



BAID LEASING AND FINANCE COMPANY LTD.

**20TH
ANNUAL REPORT
2010-2011**

**FRIENDSHIP OF THOSE WHOM WE SERVE IS FOUNDATION
OF OUR PROGRESS**

BOARD OF DIRECTORS

- | | |
|------------------------|---------------------|
| 1. PANNALAL BAID | Managing Director |
| 2. RAKESH BAID | Whole Time Director |
| 3. BINOD CHORARIA | Director |
| 4. CHANDRA BHAN SINGHI | Director |
| 5. SURENDRA DEV SHARMA | Director |

AUDITORS
SHARMA NARESH & ASSOCIATES
Chartered Accountants, Jaipur

BANKERS
UCO BANK LTD.
KOTAK MAHINDRA BANK LTD

CORPORATE ADVISORS
V.M. & ASSOCIATES
Company Secretaries, Jaipur

REGISTRAR, TRANSFER AGENT & DEMAT REGISTRAR :

MCS LIMITED
F-65, 1st Floor, Okhla Ind. Area, Phase-I
New Delhi-110020

REGISTERED OFFICE :
"BAID HOUSE"
1, Taranagar, Ajmer Road,
JAIPUR-302 006



NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of BAID LEASING AND FINANCE CO. LIMITED will be held on Saturday, 20th August, 2011 at 11.30 A.M., at "Baid House" 1, Tara Nagar, Ajmer Road, Jaipur-302006 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at March 31, 2011 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rakesh Baid who retires by rotation and being eligible offers himself for reappointment.
3. To Appoint M/s. Sharma Naresh & Associates, Chartered Accountants, 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 and to fix their remuneration.

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, 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.**
2. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 16th August, 2011 to 20th August, 2011 (both days inclusive).
4. The company is concerned about the environment & utilizes natural resources in a sustainable way recently, the Ministry of Corporate Affairs (MCA), Government of India, through its circular Nos. 17/2011 & 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance, Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meeting, financial statements, director's report, auditors report etc. to the email address provided by you with your depositories.
We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.
5. Members are requested to bring their personal copy of Annual Report to the Meeting.

BY ORDER OF THE BOARD

**Date: 16/07/2011
Place: Jaipur**

**Sd/-
(PANNA LAL BAID)
MANAGING DIRECTOR**



ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of Directors seeking Re-appointment in Annual General Meeting pursuant to clause 49 of Listing Agreement

Name of Director	Rakesh Baid
Date of Birth	14.03.1970
Date of appointment	20.12.1991
Designation	Whole Time Director
Expertise in specific functional areas	Marketing and Business Strategy
Qualifications	Graduate
Name of Companies in which Directorship was held on 31 st March, 2011	Ganpati Holding Private Limited Elegant Prime Developers Private Limited Dream Real Mart Private Limited Prominent Vincom Private Limited Nabh Multitrade Private Limited Niranjana Prime Developers Private Limited
Member of the Committees of the Board as on 31 st March, 2011	Nil

Date: 16/07/2011
Place: Jaipur

BY ORDER OF THE BOARD

Sd/-
(PANNA LAL BAID)
MANAGING DIRECTOR

**DIRECTORS' REPORT**

To The Members,

Your Directors have pleasure in presenting their 20th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS:	31.03.2011 (Rs. in lakhs)	31-03-2010 (Rs. in lakhs)
Profit before Depreciation & Tax	94.99	92.35
Less : Depreciation	1.42	2.00
Profit before Taxation	93.56	90.35
Less : Provision for Taxation	32.23	31.14
Profit after Tax	61.33	59.22
Add: Balance brought forward	247.10	199.87
Surplus available for appropriation	308.43	259.10
Carried forward to Next Year)	295.43	247.09

DIVIDEND

In order to conserve resources of the company for future plans, your directors did not recommend payment of any dividend for the year ended 31st March, 2011.

OPERATIONS

The performance of the company during the year under review has been satisfactory. The total income was of Rs. 376.57 Lacs in comparison of Rs. 430.95 Lacs during the previous year.

FIXED DEPOSITS

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

AUDITORS

M/s Sharma Naresh & Associates, Chartered Accountants retire at the ensuing Annual General Meeting. They offer for re-appointment. Company has received their eligibility certificate in pursuant to section 224 (1B) of the Companies Act, 1956

The explanation given in Auditor's report and notes on accounts are self explanatory and do not call for any comments.

PARTICULARS OF EMPLOYEES

None of the Employee's of the company was in receipt of the remuneration exceeding the limits prescribed under section 217(2A) of the Companies Act, 1956 as amended, during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUT GO

The particulars regarding foreign exchange earnings and expenditure is NIL. Since your company does not own any manufacturing facility, the other particulars in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

The Particulars relating to Foreign Exchange Earnings and Outgo are NIL.



CORPORATE GOVERNANCE

The Company has implemented all the provisions of the Corporate Governance as stipulated by Clause 49 of the listing agreements with all the stock exchanges where the Company's securities are listed. It has always been a constant endeavour of the Company to adopt good corporate governance code through independent Board, transparent disclosures and shareholders empowerment for creating and sustaining shareholder value. A separate section on Corporate Governance alongwith a certificate from the auditors of the Company certifying compliance of stipulations of Clause 49 of listing agreements with the stock exchanges with regards to the Corporate Governance code is present elsewhere.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The report on Management Discussion and Analysis as required under the Listing Agreements with the Stock Exchanges is annexed and forms part of the Director's Report.

BOARD OF DIRECTORS

Retire by Rotation

Shri Rakesh Kumar Baid, Whole-Time Director of the Company whose period of office is liable to retire by rotation pursuant to the provisions of Companies Act, 1956 and Article 89 of the Articles of Association of the Company retires by rotation and being eligible offer himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your directors' confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure.
2. That the director's have selected such accounting policies & applied them consistently & made judgement & estimates that are reasonable & prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year & of the Profit of the company for the year.
3. That the director's have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company & for preventing & detecting fraud & other irregularities.
4. That the director's have prepared the annual accounts on a going concern basis.

LISTING OF EQUITY SHARES

Your Company continues to be Listed with BSE & DSE.

APPRECIATION

Your Board of directors wishes to express it's deep appreciation and gratitude to all Employees, Bankers, Shareholders and Clients for their sustained support, without which the continuing progress of the Company would no have been possible.

BY ORDER OF THE BOARD

Date : 16/07/2011
Place : Jaipur

Sd/-
(PANNA LAL BAID)
MANAGING DIRECTOR

Sd/-
(RAKESH BAID)
WHOLE TIME DIRECTOR



MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENTS

The Indian economy is striving on a relatively strong path. The Country's foreign exchange reserves continued to rise as fill inflow in the country increased rapidly, The Financial Sector has shown significant changes in terms of its business as Liquidity in the system continued to be comfortable with low interest rate. Your Company being in financial sector and is continued to reel under pressure from the Banking Industry which has penetrated into almost all the segments of the financial services sector. In the highly competitive environment in which the NBFC'S are presently working, they have no option but to streamline and optimize their operations to adapt to the emerging scenario.

