	1,946,294	1,625,858
Other Expenses	25	56,045,833	23,387,203
<b>Total (II)</b>		<b>142,373,087</b>	<b>67,917,431</b>
<b>Profit Before Exceptional, Extraordinary Items &amp; Tax (I-II)</b>		<b>40,173,157</b>	<b>18,106,740</b>
<b>Profit Before Extraordinary Items &amp; Tax</b>		<b>40,173,157</b>	<b>18,106,740</b>
Less: Tax Expenses			
Current Tax		13,314,581	5,623,245
Excess/(Short) provision of tax relating to earlier years		-	516,575
Deferred Tax		(626,127)	(31,522)
<b>Profit and Loss after Tax</b>		<b>27,484,703</b>	<b>11,998,442</b>
<b>Earning Per Equity Share (EPS)</b>			
Basic		4.47	1.95
Diluted		4.47	1.95

As per audit report of even date attached  
For Khilnani & Associates  
Chartered Accountants

For & on behalf of the Board

K.K. Khilnani  
Partner  
M No. 072736  
FRN. 005776C

Sd/-  
Aman Baid  
Director  
DIN: 03100575

Sd/-  
Panna Lal Baid  
Chairman & Managing Director  
DIN: 00009897

Place: Jaipur  
Date: 07.05.2016

Sd/-  
Manoj Kumar Jain  
Chief Financial Officer

Sd/-  
Namrata Sajrani  
Company Secretary



**BAID LEASING AND FINANCE CO. LTD.**

**Cash Flow Statement**

(Amount in Rs.)

Particulars	For the year ended on 31st March			
	2016		2015	
	Details	Amount	Details	Amount
<b>A Cash flow from operating activities</b>				
N.P. before tax		40,173,157		18,106,741
Adjustments for				
Provision for depreciation	1,946,294		1,625,858	
Dividend on Investments	-		(7,275)	
Capital Gain on sale of investments	-		(1,471,580)	
Capital Gain on sale of fixed assets	-		(7,426)	
Provision for N.P.A W/Back	2,220,599		(295,343)	
Deferred tax assets	(626,127)		(31,522)	
Finance cost paid	55,441,768	58,982,535	34,213,441	34,026,154
Operating profit before income-tax		99,155,691		52,132,895
Less: Income-tax payable		(12,688,454)		(6,108,298)
Op. profit before working cap. changes		86,467,237		46,024,597
Adjustments for change in working cap.				
a. (Increase)/decrease in op. assets				
Inventories	(325,936,218)		(111,336,245)	
Trade receivables	(28,765,751)		(25,416,022)	
Long term loans & advances	(30,626,973)		(82,713,975)	
Short term loans & advances	242,655		(134,138)	
Other current assets	(4,380,367)	(389,466,654)	(81,500)	(219,681,880)
b. Increase/(decrease) in op. liabilities				
Trade payables	8,277,872		292,596	
Other current liabilities	118,715,208		70,919,523	
Other long term liabilities	-		-	
Short term provisions	(1,639,994)	125,353,086	629,234	71,841,353
Net cash flow/(used)-op. activities (A)		(177,646,331)		(101,815,930)
<b>B Cash flow from investing activities</b>				
Dividend on Investments			7,275	
Adj. for (increase)/decrease in assets				
(Purchase)/sale of tangible fixed assets	(4,568,847)		(6,306,134)	
(Purchase)/sale of intangible Fixed assets	-		(660,480)	
(Purchase)/sale of L. term investments	(11,093,520)		(9,222,893)	
Cash flow/(used) - invtng. activities (B)		(15,662,367)		(16,182,232)
<b>C Cash flow from financing activities</b>				
Finance Cost	(55,441,768)		(34,213,441)	
Increase/(decrease) in L.T. borrowings	190,446,322		89,909,404	
Increase/(decrease) in W.C. limits	59,205,876		63,799,137	
Cash flow/(used)-fin. activities (C')		194,210,429		119,495,100
Net increase/(decrease) in cash & equivalent.		901,732		1,496,938
(A)+(b)+(C')				
Cash & equivalent at the beginning of yr.		12,047,000		10,550,062
Cash & equivalent at end of the year		12,948,732		12,047,000



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**BAID LEASING AND FINANCE CO. LTD.**

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As per audit report of even date attached  
For Khilnani & Associates  
Chartered Accountants

For & on behalf of the Board

K.K. Khilnani  
(Partner )  
M No.072736  
FRN. 005776C

Sd/-  
Aman Baid  
Director  
DIN: 03100575

Sd/-  
Panna Lal Baid  
Chairman & Managing Director  
DIN: 00009897

Place: Jaipur  
Date: 07.05.2016

Sd/-  
Manoj Kumar Jain  
Chief Financial Officer

Sd/-  
Namrata Sajnani  
Company Secretary



**Notes: Accompanying to the Balance Sheet**

(Amount in Rs.)

NOTE NO.	PARTICULARS	As At 31-Mar-2016	As At 31-Mar-2015
<b>2</b>	<b><u>SHARE CAPITAL</u></b>		
	Authorised Share Capital		
	(70,00,000 Equity Shares of Rs. 10/- each)	70,00,000	70,00,000
	(Previous Year - 70,00,000 Equity Shares of Rs. 10/- each)		
	Issued, Subscribed & Paid up Capital		
	61,45,000 Equity Shares of Rs. 10/- each fully paid up	61,450,000	61,450,000
	(Previous Year - 61,45,000 Equity Shares of Rs. 10/- each fully paid up)		
		<b>61,450,000</b>	<b>61,450,000</b>

**a) Reconciliation of the Shares Outstanding at the beginning & at the end of the reporting period**

Equity shares	No. of Share	No. of Share
At the beginning of the year	6,145,000	6,145,000
Issued during the year		
At the end of the year	<b>6,145,000</b>	<b>6,145,000</b>

**b) Terms/rights attached to equity shares**

The company has only one class of equity shares having face value of Rs. 10/- per share. Each equity shareholder is entitled for one vote per share.

**c) Shares held by the holding/ultimate holding company and/or their subsidiaries/associates: - Nil****d) Details of Shareholders holding more than 5% shares in the company**

Equity shares of Rs. 10 each fully paid	31-Mar-2016		31-Mar-2015	
	No. of Shares	% Holding	No. of Shares	% Holding
i) Jaisukh Developers Pvt. Ltd.	709,500	11.55%	709,500	11.55%
ii) Mr. Aman Baid	352,799	5.74%	340,170	5.54%
iii) Carewell Developers Pvt. Ltd.	326,166	5.31%	326,166	5.31%
	<b>1,388,465</b>		<b>1,375,836</b>	

e) During the financial year and previous financial year, the company has not made any issue of bonus shares and none of the shares issued for consideration other than cash and shares bought back.



(Amount in Rs.)

**3 RESERVES & SURPLUS**

	As At 31-Mar-2016	As At 31-Mar-2015
<b>(a) (i) Special Reserve (R.B.I. - 20% of Profit)</b>		
Balance as per Last Financial Statements	18,300,000	15,900,000
Add: Transfer from Profit & Loss Account	5,600,000	2,400,000
Closing Balance	<u>23,900,000</u>	<u>18,300,000</u>
<b>(ii) Special Reserve (R.B.I. - Standard Assets)</b>		
Balance as per Last Financial Statements	1,045,200	834,200
Add: Transfer from Profit & Loss Account	1,160,000	211,000
Closing Balance	<u>2,205,200</u>	<u>1,045,200</u>
<b>(b) Surplus/(Deficit) in the Statement of Profit and Loss</b>		
Balance as per Last Financial Statements	59,398,450	50,011,007
Add: Profit/Loss for the Year	27,484,703	11,998,443
Less: Transfer to Special Reserve	(5,600,000)	(2,400,000)
Less: Transfer to Special Reserve for Std. Assets (Current year)	(1,160,000)	(211,000)
Net Surplus in the Statement of Profit and Loss	<u>80,123,153</u>	<u>59,398,450</u>
<b>Total Reserves and Surplus</b>	<u><b>106,228,353</b></u>	<u><b>78,743,650</b></u>

