



BAID LEASING AND FINANCE CO. LTD.

**23RD
ANNUAL REPORT
2013-2014**

Aapki Pragati Hamara Saath

<p style="text-align: center;"><u>Board of Directors</u></p> <ul style="list-style-type: none"> • PANNA LAL BAID DIN: 00009897 Chairman & Managing Director • RAKESH KUMAR BAID DIN: 00009926 Whole Time Director • BINOD KUMAR CHORARIA DIN: 00104267 Independent and Non Executive Director • CHANDRA BHAN SINGHI DIN: 01055995 Independent and Non Executive Director • MONU JAIN DIN: 02609467 Independent and Non Executive Director • AMAN BAID w.e.f. 24.05.2014 DIN: 03100575 Director • SOBHAG DEVI BAID w.e.f. 24.05.2014 DIN: 00019831 Director 	<p style="text-align: center;"><u>Board Committees</u></p> <ul style="list-style-type: none"> • Audit Committee: Mr. Chandra Bhan Singhi (Chairman) Mr. Binod Kumar Choraria (Member) Mr. Monu Jain (Member) • Nomination & Remuneration Committee: Mr. Chandra Bhan Singhi (Chairman) Mr. Binod Kumar Choraria (Member) Mr. Monu Jain (Member) • Stakeholders Relationship Committee: Mr. Monu Jain (Chairman) Mr. Chandra Bhan Singhi (Member) Mr. Binod Kumar Choraria (Member) • Company Secretary & Compliance Officer: CS Namrata Sajnani • Corporate Identification No. CIN: L65910RJ1991PLC006391
<p>Statutory Auditors : Sharma Naresh & Associates, Chartered Accountants, Jaipur-302 001</p>	<p>Corporate Advisors: M/s V.M. & Associates, Company Secretaries, Jaipur-302 001</p>
<p>Principal Bankers : UCO Bank Limited Kotak Mahindra Bank Limited ICICI Bank Limited</p>	<p>Registrar and Share Transfer Agent : MCS Limited F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020</p>
<p style="text-align: center;">Registered Office: “Baid House”, IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur 302 006 (Rajasthan).</p>	



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the Members of **Baid Leasing and Finance Co. Ltd.** will be held on Saturday, 16th August, 2014 at 11.00 A.M., at its registered office at Baid House, IInd Floor, 1, Tara Nagar, Ajmer Road, Jaipur-302 006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To Re-appoint M/s. Sharma Naresh & Associates, Chartered Accountants, Jaipur, the retiring Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to authorize the Board to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee, M/s. Sharma Naresh & Associates, Chartered Accountants (Firm Registration No. 02984C) retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

3. Appointment of Mr. Binod Kumar Choraria as an Independent Director

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Binod Kumar Choraria (DIN: 00104267), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the fifth Annual General Meeting.”

4. Appointment of Mr. Monu Jain as an Independent Director

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment



thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Monu Jain (DIN: 02609467), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the fifth Annual General Meeting."

5. Appointment of Mr. Mudit Singhi as an Independent Director

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mudit Singhi (DIN: 03171115), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the fifth Annual General Meeting."

6. Appointment of Mrs. Alpana Baid as Director

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Alpana Baid (DIN: 06362806), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, ("the Act") proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation pursuant to Sec. 149, 152, the rules framed there under and other relevant provisions (if any) of the Act."

7. Appointment of Mr. Aman Baid as Director

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT Mr. Aman Baid (DIN: 03100575), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company by the Board of Directors with effect from 24th May, 2014 and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, and in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, be and is hereby appointed as Executive Director of the Company liable to retire by rotation on the terms and conditions including remuneration as set out below:

- (I) **Basic Salary:** Not exceeding Rs. 2,00,000/- per month, w.e.f. 01.06.2014.



- (II) **Commission:** Not exceeding 1% commission on the net profit of the Company, computed in the manner as laid down in the Companies Act, 2013. The first such 1% commission of the net profit, will be paid to Mr. Panna Lal Baid, Chairman and Managing Director of the Company and thereafter 1 % , will be paid to Mr. Aman Baid, .
- (III) **Perquisites and Benefits:** In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Director:

CATEGORY(A)

a) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses actually incurred, for self; the total cost to the Company shall not exceed one month's salary per year. However only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the company from time to time.

b) Leave Travel Concession:

For self, once in a year; the total cost to the Company shall not exceed one months' salary per year.

c) Club Fees:

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

CATEGORY(B)

In addition to the perquisites, Mr. Aman Baid shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Earned leave on full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service. .

CATEGORY(C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses



Apart from the remuneration as aforesaid, Mr. Aman Baid shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Mr. Aman Baid for attending the Meetings of Board of Directors or any committee thereof. He shall be liable to retire by rotation.

e) Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Aman Baid subject to the applicable provisions of Schedule V to the said Act.

f) Either party giving the other party one month prior notice in writing to that effect may terminate the agreement.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Aman Baid, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

8. Reappointment of Mr. Panna Lal Baid as Chairman and Managing Director

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, Mr. Panna Lal Baid (DIN: 00009897) be and is hereby appointed as Chairman and Managing Director of the Company, for a period of 3 (three) years with effect from 1st April, 2015, to 31st March, 2018 on the terms and conditions including remuneration as set out below:

(I) Basic Salary: Not exceeding Rs. 3,00,000/- per month, w.e.f. 01.04.2015.