OUTLOOK ON OPPORTUNITIES

The equity markets continued to remain upbeat during the year, The increase in asset values in the real estate sector, the growth in industry, trade and commerce had lead to significant increase in overall credit off-take, Your Board of Director's intends to increase its thrust on good business in the current financial year, However, rising rate of interests would effect the business of the Company in future.

OUTLOOK ON THREATS, RISKS AND CONCERNS

The NBFC sector in which your comany operates, has been facing competitive pressure from Banks and Financial Institutions, making it increasingly difficult to generate revenues. The shrinking of interest spreads has put further pressure compelling them to look for new avenues for revenue generation and investment sector is also affected on international trend. Hence, both the sector need to be very cautious and challenging business.

The profit margin have increased due to better marketing efforts of our people at rural markets. We have been able to disburse maximum finance in rural market where company is able to achieve better rates as the competition is low in that area.

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.

HUMAN RESOURCE MANAGEMENT

Human resources are a valuable asset for any organisation. The company is constantly endeavoring to source and develop skilled manpower at all levels. 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 2011 stood at 23.

BY ORDER OF THE BOARD

Date : 16/07/2011

Place : Jaipur

Sd/-
(PANNA LAL BAID)
MANAGING DIRECTOR

Sd/-
(RAKESH BAID)
WHOLE TIME DIRECTOR

**BAID LEASING AND FINANCE COMPANY LTD.****REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company's Philosophy on Corporate Governance envisages working towards high levels of transparency, accountability and responsibility, fairness, consistent value systems, delegation, across all facts of its operations leading to sharply focussed and operationally efficient growth. The Company tries to work by these principles in all its interactions with stakeholders, including shareholders, employees, customers, suppliers and statutory authorities. The Company is committed to learn and adopt the best practices of corporate governance.

BOARD COMPOSITION AS ON 31st MARCH, 2011

The Board of Directors consists of two Executive Directors and 3 Non-Executive & Independent Directors, as under :-

Name of Directors	Category	Board Meetings Attended during the year	Attendance At last AGM	No of Directorships Held in other Companies	Committee Position in other public company
Sh. Panna Lal Baid DIN : 00009897	Promoter & Executive Director	12	Yes	1. Elegant Prime Developers Ltd. 2. Tradeswift Developers Pvt. Ltd.	Nil
Shri Rakesh Baid DIN : 00009926	Promoter & Executive Director	12	Yes	1. Dream Prime Developers Pvt. Ltd. 2. Ganpati Holding Pvt. Ltd. 3. Elegant Prime Developers Pvt. Ltd. 4. Dream Real Mart Pvt. Ltd.	Nil
Shri Binod Choraria DIN : 00104267	Non-Executive & Independent Director	12	Yes	1. Tirupati Industrial Resources Ltd. 2. Amby Properties Pvt. Ltd. 3. G.M.C. Company Pvt. Ltd 4. BKC Securities & Shares Pvt. Ltd. 5. Sidh Capital Research Pvt. Ltd.	Nil
Shri Chandra Bhan Singhi DIN : 0105595	Non-Executive & Independent Director	12	Yes	Nil	Nil
Shri Surendra Dev Sharma DIN : 02380447	Non-Executive & Independent Director	12	Yes	Nil	Nil

The Board duly met 12 twelve times during the year 15/04/2010, 15/05/2010, 12/08/2010, 20/08/2010, 08/09/2010, 13/11/2010, 09/02/2011, 12/02/2011, 21/02/2011, 22/02/2011, 26/02/2011, 10/03/2011

The Board performs all the specific functions in compliance with the requirement of clause 49 of listing agreement. No Director of the Company was a Member in more than 10 committees or Acted as Chairperson of more than five committees across all Companies in which he was a director.



COMMITTEES OF THE BOARD

In accordance with the Listing Agreement of the stock exchanges on Corporate Governance, the following committees, comprising highly experienced and professional board members, were in operation:

1. Audit Committee
2. Share Transfer / Investor Grievances Committee
3. Remuneration Committee

AUDIT COMMITTEE

The terms of reference of Audit Committee include:-

1. To provide directions and oversee comprehensively the operations of the internal & external audit functions and financial reporting.
2. To review the internal control systems with emphasis on the accounting system, its quality and its effectiveness in terms of follow-up.
3. To recommend appointment/removal and remuneration of statutory auditors.
4. To discuss with the statutory and finalisation of annual accounts.
5. Other matters as specifically given in clause 49 of listing agreement.

Name of Member	Category	Capacity	No. of meetings Attended
Shri Chandra Bhan Singhi	Non-Executive & Independent Director	Chairman	4
Shri Binod Choraria	Non-Executive & Independent Director	Member	4
Shri Surendra Sharma	Non-Executive & Independent Director	Member	4

During the year, 4 meetings of the Audit committee were held on 15/04/2010, 15/05/2010, 12/08/2010, 13/11/2010

The Statutory Auditors and the Chief Financial Officer were also invited to attend and Participate at the Meetings of the Committee.

SHARE TRANSFER / INVESTOR GRIEVANCE COMMITTEE

The Shares Transfer / Investor Grievances Committee is as under:

Name of Member	Category	Capacity
Shri Surendra Sharma	Non-Executive & Independent Director	Chairman
Shri Binod Choraria	Non-Executive & Independent Director	Member
Shri Rakesh Baid	Non-Executive & Independent Director	Member

The Board has designated Mahendra Kumar Baid as the Compliance officer.

At present the Shares Transfer / Investor Grievances Committee is looking after all the matters connected to shareholders/investors grievances viz. transfer of shares and other matters relating to investors/shareholder grievances.

During the year, no meetings of the Committee were held. There is no complaint pending for satisfaction of shareholders/investors.

**REMUNERATION COMMITTEE**

The Remuneration Committee consists of 3 non-executive Directors viz. Shri Chandra Bhan Singhi (Chairman), Shri Binod Choraria (Member) and Shri Surendra Sharma (Member).

The terms of reference of the Remuneration Committee includes among others : To review, assess and recommend to the Board the appointment of executive and non-executive Directors and compensation payable; To consider and recommend human resource policies relating to compensation and performance management.

During the financial year ended on 31st March, 2011, 1(one) meeting of Remuneration Committee was held on 15/05/2011. The Company does not have any employees stock option scheme.

Remuneration of Directors

The non-executive Directors do not draw any remuneration including the sitting fee. The details of the remuneration paid to the Managing Director and Whole Time Director for the financial year 2010-2011 is as under:

- | | |
|------------------------|-----------------------|
| 1. Shri Panna Lal Baid | Lumpsum Rs.1,80,000/- |
| 2. Shri Rakesh Baid | Lumpsum Rs.1,44,000/- |

Shareholding of Non-Executive Directors as on 31st March, 2011

Name	No. of shares	%age
1. Shri Binod Choraria	Nil	-
2. Shri Chandra Bhand Singhi	5000	.081
3. Shri Surendra Sharma	Nil	-

GENERAL BODY MEETINGS**1. General Meetings :****(a) Annual General Meeting**

Details of Meeting	Day & Date	Time	Venue of Meeting
Annual General 17 th Meeting	Saturday, August 9, 2008	11.00 a.m.	'Baid House', 1, Tara Nagar, Ajmer Road, Jaipur.
Annual General 18 th Meeting	Saturday, August 8, 2009	11.00 a.m.	'Baid House', 1, Tara Nagar, Ajmer Road, Jaipur.
Annual General 19 th Meeting	Saturday, July 31, 2010	11.30 a.m.	'Baid House', 1, Tara Nagar, Ajmer Road, Jaipur.