**4 LONG TERM BORROWINGS**

S.No.	Particulars	Security & Payment terms	As At 31-Mar-2016	As At 31-Mar-2015
<b>(a) Term Loans from Banks</b>				
	(net of installments payable in next 12 months)			
	Axis Bank Ltd.	Secured against Company's Jaguar Car. Repayable in 48 installment of Rs. 111600/- each. Bearing interest @ 10.5%	2,245,559	3,859,731
	I C I C I Bank Ltd.	Secured against Company's Creta Car. Repayable in 36 installment of Rs. 44178/- each. Bearing interest @ 9.51%	964,496	-
	Federal Bank	Secured against Company's Duster car and personal guarantee of Shri Panna Lal Baid. Repayable in 36 installment of Rs. 25889/- each. Bearing interest @ 10.2%	101,394	332,000
	<b>Total Term Loans from Banks</b>		<u><b>3,311,449</b></u>	<u><b>4,191,731</b></u>
<b>(b) Term Loans from other parties</b>				
	(net of installments payable in next 12 months)			
	MAS Financial Services Ltd., Ahmedabad (T.L. 2(a))	Secured against (a) exclusive charge against so financed portfolio, (b) FLDG amounting to @ 10% of loan availed bearing Intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 12.50 lac each plus interest accrued during the month @ 14.5% p.a.		4,251,582



MAS Financial Services Ahmedabad (T.L. 2(b))	Ltd., Secured against (a) exclusive charge against so financed porfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @ 8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 8.33 lac each plus interest accrued during the month @ 14.5% p.a.	-	2,834,395
MAS Financial Services Ahmedabad (T.L. 3)	Ltd., Secured against (a) exclusive charge against so financed porfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 12.50 lac each plus interest accrued during the month @ 14.5% p.a.	-	9,715,007
MAS Financial Services Ahmedabad (T.L. 4(a))	Ltd., Secured against (a) exclusive charge against so financed porfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 20.83 lac each plus interest accrued during the month @ 14% p.a.	12,500,000	-
MAS Financial Services Ahmedabad (T.L. 4(b))	Ltd., Secured against (a) exclusive charge against so financed porfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 24 installment of Rs. 20.83 lac each plus interest accrued during the month @ 14% p.a.	14,583,339	-
MAS Financial Services Ahmedabad (T.L. 5(a))	Ltd., Secured against (a) exclusive charge against so financed porfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 36 installment of Rs. 13.89 lac each plus interest accrued during the month @ 13.5% p.a.	33,333,332	-
MAS Financial Services Ahmedabad (T.L. 5(b))	Ltd., Secured against (a) exclusive charge against so financed porfolio, (b) FLDG amounting to @ 10% of loan availed bearing intr. @8% (c) P.D.C. and (d) personal guarantees of directors. Repayable in 36 installment of Rs. 13.89 lac each plus interest accrued during the month @ 13.5% p.a.	33,333,332	-
AU Financiers (India) Ltd., Jaipur	Secured against (a) exclusive charge against so financed porfolio, (b) FLDG amounting to 5% of loan availed, bearing intr. @8%(c) P.D.C. and (d) personal guarantees of 2 directors . Repayable in 24 installment of Rs. 20.83 lac each plus interest accrued during the month @ 15% p.a.	-	15,943,204

**Total Term Loans from Other Parties****93,750,003****32,744,188****(c) Other Loans & Advances**

Shri Ganesh Ji Maharaj  
Shri Laxmi Ji Maharaj

1

1

1

1

2

2

**Total Long Term Borrowings****97,061,455****36,935,922**



# B A I D L E A S I N G A N D F I N A N C E C O . L T D .

## 5 LONG TERM PROVISIONS

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
Income Tax Demand (04-05)	35,315	35,315
Provision for Sub-standard Hire Purchase Assets	3,658,603	1,438,002
<b>Total long-term provisions</b>	<b>3,693,918</b>	<b>1,473,317</b>

(Refer to Note '26', Significant Accounting Policy No. '7')

## 6 SHORT TERM BORROWINGS

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
Loans repayable on demand - banks	245,209,839	186,003,963
Unsecured Loans	173,971,081	43,650,292
<b>Total</b>	<b>419,180,920</b>	<b>229,654,255</b>

### Details of short-term borrowings guaranteed by some of the directors or others

Particulars	Nature of Security	As At 31-Mar-2016	As At 31-Mar-2015
-------------	--------------------	----------------------	----------------------

#### Loans repayable on demand - from banks

State Bank of Bikaner & Jaipur	All vehicles financed, book-debts & other current assets; Equitable mortgage of residential house owned by Shri Pannalal Baid (Director) and Smt. Sobhag Devi Baid (relative of director) ; Equitable mortgage of residential/commercial land owned by Star Buildhome Pvt. Ltd. ; Corprate /personal guarantees of company's director, his three relatives, Star Buildhome Pvt. Ltd. and its directors.	95,720,896	43,457,936
UCO Bank	All vehicles financed, book-debts & other current assets; Equitable mortgage of residential house owned by Carewell Builders Pvt. Ltd. ; Equitable mortgage of showroom/office space owned by Smt. Sobhag Devi Baid (relative of Director); and Equitable mortgage of land owned by Star Buildhome Pvt. Ltd. Corprate /personal guarantees of company's two directors, their two relatives, Carewell Builders Pvt. Ltd. and Star Buildhome Pvt. Ltd. and its directors.	149,488,943	142,546,027

Total short-term borrowings guaranteed by directors or others

**245,209,839**

**186,003,963**

**7 TRADE PAYABLES**

Particulars	As at March 2016	As at March 2015
(i) Services Received	11,839,608.00	3,637,099.00
(ii) Others	75,363.00	-
Total	<u>11,914,971.00</u>	<u>3,637,099.00</u>

**8 OTHER CURRENT LIABILITIES**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Current maturities of long-term debts (refer to Note (3)(a) above)	128,959,593	92,466,618
(b) Other payables		
(i) Statutory Remittances (TDS.)	1,863,808	1,003,169
(ii) Others		
UCO Bank (Current Account)	1,767,756	-
Interest accrued on loan (MAS)	746,636	-
Skyview Tie Up Pvt. Ltd. - Advance against Purchase of Portfolio	192,012,500	101,135,000
MAS Financial Services Limited (Audit Expenses Payable)	17,526	-
Sundry deposits from clients	-	13,129
Payable to Customers	11,070,211	-
Incentive Payable	7,056,230	-
Others	1,335,452	31,496,588
Total Other Current Liabilities	<u>344,829,712</u>	<u>226,114,504</u>

**9 SHORT TERM PROVISIONS**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
Employee benefits		
(a) Salary payable	851,109	1,240,700
(b) Bonus	-	73,900
Other provisions for		
(a) Income-tax [Net of advance Rs. 100,00,000/- (prev. yr. Rs. 7,01,472/-)]	3,314,581	4,921,773
(b) Expenses Payable	428,822	19,963
(c) Audit Fees Payable	61,830	40,000
Total Short Term Provisions	<u>4,656,342</u>	<u>6,296,336</u>