(II) Commission: Not exceeding 1% commission on the net profit of the Company, computed in the manner as laid down in the Companies Act, 2013. The first such 1% commission of the net profit, will be paid to Mr. Panna Lal Baid, Chairman and Managing Director of the Company and thereafter 1 %, will be paid to Mr. Aman Baid.

(III) Perquisites and Benefits : In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Chairman and Managing Director:



CATEGORY (A)

a) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses actually incurred, for self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years. However only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the company from time to time.

b) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one months' salary per year or three months' salary in a period of three years.

c) Club Fees

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

CATEGORY (B)

In addition to the perquisites, Mr. Panna Lal Baid shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Earned leave on full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Mr. Panna Lal Baid, Chairman and Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Mr. Panna Lal Baid, Chairman and Managing Director for attending the Meetings of Board of Directors or any committee thereof. He shall not be liable to retire by rotation.



e) Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Panna Lal Baid, Chairman and Managing Director subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Mr. Panna Lal Baid will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

b) If at any time Mr. Panna Lal Baid, ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman and Managing Director.

c) Either party giving the other party one month prior notice in writing to that effect may terminate the agreement.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Panna Lal Baid, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

9. Retirement of Mr. Rakesh Kumar Baid

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the vacancy caused by the retirement of Mr. Rakesh Kumar Baid (DIN: 00009926), Whole time Director of the Company, who retires by rotation at this Annual General Meeting and who has not offered himself for reappointment, be not filled up.”

10. Retirement of Mr. Chandra Bhan Singhi

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the vacancy caused by the retirement of Mr. Chandra Bhan Singhi (DIN: 01055995), Director of the Company, who retires by rotation at this Annual General Meeting and who has not offered himself for reappointment, be not filled up.”

DATE: 24.05.2014
PLACE: JAIPUR

BY ORDER OF THE BOARD

CS NAMRATA SAJNANI
Company Secretary &
Compliance Officer



NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the ensuing Annual General Meeting is appended hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) MAY APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE 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.

3. Corporate members are requested to send a duly certified true copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Members and Proxies attending the meeting should bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
5. 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.
6. The register of members and share transfer books of the Company will be closed from Wednesday, 13th August, 2014 to Saturday, 16th August, 2014 (both days inclusive).
7. Members are requested to address all correspondence to MCS 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.
8. **"GO GREEN" initiative of the Ministry of Corporate Affairs (MCA):** The Ministry of Corporate Affairs (MCA) has vide Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 announced a "Green Initiative in Corporate Governance" allowing companies paperless compliance by sending documents to shareholders through electronic mode to the registered e-mail addresses of shareholders.

This is a welcome move as it will benefit the society at large through reduction in paper consumption and contribution towards a greener environment. The Company has started sending correspondence and documents such as Notices of General Meetings, Annual Reports and other shareholder communications to the shareholders in electronic form to their respective e-mail address registered with Depository Participant.

The members who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Members holding shares in physical form may kindly provide their e-mail IDs to the Company at baidfinance@baidgroup.in

Please note that as a member of the Company, you will be entitled to be furnished, free of cost, a printed copy of the Annual Report and other documents of the Company, proposed to be sent through e-mail, upon receipt of a requisition from you, at any time.

We are sure you would appreciate the Go Green Initiative taken by MCA. We solicit your patronage and support in helping the Company to implement the e-governance initiatives of the Government. Those shareholders who have received this notice on the registered email-ids, but have written to the Company for receipt of communication in physical form will be sent this notice physically.



9. Members are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
10. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updating of the bank account details to their respective Depository Participants (DP).
11. The Register of Directors' shareholding maintained under section 307 of the Companies Act, 1956 will be available for inspection by the members at the Annual General Meeting.
12. The Register of Contracts maintained under section 301 of the Companies Act, 1956 will be available for inspection by the members at the registered office of the Company.
13. As required under Clause 49 of the Listing Agreements with the Stock Exchanges, the relevant details of Directors seeking appointment/re-appointment at the ensuing AGM are furnished in the Annexure to the notice of Annual General Meeting.
14. 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.
15. 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.
16. 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.
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 Friday, 4th July, 2014 (cut off date).
18. CS Manoj Maheshwari, Practising Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The final results including the e-voting results shall be declared at the AGM of the Company. The final results along with the scrutinizers report shall be placed on the Company's website www.balfc.com with in two days of passing of the resolution at the AGM of the Company.
20. In compliance with the provisions of Sec 108, and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. The business may be transacted through e-voting services provided by Central Depository Services (India) Ltd.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Baid Leasing and Finance Company Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.