No special resolution was proposed at the aforesaid annual general meetings.

(b) Extra ordinary General Meeting

No Extra ordinary General Meeting of the Members was held during the year.

2. Postal Ballot :

During the year, postal ballot was Conducted for change in object clause of the company. The result of the same was declared on 07.05.2011

**DISCLOSURES**

1. There are no materially significant transactions with related parties i.e., promoters, Directors or the Management, their subsidiaries or relatives conflicting with the Company's interest.
2. During the last three years, no penalties or strictures have been imposed on the company by the Stock Exchanges or SEBI or any other statutory authorities on matters related to capital market.

CODE OF CONDUCT

The Code of Conduct was formally adopted by the Board and is applicable on all Directors and Senior Management personnel of the Company. The declaration from Managing Director & CEO that all Board Members and other concerned have complied with the code is appended to and forms part of the Report.

CEO / CFO CERTIFICATE

Certificate from CEO / CFO for the financial year ended March 31, 2011, has been provided elsewhere in the annual Report.

MEANS OF COMMUNICATION

1. In compliance with the requirements of Listing Agreement, the Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately after they are taken on record. The annual, half-yearly and quarterly results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement. The company is also in the process of ensuring compliance of EDIFAR filing of its financial results.
2. Management Discussions and Analysis Report forms part of the Report of Directors.
3. The Company has adopted a Whistle Blower policy and has established the necessary mechanism in line with clause 7 of Annexure 1D to Clause 49 of the listing agreement with the Stock Exchange, for employees to report concerns about unethical behaviour. No personnel has been denied access to the audit committee.

GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting - Date & Time - Venue - Financial Year	: Saturday, 20 th August, 2011 at 11.30 a.m. : "Baid House", 1, Tara Nagar, Ajmer Road, Jaipur. : 1st April to 31st March
2. Financial Calendar (Tentative) - Result for the qtr ending June 30, 2010 - Result for the qtr ending Sept 30, 2010 - Result for the qtr ending Dec 31, 2010 - Result for the qtr ending Mar 31, 2011	: Within 45 days from the end of Quarter : Within 45 days from the end of Quarter : Within 45 days from the end of Quarter : Within 45 days from the end of Quarter
3. Book Closure date	: 16 th August, 2011 to 20 th August, 2011 (both days inclusive)
4. Dividend	: No dividend being recommended by the Board during the year.
5. Listing of Equity Shares in Stock Exchanges	: The Bombay Stock Exchange Ltd. : The Delhi Stock Exchange Ltd.
6. Demat ISIN Exchange number in NSDL	: INE020D01014
7. Demat ISIN Exchange number in CDSL	: INE020D01014
8. Stock Code	: The Stock Exchange Mumbai - 511724 : The Delhi Stock Exchange - 7809

The Annual Listing Fees has been paid to both exchanges.



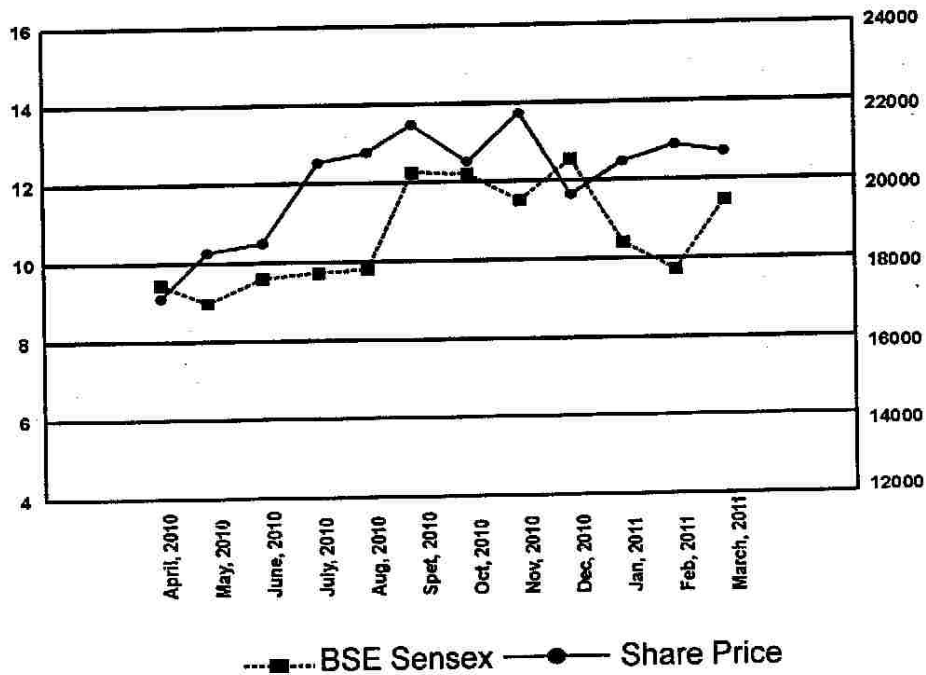
BAID LEASING AND FINANCE COMPANY LTD.

MARKET PRICE DATA:

The monthly high and low quotations of shares traded on The Bombay Stock Exchange Ltd., Mumbai and Performance in comparison to broad indices viz. BSE Sensex is as follows :

Month	Highest Rate (Rs.)	Lowest Rate (Rs.)	No. of Shares Traded
April, 2010	9.97	8.1	11400
May, 2010	10.74	9.47	3800
June, 2010	15.34	10.25	11100
July, 2010	14	9.85	13800
August, 2010	12.85	12	2600
September, 2010	14.7	11.6	55900
October, 2010	13.5	12.25	18100
November, 2010	14.4	12.5	6000
December, 2010	13.6	11.64	18000
January, 2011	12.4	12	6900
February, 2011	13	12.7	3400
March, 2011	12.6	12.6	1100

SHARE PRICE VERSUS SENSEX



**REGISTRAR & SHARE TRANSFER AGENT****MCS LIMITED**

F-65, 1st Floor, Okhla Ind. Area,
Phase-I, New Delhi-110020

SHARE TRANSFER SYSTEM

As per the requirement of the SEBI circular no. D&CC/FITTC/CIR-15/2002 dated 27.12.2002 and further circular no. D&CC/FITTC/CIR-18/2003 dated 12.02.2003 has mandated appointment of common agency for carrying out physical and electronic share registry work. In terms of the said regulation the Company has appointed M/s MCS Limited, New Delhi. As on date all the work related to the shares both held in physical and electronic form is handled by the RTA. All correspondences are to be directed to the RTA at their address mentioned above. The correspondences may also be sent at the Company's address, which will be sent by the Company to the RTA.

Share transfer is normally effected within the maximum period of 30 days from the date of receipt, if all required documentation is submitted.