**11 NON CURRENT INVESTMENTS**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
<b>(a) Equity Shares</b>		
Carewell Builders Pvt. Ltd. [9,700 shares (prev. year Nil) of Rs. 10 each fully paid-up]	29,100	-
Elect Agencies Pvt. Ltd. [39,000 shares (prev. year Nil) of Re. 1 each fully paid-up]	39,000	-
Niranjana Properties Pvt. Ltd. [1,000 shares (prev. year Nil) of Rs. 10 each fully paid-up]	10,000	-
Jai Govind Devji Agro Farming Developers Pvt. Ltd. [16,400 shares (prev. year Nil) of Rs. 10 each fully paid-up]	164,000	-
Pragati Dreamland Developers Pvt. Ltd. [5,000 shares (prev. year 5,000) of Rs. 10 each fully paid-up]	50,000	50,000
Dream Finhold Pvt. Ltd. (prev. year 18,300) of Rs. 10 each fully paid-up]	-	5,872,580
Star Buildhomes Pvt. Ltd. [2,400 shares (prev. year NIL) of Rs. 10 each fully paid-up]	24,000	-
Jaisukh Developers Pvt. Ltd. [83,100 shares (prev. year 83,100) of Rs. 10 each fully paid-up]	415,500	415,500
<b>Total Unquoted shares</b>	<b>731,600</b>	<b>6,338,080</b>
<b>(b) Mutual Funds</b>		
<b>Quoted</b>		
UTI Equity Fund Growth	100,000	100,000
Morgan Stanley Growth Fund	11,000	11,000
UTI Master Plus Unit Scheme Growth	300,000	300,000
<b>Total Mutual Funds</b>	<b>411,000</b>	<b>411,000</b>
Aggregate Market value of quoted Mutual Funds is Rs. 27,92,870/- (previous year Rs. 35,08,523/-)		
<b>(c) Other Non-current Investments</b>		
Gold	34,138	34,138
Deposit with AU Financiers (India) Ltd.	2,500,000	2,500,000
Deposit with MAS Financial Services Ltd.	28,000,000	11,300,000
Sterling Holiday Resorts Ltd.	78,576	78,576
Mahindra Holidays & Resorts India	197,744	197,744
<b>Total Other Non-current Investments</b>	<b>30,810,458</b>	<b>14,110,458</b>
(Refer to Note 1, Significant of Accounting Policy number '6')		
<b>Total Non-current Investments</b>	<b>31,953,058</b>	<b>20,859,538</b>

**12 DEFERRED TAX ASSETS**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
<b>Assets</b>		
C/f business loss (speculation)	-	223,633
Provision For Sub-Std. Assets	3,658,603	1,438,002
<b>Total Assets</b>	<b>3,658,603</b>	<b>1,661,635</b>
<b>Liabilities</b>		
Excess of book value as per Co. Law over that as per I.tax Act	410,389	439,722
<b>Total Liabilities</b>	<b>410,389</b>	<b>439,722</b>
Excess of assets over liabilities	3,248,214	1,221,913
Deferred tax rate	30.90%	30.90%
Net Deferred Tax Assets	1,003,698	377,571
Opening Provision of Deferred Tax Assets / (Liabilities)	377,571	346,049
<b>Deferred Tax Expenses / (Savings)</b>	<b>(626,127)</b>	<b>(31,522)</b>

**13 LONG TERM LOANS AND ADVANCES**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Security Deposits	7,133	7,133
(b) Balances with government authorities		
Income Tax Demand (Against Appeal)	2,986,837	2,986,837
(Refer to Note '26', Note number '3')		
TDS Recivable	2,317,987	-
(c) Other Loans and advances		
Sundry Advances (all unsecured)	44,511,662	16,202,675
<b>Total Long Term Loans and Advances</b>	<b>49,823,618</b>	<b>19,196,645</b>

**14 INVENTORIES**

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Stock-in-trade (acquired for trading)		
Shares & Securities (Valued at lower of cost and market value)	2,280,376	3,067,481
(b) Others (Valued at cost)		
(i) Stock on Hire	446,201,201	514,257,156
(ii) Loans against Mortgage of Property	392,205,382	-
(iii) Payable to HP Customers	-	(2,573,896)
(Refer to Note 1, Significant accounting policy number '5')		
<b>Total Inventories</b>	<b>840,686,959</b>	<b>514,750,741</b>



# BAID LEASING AND FINANCE CO. LTD.

## 15 TRADE RECEIVABLES

(Other than directors & related persons, unsecured considered good)

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Outstanding for a period exceeding 6 months from the date they became due for payment	48,428,346	31,511,591
(b) Other Trade Receivables	46,771,308	34,922,312
<b>Total Trade Receivable</b>	<b>95,199,654</b>	<b>66,433,903</b>

## 16 CASH AND CASH EQUIVALENTS

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Cash in hand	6,215,080	5,505,076
(b) Cheques, drafts on hand	6,159,754	2,779,153
(c) Balances with banks (Current Accounts)	573,898	3,762,771
<b>Total Cash and Cash Equivalents</b>	<b>12,948,732</b>	<b>12,047,000</b>

## 17 SHORT TERM LOANS AND ADVANCES

(Other than directors & related persons, unsecured considered good)

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
(a) Prepaid Expenses	-	173,672
(b) Balances with government authorities	525,532	594,515
<b>Total Short Term Loans &amp; Advances</b>	<b>525,532</b>	<b>768,187</b>

## 18 OTHER CURRENT ASSETS

(Other than directors & related persons, unsecured considered good)

Particulars	As At 31-Mar-2016	As At 31-Mar-2015
Kamal Autotech Pvt Ltd	15,855	-
Mas Financial Services Limited (TDS Receivable)	114,250	40,000
Royal Craft And Creation Pvt Ltd	14,773	-
S.P. Jain Education	260,756	-
Sanjeev Kothari	50,000	-
Skyview Tie up Pvt. Ltd.	-	41,500
Interest Recievable 15-16 (AU & MAS)	1,505,550	535,817
Hari Om Jai Advertisers	600	-
Expenses Receivable from Customers	35,900	-
Revant Infratech P Ltd - Advance Payment against Purchase of Land	3,000,000	-
	<b>4,997,684</b>	<b>617,317</b>



**Notes : Accompanying to the Profit & Loss Statement****19 REVENUE FROM OPERATIONS**

(Amount in Rs.)

S.No.	Particulars	Details	For the year ended on March 31, 2016	Details	For the year ended on March 31, 2015
(a)	<b>Sale of Products</b>				
	Shares and Securities		2,336,197		717,260
(b)	<b>Interest and Hire Income</b>		176,158,876		82,528,625
	Hire Income	117,448,372		72,269,357	
	Interest on Loan agt. Mort. of Property	44,644,771		267,341	
	Interest on Delayed Installment	10,528,113		3,484,134	
	Interest Received	3,537,620		6,507,793	
(c)	<b>Other Operating Revenues</b>		3,591,171		1,292,005
	Processing Fees	902,424		233,450	
	Interest Received (on FD)	1,609,096		620,932	
	Customer Followup and Miscellaneous Income	835,793		9,100	
	NPA Provison written back	-		295,343	
	Dividend from Stock in Trade Shares	243,858		133,180	
	<b>Total Operating Revenue</b>		<b>182,086,244</b>		<b>84,537,890</b>

Refer to Note 1, Significant accounting policy number '1' and '2'

**20 OTHER INCOME**

S.No.	Particulars		For the year ended on March 31, 2016		For the year ended on March 31, 2015
(a)	<b>Dividend income</b>				
	Long-term investments (others)		-		7,275
(b)	<b>Net gain from sale of</b>				
	Long-term investments		-		1,471,580
(c)	<b>Other non-operating income -net of directly attributable expenses</b>				
	Office Rent Received		460,000		-
	Profit from sale of fixed asset		-		7,426
	<b>Total Other Income</b>		<b>460,000</b>		<b>1,486,281</b>

**21 PURCHASE OF STOCK-IN-TRADE**

(Amount in Rs.)

S.No.	Particulars	For the year ended on March 31, 2016	For the year ended on March 31, 2015
	Traded Goods (Equity Shares)	224,905	-
	<b>Total Purchase of Stock-in-trade</b>	<b>224,905</b>	<b>-</b>

**22 CHANGES IN INVENTORIES**

S.No.	Particulars	For the year ended on March 31, 2016	For the year ended on March 31, 2015
	Traded Goods (Equity Shares)		
	Opening Stock	3,067,481	3,225,224
	Less: Closing stock	2,280,376	3,067,481
	Change in stock of traded goods	787,105	157,743
	<b>Decrease / (Increase) in inventories</b>	<b>787,105</b>	<b>157,743</b>

**23 EMPLOYEE BENEFIT EXPENSES**

S.No.	Particulars	For the year ended on March 31, 2016	For the year ended on March 31, 2015
(a)	Salaries	25,348,817	7,016,258
(b)	Directors Remuneration	1,200,000	916,000
(c)	ESI & PF	40,920	-
(d)	Bonus	810,500	472,600
(e)	Other benefit to staff		
	Staff Welfare Expenses	526,945	16,574
	Medical Insurance of Staff	-	19,918
	<b>Total Employee Benefits Expenses</b>	<b>27,927,182</b>	<b>8,441,350</b>

**24 FINANCE COST**

S.No.	Particulars		For the year ended on March 31, 2016	For the year ended on March 31, 2015
(a)	Interest expenses on Borrowings		53,111,146	32,049,538
(b)	Other borrowing costs			
	Loan Processing Charges		2,095,000	2,163,903
	Bank Charges		235,622	91,836
	<b>Total Finance Cost</b>		<b>55,441,768</b>	<b>34,305,277</b>

**25 OTHER EXPENSES**

S.No.	Particulars		For the year ended on March 31, 2016	For the year ended on March 31, 2015
(a)	Advertisements & Publicity Exp.		1,675,474	264,832
(b)	Auditor's Remuneration		68,700	21,000
(c)	Bad Debts Written Off		1,244,306	115,356
(d)	Business Promotion Expenses		173,000	43,230
(e)	Charity & Donation		352,800	114,000
(f)	Demat & Depository Charges		3,421	63,365
(g)	Entertainment Expenses		102,197	64,690
(h)	Insurance & Registration Exp.		410,703	77,166
(i)	Legal Fee & Stamping Charges		2,971,745	624,388
(j)	News Papers, Books & Periodicals		11,964	9,992
(k)	Office Expenses		4,008	42,141
(l)	Incentive		7,056,230	-
(m)	Petrol & Diesel		1,500,541	187,550
(n)	Postage, Telegraph & Courier Expense		60,378	91,221
(o)	Printing & Stationery		407,125	72,822
(p)	Power and Fuel		170,178	84,415
(q)	Rent		2,252,500	1,736,400
(r)	Repairs to Building		361,742	301,725
(s)	Repairs to Machinery		-	103,850

**BAID LEASING AND FINANCE CO. LTD.**

(t) NPA Provision	2,220,601	-
(u) Rates and Taxes	76,348	-
(v) Rebate	743,195	38,844
(w) Telephone & Mobile Exp.	440,527	86,420
(x) Travelling & Conveyance	313,402	235,543
(y) Roc Fees	13,200	22,500
(z) Business Development Expenses	1,016,340	-
(aa) Commission	22,430,288	12,279,369
(ab) Vehicle Repossession Expense	9,707,786	5,014,300
(ac) Discount on Sale of NPA	-	1,530,998
(ad) Other Miscellaneous Expenses	257,135	161,084
<b>Total Other Expenses</b>	<b>56,045,833</b>	<b>23,387,203</b>

As per audit report of even date attached  
For Khilnani & Associates  
Chartered Accountants

For & on behalf of the Board

K.K. Khilnani  
Partner  
M No.072736  
FRN. 005776C

Sd/-  
Aman Baid  
Director  
DIN: 03100575

Sd/-  
Panna Lal Baid  
Chairman & Managing Director  
Din: 00009897

Place: Jaipur  
Date: 07.05.2016

Sd/-  
Manoj Kumar Jain  
Chief Financial Officer

Sd/-  
Namrata Sajnani  
Company Secretary

## NOTE 10 - FIXED ASSETS

(Amount in Rs.)

Particulars	Bal. as on 1st April 2015	Additions	Disposals	Acquisition business combinations	Reclassified for sale	Revaluation Increase	Foreign exchange difference	Borrowing cost capitalised	Other adjustments	Bal. as on 31st March 2016
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### (A) Tangible Assets

(a) Plant & Equipments	-	-	-	-	-	-	-	-	-	-
(b) Furniture & Fixture	739,897	2,130,000	-	2,869,897	-	-	-	-	-	2,869,897
(c) Vehicles	181,580	-	-	181,580	-	-	-	-	-	181,580
(d) Office Equipments	265,473	-	-	265,473	-	-	-	-	-	265,473
(e) Computers	557,107	222,727	-	779,834	-	-	-	-	-	779,834
(f) Water Cooler, CTV &	641,796	551,200	-	1,192,996	-	-	-	-	-	1,192,996
(g) Motor Car	10,376,681	1,664,920	-	12,041,601	-	-	-	-	-	12,041,601
<b>Total tangible</b>	<b>12,762,534</b>	<b>4,568,847</b>	<b>-</b>	<b>17,331,381</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>17,331,381</b>
<b>Previous year</b>	<b>7,332,398</b>	<b>6,606,134</b>	<b>-</b>	<b>12,762,534</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,762,534</b>

### (B) Intangible Assets

(a) Goodwill	-	-	-	-	-	-	-	-	-	-
(b) Brands	-	-	-	-	-	-	-	-	-	-
(a) Computer Softwares	660,480	-	-	660,480	-	-	-	-	-	660,480
(d) Copy rights patents	-	-	-	-	-	-	-	-	-	-
(e) Recepies, designs	-	-	-	-	-	-	-	-	-	-
(f) Licences	-	-	-	-	-	-	-	-	-	-
(g) Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Total intangible</b>	<b>660,480</b>	<b>-</b>	<b>-</b>	<b>660,480</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>660,480</b>
<b>Previous year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(Refer to Note 1, Significant of Accounting Policy number '3')



BAID LEASING AND FINANCE CO. LTD.

**NOTE 10 - FIXED ASSETS (CONTD.)**

(Amount in Rs.)

Particulars	Rate of Depr.	Gross Block				Accumulated Depreciation				Net Block	
		As on 01-04 2015	Additions	Deletions Adjustments	As on 31-03 2016	As on 01-04 2015	Additions	Deletions Adjustments	As on 31-03 2016	As on 31-03 2015	As on 31-03 2016
							Year 15-16	Preceding yrs.*			
<b>(A) Tangible Assets</b>											
(a) Land		-	-	-	-	-	-	-	-	-	-
(b) Building											
Own use		-	-	-	-	-	-	-	-	-	-
Operating lease		-	-	-	-	-	-	-	-	-	-
(c) Furniture & Fixture	9.50	739,897	2,130,000	-	2,869,897	683,277	161,027	-	844,304	56,620	2,025,593
(d) Vehicles (2 wheelers)	9.50	181,580	-	-	181,580	148,640	17,250	-	185,890	32,940	15,690
(e) Office Equipments	19.00	265,473	-	-	265,473	265,473	-	-	265,473	-	-
(f) Computers	31.67	557,107	222,727	-	779,834	557,107	197,024	-	754,131	-	25,703
(g) Water Cooler, CTV &	19.00	641,796	551,200	-	1,192,996	641,796	140,451	-	782,247	-	410,749
(h) Motor Car	11.88	10,376,681	1,664,920	-	12,041,601	1,872,540	1,430,542	-	3,303,082	8,504,141	8,738,519
<b>Total tangible</b>		<b>12,762,534</b>	<b>4,568,847</b>	<b>-</b>	<b>17,331,381</b>	<b>4,168,832</b>	<b>1,946,294</b>	<b>-</b>	<b>6,115,127</b>	<b>8,593,701</b>	<b>11,216,254</b>
<b>Previous year</b>		<b>7,332,398</b>	<b>6,606,134</b>	<b>1,175,998</b>	<b>12,762,534</b>	<b>3,426,398</b>	<b>1,107,100</b>	<b>518,749</b>	<b>883,424</b>	<b>4,168,832</b>	<b>3,906,000</b>
<b>(B) Intangible Assets</b>											
(a) Goodwill		-	-	-	-	-	-	-	-	-	-
(b) Brands		-	-	-	-	-	-	-	-	-	-
(c) Computer Softwares	31.67	660,480	-	-	660,480	-	-	-	-	-	660,480
(d) Copy rights patents		-	-	-	-	-	-	-	-	-	-
(e) Recopies, designs		-	-	-	-	-	-	-	-	-	-
(f) Licences		-	-	-	-	-	-	-	-	-	-
(g) Others (specify)		-	-	-	-	-	-	-	-	-	-
<b>Total intangible</b>		<b>660,480</b>	<b>-</b>	<b>-</b>	<b>660,480</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>660,480</b>
<b>Previous year</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(\* Cumulative impact of the change in the rate of depreciation on preceding years' depreciation allowance)

(Refer to Note 1, Significant of Accounting Policy number '3' &amp; '4')


**BAID LEASING AND FINANCE CO. LTD.**



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

(Forming part of the final accounts for the year 2015-2016)

**(A) SIGNIFICANT ACCOUNTING POLICIES**

**1. General**

- A. Accounts have been prepared on historical cost basis following the mercantile system of accounting.
- B. All expenses and income, to the extent considered payable and receivable respectively are accounted for on accrual basis, subject to the following heads, which have been accounted for on cash basis:
- a. Accrued hire charges in cases where number of due installments exceed 12 months.
  - b. Interest on Loans and Advances considered as sticky by the management.
  - c. Penal interest chargeable on delayed installments of hire charges and payable in respect of delayed payment of taxes.