The shareholders may also note that SEBI has vide its circular no. SEBI/MRD/Cir-10/2004 dated 10.02.2004 withdrawn the transfer-cum-demat scheme. Hence from now, the shareholders sending the requests for the transfer for shares in the physical form will not receive the option letter for converting the shares into demat form from the RTA. The demat request has to be separately sent by the shareholder.

DISTRIBUTION OF SHAREHOLDING AS ON 31/03/2011

(Class-wise distribution of Equity Shares)

Range-Shares	No. of Folios	% of HoldersFolio	No. of Shares	% of Shares
1 to 500	3295	90.5966	608850	9.9081
501 to 1000	151	4.1518	111000	1.8063
1001 to 2000	72	1.9797	107000	1.7413
2001 to 3000	28	.7699	71300	1.1603
3001 to 4000	5	.1375	17910	.2915
4001 to 5000	9	.2475	41900	.6819
5001 to 10000	22	.6049	155400	2.5289
10001 to 50000	27	.7424	733700	11.9398
50001 to 100000	12	.3299	821500	13.3686
And Above 100000	16	.4399	3476440	56.5735
Total	3637	100.0000	6145000	100.0000

**BAID LEASING AND FINANCE COMPANY LTD.****Shareholding Pattern (as at March 31, 2011)**

Category	No. of Shares	Percentage
Promoters	5,57,050	9.07
Indian Public	54,63,050	88.90
NRIs/OCB	1,24,900	2.03
Total	61,45,000	100.00

DEMATERIALISATION OF SHARES

The shares of the company are in compulsory demat segment and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). 44,34,750 equity shares of the company forming 72.17% of the share capital of the company stand dematerialised as on 31st March, 2011.

ADDRESS FOR CORRESPONDENCE

Baid Leasing And Finance Company Limited
"Baid House"
1, Tara, Nagar, Ajmer Road,
Jaipur – 302 006.
Phone No. (0141) 2363358, 4050500, 4050555
Fax No. (0141) 2363359

Exclusive E-mail Id for redressal of investors complaints in terms of Clause 47(f) of the Listing Agreement, please use the following email for redressal of Investors Complaints.

E-mail ID : baidauto@hotmail.com

BY ORDER OF THE BOARD

Date : 16/07/2011
Place : Jaipur

Sd/-
(PANNA LAL BAID)
MANAGING DIRECTOR

Sd/-
(RAKESH BAID)
WHOLE TIME DIRECTOR



CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We Panna Lal Baid, Managing Director and Manoj Jain, Finance Head of Baid Leasing & Finance Co. Ltd. to the best of our knowledge and belief hereby certify that :

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2011 and that to the best of our knowledge and belief;
 - These statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading, and
 - These statement present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and audit committee, deficiencies in the design or operation on internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies and
4. We have informed the auditors and the audit committee that :
 - i. There has not been any significant changes in internal control over financial reporting during the year under reference;
 - ii. There has not been any significant changes in accounting policies during the year requiring disclosed in the notes to the financial statements; and
 - iii. There has not been any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
PANLAL BAID
(MANAGING DIRECTOR)

Sd/-
MANOJ JAIN
(FINANCE HEAD)

Place : Jaipur

Date :16/07/2011



BAID LEASING AND FINANCE COMPANY LTD.

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To,
The Members,
Baid Leasing And Finance Company Limited,
Jaipur.

We have examined the compliance of conditions of corporate governance by Baid Leasing And Finance Company Limited for the year ended on 31st March, 2011, as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has generally complied with the conditions of corporate governance as stipulated in the above- mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per records maintained by the Share transfer /Investor Grievance Committee.

We further state that such compliance is neither an assurance as to future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

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

**Sd/-
Manoj Maheshwari
Partner**

**Place : Jaipur
Date : 16/07/2011**



BAID LEASING AND FINANCE COMPANY LTD.

AUDITOR'S REPORT

To The Members,
Baid Leasing & Finance Co. Ltd.

We have audited the Balance Sheet of **BAID LEASING AND FINANCE COMPANY LTD.** as on 31st March 2011 and also the Profit & Loss account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall, financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) order, 2003 issued by the Central Government of India under subsection (4A) of Sec. 227 of the Companies Act, 1956, we enclose a statement on the matters specified in paragraph 4 and 5 of the said order as applicable.

Further to our comments in the annexure referred to above, we report that:

- a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by Law have been kept by the Company, so far as appears from our examination of these books;
- c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;
- d) In our opinion the Balance Sheet and Profit and Loss Account comply with the Accounting Standards referred to the sub-section (3C) of Section 211 of the Companies Act, 1956;
- e) On the basis of written representations received from the directors, as on 31st March 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2011 from being appointed as a director in terms of section 274(1)(g) of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanation given to us, the accounts read with the notes thereon give the information required by the Companies Act, 1956 in manner so required and give a true and fair view:
 - (i) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March 2011. And
 - (ii) In the case of the Profit and Loss Account of the Profit for the year ended on that date.
 - (iii) In the case of the Cash Flow Statement of the cash flows of the company for the year ended on that date.

FOR SHARMA NARESH & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
(NARESH SHARMA)
PROPRIETOR
M. NO. 71485

DATE : 18/05/2011
PLACE : JAIPUR



ANNEXURE TO THE AUDITOR'S REPORT

Referred to in paragraph 3 of our report of even date,

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As per the information and explanation given to us the Management has physically verified company's assets. The programme of verification in our opinion, was reasonable having regard to the size of the company and the nature of its assets. To the best of our knowledge no material discrepancies were noticed on such verification.
- (c) The Company has not disposed off any plant and machinery affecting its going concern status.
- (ii) (a) The inventory has been physically verified during the year by the management at intervals which in our opinion is reasonable.
- (b) In our opinion and according to the explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the nature of company's business.
- (iii) (a) The company has transacted with 4 parties covered in the register maintained under section 301 of the Companies Act, 1956. The transactions are by and large of the nature of current account and purchase/sale of shares. The year-end balance of the accounts of all such parties, taken together was Rs. 2,29,126/- (Cr.).
- (b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from/granted from the companies listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (c) The amounts advanced by the company or taken by the company are of the nature of current account transactions, wherein no fixed repayment schedule has been stipulated. Clause (iii)(c), to the extent it pertains to repayment of principle, is therefore inapplicable. The said parties however, have been regular in the payment of interest.
- (d) In the light of above fact, there is no overdue amount of loans taken from or granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.



- (v) (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs. in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The company has made arrangement with fellow concerns in similar business for parking of short-term cash surpluses, at prevailing interest. There has been occasional credit balances in the accounts of such concerns.
Subject to the above in our opinion and according to the information and explanation given to us, the company has complied with the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. To the best of our knowledge no order has been passed, against the company, under the aforesaid sections, by the Company Law Board.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) To the best of our information no cost records have been prescribed for the company by the Central Government under Rules made for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) The undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues as applicable to it, have not generally been regularly deposited with appropriate authorities though delays in deposit have not been serious.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at for a period of more than six months from the date they became payable .
- (x) The company has no accumulated losses. As reflected in the cash flow statement the company has not incurred cash losses during the financial year covered by our audit as well as in its preceding financial year.
- (xi) According to the information and explanations given to us, the company has not obtained term loans from the financial institution, bank or debenture holders. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues with regard to the working capital finance it has obtained from its banker.
- (xii) To the best of our information the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other such securities.