**2. Use of Estimates**

Preparation of financial statements requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities and reported amounts of income and expenditure during the period. Actual results might differ from such estimates. Difference between the actual results and estimates are recognized in the period in which the results are known.

**3. Fixed Assets**

Fixed assets are stated at cost. Taxes, duties, freight and other expenses incidental to acquisition or installments thereof are included in the cost.

**4. Depreciation**

Depreciation has been provided for following Straight Line Method, at the rates and in the manner specified in Section 123 read with Schedule II of the Companies Act, 2013.

**5. Inventories**

Inventories of shares have been valued at lesser of cost ascertained following first-in-first-out method and the respective market values of individual shares.

Stock on hire has been valued at cost.

**6. Investments**

All Investments have been stated at cost.



Provision for diminution in shares of private limited companies, wherever so, has been ignored in view of the long-term nature of such investments and existence of adequate underlying assets.

Market value of quoted mutual funds has been separately disclosed in the relevant note.

Long term deposits for securing finance or for deriving such other benefits have been classified as Investments.

Dividend and capital gain from sale of shares held as investments and Interest income from security deposits of investment nature have been disclosed separately in the relevant note.

#### **7. Provision for NPA under Hire-Purchase and Loans & Advances**

Company is a R.B.I. approved non deposit taking NBFC. It has followed the policy of making provision for the Non-performing-assets in respect of its Hire -Purchase and Loans & Advances assets in accordance with the 'provisioning norms'; and accounting for the hire and interest incomes following the 'income recognition and prudential norms' as laid down by the RBI as per its circular no. DNBR (PD) CC.No.044/03.10.119/2015-16 dated July 1, 2015.

#### **8. Staff Benefits**

There is no quantifiable contractual obligation to pay the retirement benefits to company's directors and other staff hence they would be accounted for in the year they are actually paid.

### **(B) NOTES ON ACCOUNTS**

1. There is a contingent liability upon the company due to Income-tax department's appeal before Rajasthan High Court seeking disallowance of company's claim for deduction u/s 80 HHC totaling Rs. 117.83 lac in respect of A.Y. 95-96 and 96-97.
2. In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value on realization in ordinary course of business at least to the amount at which they are stated.
3. Balance standing to the debit or credit of Sundry Debtors, Sundry Creditors, Unsecured Loans and Loans & Advances are subject to their confirmation.

4. Details of Auditors remuneration:

	<u>Current Year</u>	<u>Previous Year</u>
a. Statutory Audit Fees	31,000/-	21,000/-
b. Income-tax and allied works	29,000/-	19,000/-

5. Previous year figures have been re-grouped and re-arranged wherever considered necessary.
6. There is no creditor relating to trade or expenses which has intimated its identity as a S.S.I. Unit and payment to whom is outstanding for a period exceeding 6 months.
7. Managerial remuneration paid/payable by the Company to its managerial persons is within permissible limits under Section 197 of the Companies Act, 2013.





8. Segment Reporting in compliance to AS 17 of ICAI

The Company's main business is financing by way of hire purchase of used vehicles and providing loans. All other activities of the Company revolve around its main business. As such, there are no separate reportable segments, as per the Accounting Standard on 'Segment Reporting' (AS 17), specified under Section 133 of Companies Act, 2013.

9. Related Party Disclosure in compliance to AS18 of I.C.A.I.

**KEY MANAGEMENT PERSONNELS:**

- (1) Panna Lal Baid (Chairman and MD)
- (2) Aman Baid (Director)
- (3) Manoj Kumar Jain (CFO)
- (4) Namrata Sainani (C.S)

**RELATIVES OF KEY MANAGEMENT PERSONNEL**

- (1) Sobhag Devi Baid
- (2) Mahendra Kumar Baid (Son of C & MD)
- (3) Alpna Baid (Daughter in-law)
- (4) Aditya Baid

**ASSOCIATES**

- (1) BFL Developers Limited

<b>PARTICULARS OF TRANSACTION</b>	<b>KEY MANAGEMENT PERSONS &amp; RELATIVES</b>	<b>ASSOCIATES</b>
<b>EXPENSES</b>		
Director Remuneration	12,00,000	
Salary	15,00,000	
Rent	15,20,000	
Car Lease Rent	3,60,000	
Commission to BFL Developers Ltd.		9,60,000
<b>INCOME</b>		
Rent		2,40,000
<b>Unsecured Loans</b>		
Alpna Baid	63,00,000	
Aman Baid	2,07,50,000	

Transactions Executed in normal course of business at arms length price

Subject to our Audit report of even date

**For Khilnani & Associates**

Chartered Accountants

**For and on Behalf of the Board**

**K.K. KHILNANI**  
(Partner)  
M. No. 072736  
FRN. 005776C

**Sd/-**  
**PANNA LAL BAID**  
(Chairman and MD)  
(DIN: 00009897)

**Sd/-**  
**MANOJ KUMAR JAIN**  
(Chief Financial Officer)

PLACE : Jaipur  
DATE : 07-05-2016

**Sd/-**  
**AMAN BAID**  
Director  
DIN: 03100575

**Sd/-**  
**NAMRATA SAJNANI**  
(Company Secretary)



**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65910RJ1991PLC006391      Name of the Company : BAID LEASING AND FINANCE CO. LTD.  
Registered office : "Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302 006

Name of the member (s):	_____
Registered address:	_____
E-mail Id:	_____
Folio No/ Client Id:	_____ DP ID: _____

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

- |           |         |           |   |                       |
|-----------|---------|-----------|---|-----------------------|
| 1. Name   | : ..... | Address   | : | .....                 |
| E-mail Id | :       | Signature | : | ....., or failing him |
| 2. Name   | : ..... | Address   | : | .....                 |
| E-mail Id | :       | Signature | : | ....., or failing him |
| 3. Name   | : ..... | Address   | : | .....                 |
| E-mail Id | :       | Signature | : | .....                 |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on Thursday the 25th day of August, 2016 at 04.00P.M. at its registered office at "Baid House", IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur 302006 and at any adjournment thereof in respect of such resolutions as are indicated below:

**ATTENDANCE SLIP**

Registered Folio no./ DP ID no./ Client ID no. : \_\_\_\_\_

Number of shares held : \_\_\_\_\_

I certify that I am a member/ proxy for the member of the company.

I hereby record my presence at the 25th Annual general meeting of the company, held on Thursday the 25th day of August, 2016, at its registered office at "Baid House", IInd Floor 1, Tara Nagar, Ajmer Road, Jaipur 302 006.