BAID LEASING AND FINANCE COMPANY LTD.

- (xiii) The company is not a chit fund or a *nidhi* mutual benefit fund society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion proper records have been maintained of the transactions and contracts entered in to with reference to company's dealings in shares and securities and timely entries have been made therein. The securities in possession of company have been held either in company's name or are held with blank transfer forms.
- (xv) Company has provided a corporate guarantee to Bank of Baroda against term loan and CC facility of Rs. 1 Cr. and Rs. 5 Cr. respectively, provided by said bank to Baid Motors Pvt. Ltd.
- (xvi) To the best of our information the company has not taken any term loan.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- (xviii) The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) The company has not made any debenture issue.
- (xx) The company has not made any public issue during the period under review.
- (xxi) According to the information and explanation given to us no fraud on or by the company has been noticed or reported during the course of our audit.

For SHARMA NARESH & ASSOCIATES
Chartered Accountants

Place : JAIPUR

Date : 18/05/2011

Sd/-
(NARESH SHARMA)
PROPRIETOR
Membership No. 71485

**BAID LEASING AND FINANCE COMPANY LTD.****BALANCE SHEET AS AT 31st MARCH 2011**

	SCHEDULE	AS AT MARCH 31, 2011 (Rs)	AS AT MARCH 31, 2010 (Rs)
SOURCE OF FUNDS			
Shareholders Funds	1	61,450,000	61,450,000
Share Capital	2	40,143,059	34,009,660
Reserve and Surplus			
Loan Funds	3	26,735,321	9,996,027
Secured Loans	4	101,722,450	62,520,802
Unsecured Loans			
TOTAL FUNDS EMPLOYED		230,050,830	167,976,488
APPLICATION OF FUNDS			
Fixed Assets	5	3,126,368	3,082,318
Gross Block		2,056,840	1,914,151
Less : Depreciation			
NET BLOCK		1,069,528	1,168,167
Investments & Security Deposits	6	29,300,979	11,510,953
Current Assets, Loans & Advances	7		
Cash & Bank Balances		2,902,056	2,763,233
Sundry Debtors		12,577,821	12,601,410
Stock on Hire		168,731,120	122,581,655
Inventories		2,809,964	2,620,166
Loans & Advances		39,074,962	34,003,971
Gross Current Assets		226,095,924	174,570,435
Less : Current Liabilities & Provisions	8	26,415,601	19,273,066
Net Current Assets		199,680,323	155,297,368
TOTAL FUNDS UTILISED		230,050,830	167,976,488
Notes to the Accounts	15		

As per our Audit report of even date annexed
For Sharma Naresh & Associates
Chartered Accountants

For & On Behalf of the board

Sd/-
NARESH SHARMA
(Proprietor)

Sd/-
PANNALAL BAID
(Managing Director)

Sd/-
RAKESH BAID
(Whole-Time Director)

PLACE : JAIPUR
DATED : 18/05/2011

**BAID LEASING AND FINANCE COMPANY LTD.****PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011**

	SCHEDULE	AS AT MARCH 31, 2011 (Rs)	AS AT MARCH 31, 2010 (Rs)
INCOME			
Shares Sales		42,906	13,939,249
Hire Charges	9	31,163,215	20,395,967
Interest & Dividend	10	6,451,101	6,871,992
Other Income	11	189,798	1,888,216
Increase/(Decrease) in Closing Stock		-	(13,119,947)
TOTAL		37,847,020	29,975,476
EXPENDITURE			
Purchase		3,604,768	422,500
Net Loss In F&O Trades	12	14,289,574	2,624,882
Administrative & Other Exp.	13	10,453,120	9,513,321
Interest		142,689	8,178,868
Depreciation		-	200,092
TOTAL		28,490,151	20,939,663
Profit before Taxation	14	9,356,869	9,035,813
Less : Direct Tax Expenses		3,223,470	3,113,646
Profit after Taxation		6,133,399	5,922,167
Add : Balance brought forward		24,709,660	19,987,493
SURPLUS AVAILABLE FOR APPROPRIATION		30,843,059	25,909,660
Transfer to General Reserve		1,300,000	1,200,000
Balance Carried to Balance Sheet		29,543,059	24,709,660

As per our Audit report of even date annexed
For Sharma Naresh & Associates
Chartered Accountants

For & On Behalf of the board

Sd/-
NARESH SHARMA
(Proprietor)

Sd/-
PANNA LAL BAID
(Managing Director)

Sd/-
RAKESH BAID
(Whole-Time Director)

PLACE : JAIPUR
DATED : 18/05/2011

**BAID LEASING AND FINANCE COMPANY LTD.**

SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011

	AS AT MARCH 31, 2011 (Rs)	AS AT MARCH 31, 2010 (Rs)
SCHEDULE-1		
SHARE CAPITAL		
Authorised 70,00,000 Equity Shares of Rs. 10/-each	70,00,000	70,00,000
ISSUED, SUBSCRIBED & PAIDUP 61,45,000 Equity Shares of Rs 10/- each fully paid up	61,45,000	61,45,000
	61,45,000	61,45,000
SCHEDULE-2		
RESERVES & SURPLUS		
Special Reserve	9,30,000	8,10,000
(As at beginning of the year)	1,30,000	1,20,000
Add : Transferred From Profit & Loss Account	10,60,000	9,30,000
Profit & Loss Account	29,543,059	24,709,660
	40,143,059	34,009,660
SCHEDULE-3		
SECURED LOANS		
The Bank of Rajasthan Ltd.	-	9,996,027
Uco Bank C.C.	26,735,321	-
(Against Hypothication of Vehicles)	26,735,321	9,996,027
SCHEDULE-4		
UNSECURED LOANS		
1. From Directors	3	3
2. ICD's and Share Holders	101,722,447	62,520,799
	101,722,450	62,520,802



B A I D L E A S I N G A N D F I N A N C E C O M P A N Y L T D .

SCHEDULE - 5

PARTICULARS	GROSS BLOCK				Depreciation		NET BLOCK	
	As on	Addition	Deletion	Total	Addition	Deletion	As on	As on
	31-03-2010	During the year	During the year		During the year		31-03-2010	31-03-2011
A) Hire Division								
Furniture & Fixture	501,230.20	-	-	501,230.20	31,727.87	-	393,668.36	139,289.71
Computers	386,240.86	24,050.00	-	410,290.86	956.61	-	387,206.47	23,084.39
Office Equipments	265,476.22	-	-	265,473.22	12,609.98	-	175,206.28	90,266.94
Water cooler, CTV & Fridge	621,795.76	20,000.00	-	641,795.76	30,386.16	-	253,335.24	398,846.68
Scotter & Motor Cycle	131,580.00	-	-	131,580.00	11,139.74	-	131,580.00	11,139.74
Plant & Machinery	1,175,998.07	-	-	1,175,998.07	55,859.91	-	715,843.95	460,154.12
Total (A)	3,082,318.11	44,050.00	-	3,126,368.11	142,689.27	-	2,058,840.30	1,168,167.08
PREVIOUS YEAR	3,082,318.11	-	-	3,082,318.11	200,092.13	-	1,914,151.03	1,368,259.21

As per our Audit Report of even date annexed
For Sharma Naresh & Associates
CHARTERED ACCOUNTANTS

For & on the behalf of the board

Sd/-
NARESH SHARMA
(Proprietor)

Sd/-
PANNA LAL BAID
(Managing Director)

Sd/-
RAKESH BAID
(Whole Time Director)

PLACE : JAIPUR
DATED : 18/05/2011

**BAID LEASING AND FINANCE COMPANY LTD.****SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011**

	AS AT MARCH 31, 2011(Rs.)	AS AT MARCH 31, 2010(Rs.)
SCHEDULE-6		
INVESTMENT & SECURITY DEPOSITS		
- Quoted (Mutual Funds & UTI)	411,000	411,000
- Un-Quoted	8,821,500	8,646,500
- Share Application	19,763,611	2,170,000
- Security Deposits	304,868	283,453
	29,300,979	11,510,953
SCHEDULE-7		
CURRENT ASSETS, LOANS & ADVANCES		
A) CURRENT ASSETS		
1) Cash & Bank Balances		
a) Cash in hand (as certified by the management)	7,223	91,863
b) Balance with Scheduled Banks in current Accounts	2,894,834	2,671,370
2) Sundry Debtors (Share Division) (Unsecured considered good)		
Outstanding for Less than six months	292,206	4,542,546
3) Sundry Debtors (Hire Division)		
HP Party Hire Purchase installments due.	11,748,489	7,933,864
Other Debtors	537,126	125,000
4) Stock on Hire	168,731,120	122,581,655
5) Stock-in-Trade (Inventories) Share & Securities	2,620,166	2,809,964
TOTAL CURRENT ASSETS (A)	186,831,164	140,756,262
B) LOANS & ADVANCES (Unsecured considered Good)		
(a) Advances (Recoverable in cash or in kind or for value to be received) - Less than 6 Month		
- More than 6 month	6,000,000	654,438
b) Unsecured Loans & Advances		
-More Than 6 Month	26,984,310	2,893,200
-Less Than 6 Month	2,200,000	26,007,869
c) Advance Tax & TDS Receivable	3,890,652	4,448,464
TOTAL LOANS & ADVANCES (B)	39,074,962	34,003,971
TOTAL (A+B)	225,906,126	174,760,233

**BAID LEASING AND FINANCE COMPANY LTD.**

SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011

	AS AT MARCH 31, 2011 (Rs)	AS AT MARCH 31, 2010 (Rs)
SCHEDULE-8		
CURRENT LIABILITIES & PROVISIONS		
A) CURRENT LIABILITIES		
Sundry creditors (Car Division)	524,002	524,002
Sundry creditors (Share & Securities)	795,276	799,854
Creditors for Expenses	19,840,192	14,388,976
Duties & Taxes	1,216,335	857,655
TOTAL CURRENT LIABILITIES (A)	22,375,805	16,570,487
B) PROVISIONS		
Expenses	472,091	171,001
Income Tax	3,162,436	2,254,724
Deferred Tax Liability	140,692	227,154
Sub Standard Assets	249,577	49,700
Provision for Sub Standard L & A	15,000	-
TOTAL PROVISIONS (B)	4,039,796	2,702,579
TOTAL (A+B)	26,415,601	19,273,066
SCHEDULE-9		
Interest & Dividend		
Hire Purchase Division	6,323,511	6,634,377
Other Interest	127,590	237,615
Dividend on Shares	6,451,101	6,871,992
SCHEDULE-10		
Other Income		
-Hire Purchase Division	-	1,641,374
N.P.A. Provision written Back	-	246,842
Provision for Sub-std, Loans w/back	-	1,888,216
SCHEDULE-11		
COST OF SHARES SOLD		
Opening Stock	2,620,166	15,740,113
Less : Closing Stock	2,809,964	2,620,166
Cost of Shares Sold	189,798	(13,119,947)

**BAID LEASING AND FINANCE COMPANY LTD.**

SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011

	AS AT MARCH 31, 2011 (Rs)	AS AT MARCH 31, 2010 (Rs)
SCHEDULE-12		
ADMINISTRATIVE & OTHER EXPENSES		
Advertisement & Publicity Exp.	142,600	56,477
Auditors remuneration	21,000	21,000
Bad debts written off	682,854	114,027
Bank Commission	221,923	84,221
Bonus to Staff	135,000	115,000
Charity & Donation	21,000	6,000
Commission (Paid) A/c	4,315,340	2,369,180
Demat & NSDL Charges	6,463	20,828
Director Remuneration A/c	324,000	324,000
Discount on NPA	-	1,435,926
Electricity Charges	111,617	66,863
Entertainment exp	12,340	9,852
Medical Insurance Staff	8,944	-
Insurance & Registration	4,300	10,919
Internal Audit Fee	5,000	5,000
Legal Expenses	737,213	123,728
Loan Processing Fee	100,000	-
News Paper, Books & Periodicals	3,943	2,049
Office Expenses	25,587	36,868
Office Rent	239,100	129,600
Other Charges	-	1,098
Petrol Exp.	74,400	13,430
Postage & Telegraph	25,885	12,050
Printing & Stationary	118,216	58,701
Rebate Allowed	1,144,610	1,150,731
Repair & Maintenance	19,816	93,489
Retainership Exp.	26,000	7,000
Round off	12	(80)
ROC Fees	1,625	2,730
Salaries	2,355,970	1,879,990
Share Listing Fee	60,665	44,120
Staff Welfare Exp.	69,908	45,002
Telephone & Mobile Exp.	73,661	107,757
Traveling & Conveyance	28,419	9,380
Vehicle Repossession Exp.	2,702,719	993,700
Security Tr. Tax (On Shares)	154,926	113,911
Service Tax & Education Cess Charges	23,912	19,587
Stamp Duty	95,728	28,946
Turnover Tax (On Shares)	2	242
Provision for Sub-standard Assets	214,877	-
TOTAL (A)	14,289,574	9,513,321

**BAID LEASING AND FINANCE COMPANY LTD.****SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011**

	AS AT MARCH 31, 2011 (Rs)	AS AT MARCH 31, 2010 (Rs)
SCHEDULE 13		
INTEREST EXPENDITURE		
On-Unsecured Loans	9,821,312	7,464,737
On- Secured Loans (Bank CC Limit)	631,808	714,131
	10,453,120	8,178,868

SCHEDULE 14**DIRECT TAX EXPENSES.**

Income Tax (Current Year)	3,127,121	2,219,409
Income Tax (Preceeding Years)	182,811	346,511
Fringe Benefit Tax	-	16,574
Deferred Tax	(86,462)	531,152
	3,223,470	3,113,646

As per our Audit report of even date annexed
For **Sharma Naresh & Associates**
Chartered Accountants

For & On Behalf of the board

Sd/-
NARESH SHARMA
(Proprietor)

Sd/-
PANNA LAL BAID
(Managing Director)

Sd/-
RAKESH BAID
(Whole-Time Director)

PLACE : JAIPUR
DATED : 18/05/2011



Schedule '15'