\_\_\_\_\_  
Name of the member/ proxy  
(in BLOCK letters)

\_\_\_\_\_  
Signature of the member/ proxy

**Note:** Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the AGM.



Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of the financial statements of the Company for the year ended 31 March, 2016 together with the reports of the Board's and Auditor's thereon.			
2.	Re-appointment of Mrs. Alpana Baid as a Director, liable to retirement by rotation.			
3.	Ratification of appointment of M/s. Khilnani & Associates, Chartered Accountants, Jaipur as Statutory Auditors of the Company for the F.Y. 2016-17			
<b>Special Business</b>				
4.	To adopt new set of articles of association of the company			

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

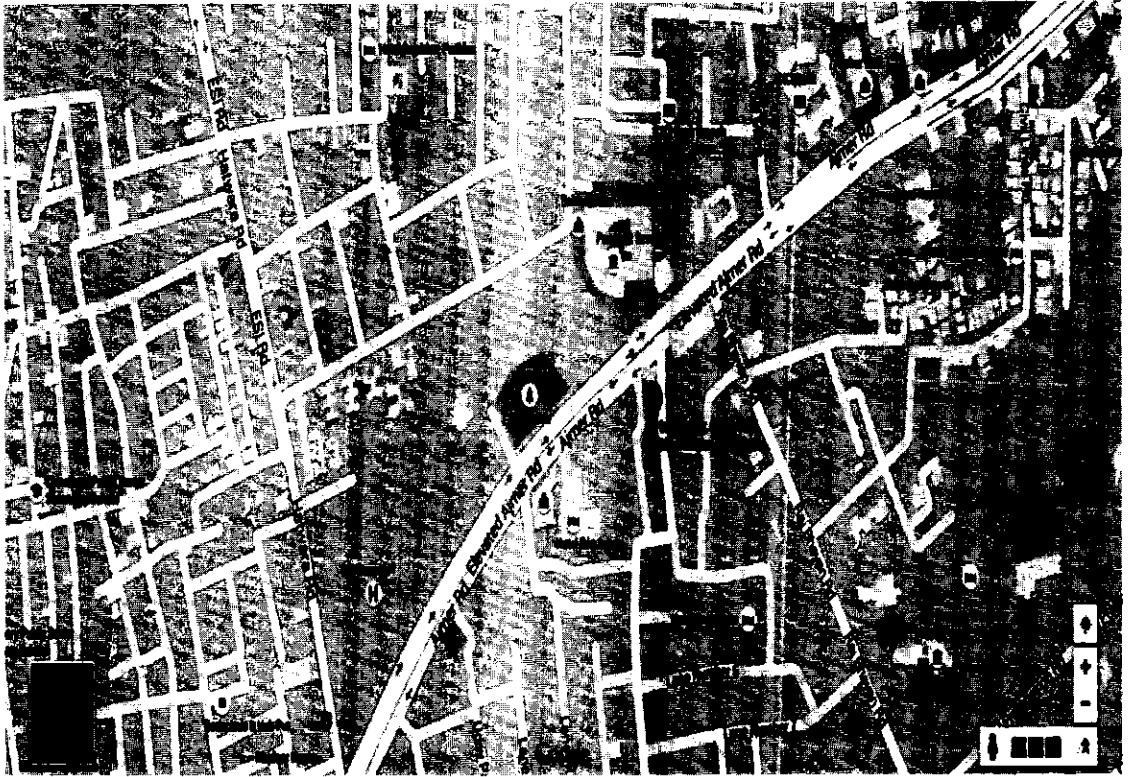
**Affix  
Revenue  
Stamp**

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**BAID LEASING AND FINANCE CO. LTD.**

**ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING**



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**BOOK-POST**

**If Undelivered please return to :**  
**BAID LEASING AND FINANCE CO. LTD.**  
"Baid House" IInd Floor, 1, Tara Nagar,  
Ajmer Road, Jaipur 302 006 (Rajasthan)

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)

**ARTICLES OF ASSOCIATION  
OF  
BAID LEASING AND FINANCE CO. LTD.**

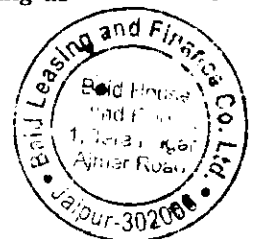
The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the 25<sup>th</sup> annual general meeting of the Company held on August 25, 2016 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

**TABLE 'F' EXCLUDED**

- |  |  |
|--|--|
| 1. (1) The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.  | Table 'F' not to apply                   |
| (2) The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles. | Company to be governed by these Articles |

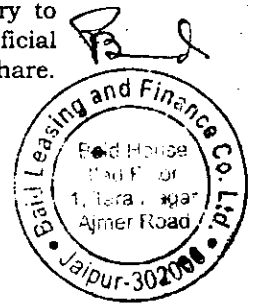
**Interpretation**

- |  |  |
|--|--|
| 2. (1) In these Articles –   |  |
| (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable. | "Act"  |
| (b) "Articles" means these articles of association of the Company or as altered from time to time.   | "Articles"   |
| (c) "Board of Directors" or "Board", means the collective body of the directors of the Company.  | "Board of Directors" or "Board"                                    |
| (d) "Company" means "Baid Leasing and Finance Co. Ltd.".   | "Company"  |
| (e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act along with the circulars and notifications.  | "Rules"  |
| (f) "seal" means the common seal of the Company.   | "Seal"   |
| (2) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.  | "Number" and "Gender"  |
| (3) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.  | Expressions in the Articles to bear the same meaning as in the Act |



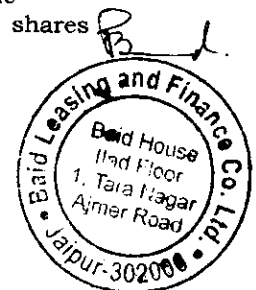
**Share capital and variation of rights**

- |  |    |  |
|--|----|--|
| Shares under control of Board                                      | 3. | The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.   |
| Directors may allot shares otherwise than for cash                 | 4. | Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.   |
| Kinds of Share Capital   | 5. | The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:<br>(a) Equity share capital:<br>(i) with voting rights; and / or<br>(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and<br>(b) Preference share capital   |
| Issue of certificate   | 6. | (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide -<br>(a) one certificate for all his shares without payment of any charges; or<br>(b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.<br><br>(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.<br><br>(3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. |
| Certificate to bear seal   |    |  |
| One certificate for shares held jointly                            |    |  |
| Option to receive share certificate or hold shares with depository | 7. | A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.   |





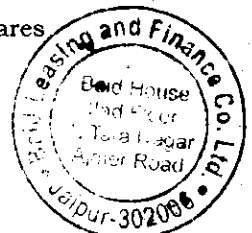
8. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
- Issue of new certificate in place of one defaced, lost or destroyed
9. The provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
- Provisions as to issue of certificates to apply *mutatis mutandis* to debentures, etc.
10. (1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
- Power to pay commission in connection with securities issued
- (2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.
- Rate of commission in accordance with Rules
- (3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- Mode of payment of commission
11. (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
- Variation of members' rights
- (2) To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.
- Provisions as to general meetings to apply *mutatis mutandis* to each meeting
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
- Issue of further shares not to affect rights of existing members
13. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
- Power to issue redeemable preference shares



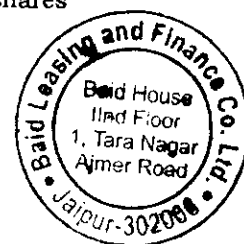
- Further issue of share capital
14. (1) Where it is proposed to increase the subscribed capital of the Company by the issue of new shares, the Board or the Company, as the case may be, may, in accordance with the relevant Acts and the Rules, issue further shares to -
- (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
  - (b) employees under any scheme of employees' stock option subject to Special Resolution passed by the company and subject to such conditions as may be specified in the relevant Rules.; or
  - (c) any persons, by way of passing a Special Resolution to that effect, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
- Mode of further issue of shares
- (2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

#### Lien

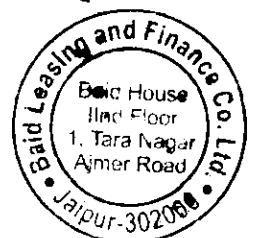
- Company's lien on shares
15. (1) The Company shall have a first and paramount lien -
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:
- Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- Lien to extend to dividends, etc.
- (2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
- Waiver of lien in case of registration
- (3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.
- As to enforcing lien by sale
16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.
- Validity of sale
17. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- Purchaser to be registered holder
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.



- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share. Validity of Company's receipt
- (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale. Purchaser not affected
18. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. Application of proceeds of sale
- (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale. Payment of residual money
19. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim. Outsider's lien not to affect Company's lien
20. The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company. Provisions as to lien to apply *mutatis mutandis* to debentures, etc.
- Calls on shares**
21. (1) Subject to the provisions of Section 49 of the said Act the Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Board may make calls
- (2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares. Notice of call
- (3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances. Board may extend time for payment
- (4) A call may be revoked or postponed at the discretion of the Board. Revocation or postponement of call
22. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments. Call to take effect from date of resolution
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. Liability of joint holders of shares



- When interest on call or installment payable
- Board may waive interest
- Sums deemed to be calls
- Effect of non-payment of sums
- Payment in anticipation of calls may carry interest
- Installments on shares to be duly paid
- Calls on shares of same class to be on uniform basis
- Partial payment not to preclude forfeiture
- Provisions as to calls to apply *mutatis mutandis* to debentures, etc.
24. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
25. (1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
26. The Board -
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
27. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
28. All calls shall be made on a uniform basis on all shares falling under the same class.
- Explanation:* Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
29. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
30. The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.



### Transfer of shares

31. (1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee. Instrument of transfer to be executed by transferor and transferee
- (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
32. The Board may, subject to the right of appeal conferred by the Act decline to register - Board may refuse to register transfer
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the Company has a lien.
33. In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless - Board may decline to recognise instrument of transfer
- (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
34. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Transfer of shares when suspended
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
35. The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company. Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc.

### Transmission of shares

36. (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares. Title to shares on death of a member
- (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons. Estate of deceased member liable
37. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either - Transmission Clause
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.



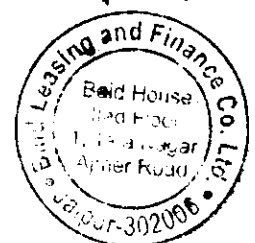
Board's right unaffected	(2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
Indemnity to the Company	(3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
Right to election of holder of share	38. (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
Manner of testifying election	(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
Limitations applicable to notice	(3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
Claimant to be entitled to same advantage	39. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:  Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
Provisions as to transmission to apply <i>mutatis mutandis</i> to debentures, etc.	40(A). The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
Nomination of Shares	40 (B) Provisions of the Act will apply in toto.

**Forfeiture of shares**

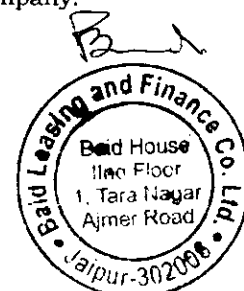
If call or instalment not paid notice must be given	41. If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other moneys as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
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42. The notice aforesaid shall: Form of notice
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
43. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. In default of payment of shares to be forfeited
44. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture. Receipt of part amount or grant of indulgence not to affect forfeiture
45. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid. Entry of forfeiture in register of members
46. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share. Effect of forfeiture
47. (1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit. Forfeited shares may be sold, etc.
- (2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit. Cancellation of forfeiture
48. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. Members still liable to pay money owing at the time of forfeiture
- (2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. Member still liable to pay money owing at time of forfeiture and interest



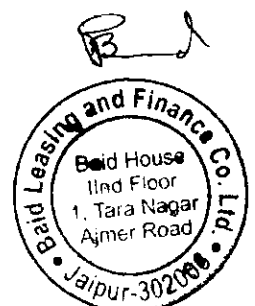
Cesser of liability	(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
Certificate of forfeiture	49. (1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
Title of purchaser and transferee of forfeited shares	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
Transferee to be registered as holder	(3)	The transferee shall thereupon be registered as the holder of the share; and
Transferee not affected	(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
Validity of sales	50.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
Cancellation of share certificate in respect of forfeited shares	51.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
Surrender of share certificates	52.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
Sums deemed to be calls	53.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to debentures, etc.	54.	The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.





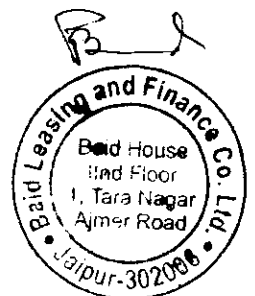
**Alteration of capital**

55. Subject to the provisions of the Act, the Company may, by ordinary resolution - Power to alter share capital
- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
  - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:  
Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
  - (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
56. Where shares are converted into stock: Shares may be converted into stock
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  
  
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
  - (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"member" shall include "stock" and "stock-holder" respectively.
57. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, - Reduction of capital
- (a) its share capital; and/or
  - (b) any capital redemption reserve account; and/or
  - (c) any securities premium account; and/or
  - (d) any other reserve in the nature of share capital.



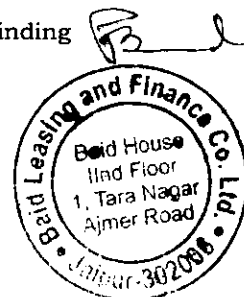
### Joint Holders

58. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
- Joint-holders
- Liability of Joint-holders
- Death of one or more joint-holders
- Receipt of one sufficient
- Delivery of certificate and giving of notice to first named holder
- Vote of joint-holders
- Executors or administrators as joint holders
- Provisions as to joint holders as to shares to apply *mutatis mutandis* to debentures, etc.
- (a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.
- (b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
- (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
- (d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
- (e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
- (f) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.



### Capitalisation of profits

59. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve –
- Capitalisation
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards :
- Sum how applied
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).
- (3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
60. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall -
- Powers of the Board  
for capitalisation
- (a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (2) The Board shall have power—
- Board's power to issue fractional certificate/coupon etc.
- (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on such members.
- Agreement binding on members



### Buy-back of shares

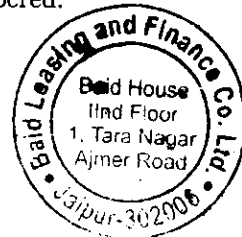
- Buy-back of shares 61. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

### General meetings

- Extraordinary general meeting 62. All general meetings other than annual general meeting shall be called extraordinary general meeting. Notice for calling general meeting(s) to be in consonance with the provisions as laid down in the Act.
- Powers of Board to call extraordinary general meeting 63. The Board may, whenever it thinks fit, call an extraordinary general meeting.

### Proceedings at general meetings

- Presence of Quorum 64. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- Business confined to election of Chairperson whilst chair vacant (2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- Quorum for general meeting (3) The quorum for a general meeting shall be as provided in the Act.
- Chairperson of the meetings 65. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.
- Directors to elect a Chairperson 66. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- Members to elect a Chairperson 67. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.
- Casting vote of Chairperson at general meeting 68. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
- Minutes of proceedings of meetings and resolutions passed by postal ballot 69. (1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.



- (2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -
- (a) is, or could reasonably be regarded, as defamatory of any person; or
- (b) is irrelevant or immaterial to the proceedings; or
- (c) is detrimental to the interests of the Company.
- (3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
- (4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
70. (1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
- (a) be kept at the registered office of the Company; and
- (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
- (2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:
- Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
71. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

Certain matters not to be included in Minutes

Discretion of Chairperson in relation to Minutes

Minutes to be evidence

Inspection of minute books of general meeting

Members may obtain copy of minutes

Powers to arrange security at meetings

#### Adjournment of meeting

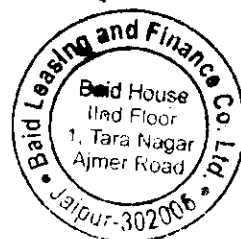
72. (1) The Chairperson may, *suo motu*, adjourn the meeting from time to time and from place to place.
- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (4) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Chairperson may adjourn the meeting

Business at adjourned meeting

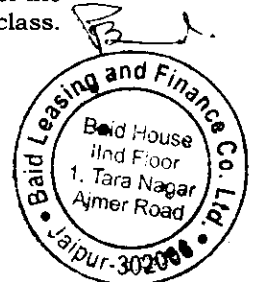
Notice of adjourned meeting

Notice of adjourned meeting not required



### Voting rights

- Entitlement to vote on show of hands and on poll 73. Subject to any rights or restrictions for the time being attached to any class or classes of shares -
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- Voting through electronic means 74. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
- Vote of joint-holders 75. (1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- Seniority of names (2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- How members *non compos mentis* and minor may vote 76. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
- Votes in respect of shares of deceased or insolvent members, etc. 77. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- Business may proceed pending poll 78. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- Restriction on voting rights 79. No member shall be entitled to vote either personally or by proxy for another member at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
- Restriction on exercise of voting rights in other cases to be void 80. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
- Equal rights of members 81. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.