NOTES ON ACCOUNTS

(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) hire charges due at the year end for a period exceeding 12 months.
 - b) Interest on Loans and Advances considered to be sticky by the management.
 - c) Penal interest chargeable on delayed installments of hire charges and payable in respect of delayed payment of taxes.
 - C) Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.
- 2) **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.
- 3) **Assets under Hire-Purchase and Loans & Advances**
Hire-Purchase and Loans & Advances assets have been stated after making provision for Non Performing Assets in accordance with the provisioning norms laid down by the Reserve Bank of India.
- 4) **Depreciation**
Depreciation has been provided for on Straight Line Method, at the rates and in the manner specified in Schedule IX of the Companies Act, 1956.
- 5) **Inventories**
Inventories have been valued at cost or market value whichever is less.
- 6) **Investments**
Investments have been stated at cost in view of their long-term nature. Market value of quoted Investments as on 31st March, 2011 however is separately disclosed in the relevant schedule.
- 7) **Staff Benefits:**
Gratuity would be accounted for as and when it becomes payable under the provisions of payment of Gratuity Act, 1972

(B) NOTES ON ACCOUNTS

	<u>Current Year</u>	<u>Previous Year</u>
1. Directors' Remuneration	3,24,000	3,24,000
2. The Company is of the opinion that the computation of Net Profit under section 349 of the Companies Act, 1956 need not be made since no commission is payable to the Directors for the period ended on 31-03-2011.		
3. All stocks of vehicles financed by the company, book debts and other current assets are charged to The UCO, Mid Corporate Branch, Banipark, Jaipur by way of security against the working capital loans granted by it.		
4. Company has provided a corporate guarantee to Bank of Baroda against term loan and CC facility of Rs 1 Cr. and Rs 5 Cr. respectively, provided by said bank to Baid Motors Pvt. Ltd.		
5. 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 depreciation allowance amounting to Rs. 167.77 lac on leased assets in respect of a. yr. 97-98 and deduction u/s 80 HHC totalling Rs. 117.83 lac in respect of a. yr. 95-96 and 96-97.		
6. In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value on realisation in ordinary course of business at least to the amount at which they are stated.		
7. Balance standing to the debit or credit of Sundry debtors, Sundry creditors, Unsecured loans and Loans & advances are subject to their confirmation.		
8. Details of Auditors remuneration:		
	<u>Current Year</u>	<u>Previous Year</u>
Statutory Audit Fees	21,000	21,000
Income-tax and allied works	19,000	19,000
9. Previous year figures have been re-grouped and re-arranged wherever considered necessary.		

**BAID LEASING AND FINANCE COMPANY LTD.****10. Particulars of Stock-in-Trade (Shares & Securities) :**

Sl. No.	Name of Security	Opening Balance		Closing Balance	
		Quantity	Amount (Rs)	Quantity	Amount (Rs)
CASH SHARES					
1.	Atcom Technologies Ltd.	1,000	3550.00	1,000	1,000.00
2.	BFL Developers Ltd.	20,000	20,000.00	20,000	20,000.00
3.	BFL Developers Ltd. (Promoters)	147,500	147,500.00	147,500	147,500.00
4.	Castrol	1,000	315,000.00	2,000	630,000.00
5.	Century Enka Ltd. (Rajshree Polyfim Ltd.)	335	21,272.50	335	41,205.00
6.	Daewoo Motors India Ltd.	5,000	5,000.00	5,000	5,000.00
7.	Dish TV	500	12,000.00	500	27,550.00
8.	Ganesh Benzoplast Ltd.	3,400	3,400.00	3,400	24,616.00
9.	Gee El Woolens Limited	2,000	2,000.00	2,000	2,000.00
10.	HDC Limited	7,500	7,500.00	7,500	7,500.00
11.	HPCL	5,251	1,668,594.85	5,251	1,208,356.30
12.	ICICI	175	56,585.99	175	56,585.99
13.	ICSA	500	40,932.54	500	40,932.54
14.	Indoasian Fusegear	500	13,725.00	500	37,400.00
15.	Ingersol Rand	200	47,184.42	200	47,184.42
16.	Jay Finlease & Management Ltd.	4,300	4,300.00	4,300	4,300.00
17.	Net Work 18	200	13,770.00	200	26,760.00
18.	PNC Capital Trust Ltd	50,000	50,000.00	50,000	50,000.00
19.	Power Grid	500	211,139.00	500	46,180.88
20.	Punjab Communications Ltd.	1,284	16,178.40	1,284	39,226.20
21.	Reliance Capital & Fin. Turst	207	73,184.85	207	120,712.05
22.	Reliance Infra	10	4,760.00	10	4,760.00
23.	RCOM	100	17,460.00	100	10,765.00
24.	Remi Metals Ltd.	1,000	20,900.00	1,000	8,210.00
25.	SBEC Systems Ltd.	800	800.00	800	800.00
26.	Steelco Gujarat Ltd. (New)	2,000	7,120.00	2,000	11,800.00
27.	Tata Iron & Steel Co. Ltd.	17	250,219.40	17	3,220.08
28.	Terryfab India Limited	138,900	138,900.00	138,900	138,900.00
29.	UTI Master Gain'92	2,100	33,600.00	2,100	33,600.00
30.	UTI Master Plus'91	100	3,200.00	100	3,200.00
31.	Vikas WSP India Ltd.	5,000	5,000.00	5,000	5,000.00
32.	Supreme Petro	1,000	26,600.00	1,000	5,700.00
TOTAL :		402,379	3,241,376.95	402,679	2,809,964.47

**11. SEGMENT REPORTING IN COMPLIANCE TO AS 17**

Sl. No.	Particulars	Hire Purchase	Other Finances	Invtmts.	Shares & Commodities	Unallo-cable	Consoli-dated
A.	Segment Revenue						
	External Revenue	3,11,63,215	63,23,511	-	3,60,294	-	3,78,47,020
	Total Revenue	3,11,63,215	63,23,511	-	3,60,294	-	3,78,47,020
B.	Segment Result	2,28,00,669	63,08,511	-	(32,25,505)	(1,62,26,807)	93,56,869
	Income tax						32,23,470
	Net Profit After Tax						61,33,399
C.	Segment Assets	18,10,16,735	3,90,74,962	2,93,00,879	31,02,170	39,71,584	25,64,66,430
D.	Segment Liabilities	2,49,577	15,000	-	7,95,276	15,38,13,518	15,48,73,372
E.	Significant non-cash exp..						
	Depreciation.					142,689	1,42,689
	Provision for NPA	1,99,877	15,000	-	-	-	2,14,877

12. RELATED PARTY DISCLOSURE IN COMPLIANCE TO AS18 OF I.C.A.I.**RELATED PARTIES:****(A) KEY MANAGEMENT PERSONNELS:**

- (1) Panna Lal Baid (Managing Director)
- (2) Rakesh Kumar Baid (Whole-Time Director)

(B) ASSOCIATE CONCERNS (Relative of Key Management Personnel Director)

- (1) Sobhag Devi Baid
- (2) Mahendra Kumar Baid
- (3) Meena Baid

**BAID LEASING AND FINANCE COMPANY LTD.**

PARTICULARS OF TRANSACTION	Key Management Personnel & Relatives	Associate Concerns
<u>SALE OF GOODS</u>	-	42906.00
<u>EXPENSES</u>	-	-
PURCHASE OF GOODS	3,24,000.00	-
DIRECTOR'S REMUNERATION	1,20,000.00	-
RENT	-	86,95,182.00
INTEREST	35,700.00	21,84,610.00
COMMISSION	-	(36,04,768.00)
F & O (NET OUTCOME)	-	-
<u>INCOMES</u>	-	27,65,497.00
INTEREST	-	-
<u>OUTSTANDING</u>	4,09,126.00	4,30,52,212.00
RECEIVABLES	2,12,130.00	7,00,94,755.00
PAYABLES	-	-

13. Earning per share in terms of AS 20 of I.C.A.I.:
Basic EPS calculated on the basis of net profit after tax is Rs. 1.00. During the year there is no change in company's equity capital.
14. 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.
15. Schedule 1 to 16 form an integral part of the Balance Sheet and Profit & Loss Account.