### Proxy

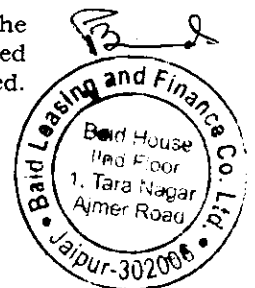
82. (1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting. A Proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll. A person appointed as proxy shall act on behalf of such member or such number of members and such number of shares as prescribed under the Act. Member may vote in person or otherwise
- (2) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Proxies when to be deposited
83. An instrument appointing a proxy shall be in the form as prescribed in the Rules. Form of proxy
84. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Proxy to be valid notwithstanding death of the principal
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### Board of Directors, their remuneration

85. (1) Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). Board of Directors
- (2) The First Directors of the Company are : Shri Panna Lal Baid, Shri Rakesh Kumar Baid and Shri Surendra Kumar Sharma. First Directors
86. (1) The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation. Directors not liable to retire by rotation
- (2) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company. Same individual may be Chairperson and Managing Director/ Chief Executive Officer
87. (1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. Remuneration of directors
- (2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act. Remuneration to require members' consent



- Sitting fee, Travelling and other expenses
- (3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid sitting fee, as the Board from time to time deems fit, subject to the limit as prescribed by the Act, all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
- (b) in connection with the business of the Company.
- Execution of negotiable instruments
88. All cheques, promissory notes, draft+s, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- Appointment of additional directors
89. (1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
- (2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
- Duration of office of additional director
90. (1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- (2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- Appointment of alternate director
- (3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
- Duration of office of alternate director
91. (1) (a) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- (b) Any deed for securing loans by the Company from financial corporations may be so arranged to provide for the appointment from time to time by the lending financial corporation of some person or persons to be a director or directors of the Company and may empower such lending financial corporation from time to time to remove and re-appoint any Director so appointed. A Director appointed under this Article is herein referred as "Nominee Director" means any director for time being in office under this Article. The deed aforesaid may contain ancillary provisions as may be arranged between the Company and the lending corporation and all such provisions shall have effect notwithstanding any of the other provisions herein contained.
- Re-appointment provisions applicable to Original Director
- Appointment of director to fill a casual vacancy and Nominee Director
- (2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.
- Duration of office of Director appointed to fill casual vacancy





### Powers of Board

92. (1) The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- (2) The Board may from time to time at its discretion and subject to the provisions of Sec. 180 and 186 of the Act and the rules made thereunder raise or borrow any sum or sums of monies for the purpose of the Company.
- (3) Subject to the provisions of Sec. 188 and the rules made thereunder the Directors may contract with the Company.

General powers of the Company vested in Board

### Proceedings of the Board

93. (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (2) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
- (3) The quorum for a Board meeting shall be as provided in the Act.
- (4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
94. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
95. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
96. (1) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

When meeting to be convened

Who may summon Board meeting

Quorum for Board meetings

Participation at Board meetings

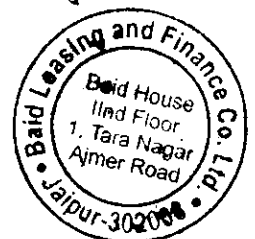
Questions at Board meeting how decided

Casting vote of Chairperson at Board meeting

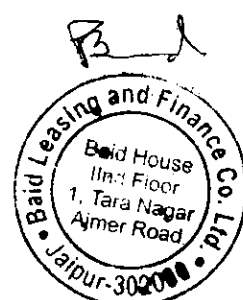
Directors not to act when number falls below minimum

Who to preside at meetings of the Board

Directors to elect a Chairperson



- Delegation of powers
- Committee to conform to Board regulations
- Participation at Committee meetings
- Chairperson of Committee
- Who to preside at meetings of Committee
- Committee to meet Questions at Committee meeting how decided
- Casting vote of Chairperson at Committee meeting
- Acts of Board or Committee valid notwithstanding defect of appointment
- Passing of resolution by circulation
97. (1) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
- (2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
98. (1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
99. (1) A Committee may meet and adjourn as it thinks fit.
- (2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
- (3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
100. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
101. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.



**Chief Executive Officer, Manager, Company Secretary  
and Chief Financial Officer**

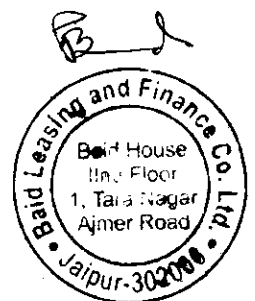
102. (a) Subject to the provisions of the Act, — Chief Executive Officer, etc.
- A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Director may be chief executive officer, etc

**Registers**

103. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Statutory registers
104. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. Foreign register
- (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the register of members.

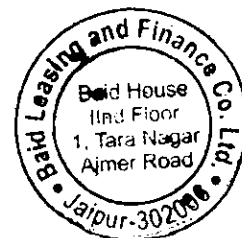
**The Seal**

105. (1) The Board shall provide for the safe custody of the seal. The seal, its custody and use
- (2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence. Affixation of seal



## Dividends and Reserve

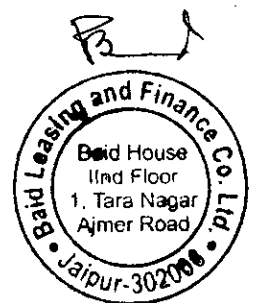
- Company in general meeting may declare dividends 106. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.
- Interim dividends 107. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
- Dividends only to be paid out of profits 108. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- Carry forward of profits (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- Division of profits 109. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- Payments in advance (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
- Dividends to be apportioned (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom 110. (1) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- Retention of dividends (2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.



111. (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. Dividend how remitted
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Instrument of payment
- (3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to have made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made. Discharge to Company
112. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share. Receipt of one holder sufficient
113. No dividend shall bear interest against the Company. No interest on dividends
114. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board. Waiver of dividends

#### Accounts

115. (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules. Inspection by Directors
- (2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board. Restriction on inspection by members



### Winding up

Winding up of  
Company

116. Subject to the applicable provisions of the Act and the Rules made thereunder -
- (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
  - (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
  - (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### Indemnity , Insurance and Reconstruction

Directors and  
officers right to  
indemnity

117. (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

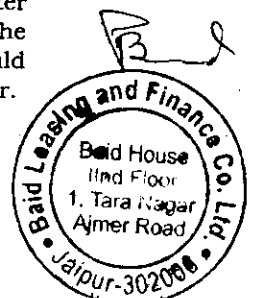
- (b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Insurance

- (c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

Inspection by members  
without permission

- (d) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of the trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors would be in-expended in the interest of the Company to discover.



### Reconstruction

- (e) On any sale of the undertaking of the Company the Directors or the liquidators on a winding up may, if paid up shares, debentures, or securities of any other company whether incorporated in India or not, other than existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), of the liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in trustees and any special resolution may provide for the distribution or appropriations of the cash, shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only in case the Company, is proposed to be or is in the course of being wound up, such statutory right, if any under section 319 of the Act, as are incapable of being varied or excluded by these presents.

### General Power

- General power . . . 118. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

### Secrecy

- Entry in premises . . . 119. No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the director, or subject to Articles to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the directors it will be inexpedient in the interest of the members of the Company to communicate.