As per our Audit report of even date annexed
For Sharma Naresh & Associates
Chartered Accountants

For & On Behalf of the board

Sd/-
NARESH SHARMA
(Proprietor)

Sd/-
PANNA LAL BAID
(Managing Director)

Sd/-
RAKESH BAID
(Whole-Time Director)

PLACE: JAIPUR
DATED: 18/05/2011

**BAID LEASING AND FINANCE COMPANY LTD.****16) ADDITIONAL INFORMATION PURSUANT TO PART IV OF SCHEDULE VI OF THE COMPANIES ACT, 1956 :**

A) REGISTRATION DETAILS	
REGISTRATION No.	L65910RJ1991PLC006391
STATE CODE No.	17
BALANCE SHEET DATE	31-03-2011
B) CAPITAL RAISED DURING THE YEAR	
PUBLIC ISSUE (Issue through the Prospectus)	-
RIGHT ISSUE	-
BONUS ISSUE	-
PRIVATE PLACEMENT	-
C) POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS	
TOTAL LIABILITIES	230,050,830
TOTAL ASSETS	230,050,830
SOURCE OF FUNDS	
PAID-UP CAPITAL	61,450,000
RESERVE & SURPLUS	40,143,059
SECURED LOANS	26,735,321
UN-SECURED LOANS	101,722,450
APPLICATION OF FUNDS	
NET FIXED ASSETS	1,068,528
INVESTMENTS	29,300,979
NET CURRENT ASSETS	199,680,323
ACCUMULATED LOSS	-
D) PERFORMANCE OF COMPANY	
TURNOVER	37,847,020
TOTAL EXPENDITURE	28,490,151
PROFIT BEFORE TAX	9,326,869
PROFIT AFTER TAX	6,133,399
EARNING PER SHARE IN Rs.	1
DIVIDEND	-
E) GENERIC NAME OF PRINCIPAL PRODUCT OF COMPANY	
(AS PER MONETARY ITEMS)	-
ITEM CODE NUMBER	
PRODUCT DESCRIPTION	HIRE PURCHASE FINANCE & INVESTMENT

As per our report attached
For and On Behalf of
For Sharma Naresh & Associates
Chartered Accountants

For and On Behalf of the Board

Sd/-
(Naresh Sharma)
Proprietor

Sd/-
PANNA LAL BAID
(Managing Director)

Sd/-
RAKESH BAID
(Whole-Time Director)

PLACE : JAIPUR
DATED : 18/05/2011

**BAID LEASING AND FINANCE COMPANY LTD.****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2011
(PURSUANT TO THE LISTING AGREEMENT WITH STOCK EXCHANGE)**

	Current Year
CASH FLOW FROM OPERATING ACTIVITIES	
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEM	9,356,869
ADJUSTMENTS FOR	
DEPRECIATION	142,689
INTEREST PAID	10,453,120
PROVISION FOR DIRECT TAXES	(3,223,470)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	16,729,208
ADJUSTMENTS FOR	
LOANS & ADVANCES	(5,070,991)
STOCK-IN-TRADE	(189,798)
STOCK ON HIRE	(46,149,466)
TRADE & OTHER RECEIVABLE	23,589
TRADE PAYBLES	7,142,535
CASH GENERATED FROM OPERATIONS	(27,514,923)
INTEREST PAID	(10,453,120)
DIVIDEND PAID	-
NET CASH FROM OPERATING ACTIVITIES	(37,968,043)
CASH FLOW FROM INVESTING ACTIVITIES	
NET SALE OF INVESTMENTS	(17,768,611)
REALISATION OF SECURITY DEPOSIT	(21,415)
NET PURCHASE OF FIXED ASSETS	(44,050)
CASH FLOW FROM FINANCE ACTIVITIES	
NET INCREASE IN SECURED LOANS	16,739,294
NET INCREASE IN UNSECURED LOANS	39,201,648
NET INCREASE IN CASH & CASH EQUIVALENTS	138,823
CASH & BANK BALANCES-OPENING BALANCE	2,763,233
CASH & BANK BALANCES-CLOSING BALANCE	2,902,056

Note : Previous Year's figures have been regrouped wherever considered necessary

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of BAID LEASING AND FINANCE CO. LTD. for the year ended March 31, 2011. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of listing agreement with The Bombay Stock Exchange Ltd. and Delhi Stock Exchange Ltd. is based on and in agreement with the corresponding Balance Sheet of the Company of even date.

FOR SHARMA NARESH & ASSOCIATES

DATE : 18/05/2011
PLACE : JAIPUR

Sd/-
CHARTERED ACCOUNTANTS
(NARESH SHARMA)
PROPRIETOR
M. NO. 71485



BAID LEASING AND FINANCE COMPANY LTD.

"BAID HOUSE", 1, TARANAGAR, AJMER ROAD, JAIPUR-302 006

PROXY FROM

I/We being member(s) of The BAID LEASING AND FINANCE CO. LTD. hereby appoint

Shri / Smt. _____

Address _____

or failing him/her, Shri/Smt. _____

Address _____

as proxy to attend and vote on my/our behalf at the 20th annual general meeting of the company to be held on August 20th, 2011, Saturday at 11.30 am. and any adjournment thereof.

Signature _____

Revenue
Stamp

Date :

Member's Name _____ Folio No./DP CLIENT ID _____

Type of shares _____ No. of shares _____

The proxy form should reach the registered office of the company not less than 48 hours before the time for holding the meeting.

**BAID LEASING AND FINANCE CO. LTD., JAIPUR
ATTENDANCE SLIP
TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL.**

SHAREHOLDER'S NAME (In BLOCK LETTERS)	I hereby record my Presence at the 20th Annual general meeting of the company being held at Registered Office of the company on August 20th 2011 at 11.30 a.m. Signature of Shareholder/proxy
FOLIO/DP CLIENT ID	
NAME OF PROXY (To be filled by the proxy who attends instead of the member.	
Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand it over at the gate after affixing signature on it.	

BOOK POST

If undelivered, please return to :
BAID LEASING AND FINANCE CO. L.TD.
"BAID HOUSE", 1, TARA NAGAR, AJMER ROAD,
JAIPUR - 302 006