Baid Finserv Limited

Regd. Office: "Baid House", IInd Floor, 1-Tara Nagar, Ajmer Road, Jaipur-302006 Ph: 9214018855
E-mail: baidfinance@baidgroup.in Website: www.baidfinserv.com CIN: L65910RJ1991PLC006391

Ref. No.: BAIDFIN/2026-27/45
Date: August 26, 2026

To,

BSE Limited	**National Stock Exchange of India Ltd.**
Phiroze Jeejeebhoy Towers	**Exchange Plaza, C-1 Block-G**
Dalal Street	**Bandra Kurla Complex,**
Mumbai-400001(Maharashtra)	**Bandra (East), Mumbai-400051 (Maharashtra)**
Scrip Code: 511724	**NSE Symbol: BAIDFIN**

Sub: Submission of Annual Report Financial Year 2025-26 along with Notice of 35th Annual General Meeting of the Company

Dear Sir / Ma'am,

Pursuant to the provisions of Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as **"Listing Regulations")**, please find attached herewith copy of Annual Report for the Financial year 2025-26 along with Notice of 35th Annual General Meeting of the members of the Company to be held on **Wednesday, September 23, 2026** at **03:00 P.M. (IST)** onwards through Video Conferencing **("VC")**/ Other Audio Visual Means **("OAVM")**.

Further, in terms of Regulation 46 of Listing Regulations, the Annual Report along with the Notice of Annual General Meeting is also available on the website of the Company at **www.baidfinserv.com/annual-report**

The Company has sent today, i.e. **Wednesday, August 26, 2026**, soft copy of the Notice of the 35th Annual General Meeting along with Annual Report for the Financial Year 2025-26 via e-mail to those members who have registered their email addresses with the Company/Depository Participant(s)/Registrar and Share Transfer Agent of the Company.

Further, for members who have not registered their email address, a letter containing exact web-link of the website where details pertaining to the entire Annual Report is hosted has also been sent at the address registered in the records of RTA/Company/ Depositories.

You are requested to take the above on records.

Thanking you,
Yours Sincerely,
FOR BAID FINSERV LIMITED

SURBHI RAWAT

SURBHI RAWAT
COMPANY SECRETARY AND COMPLIANCE OFFICER
MEMBERSHIP NO:-A49694

Encl: A/a

NOTICE OF THE 35TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty-Fifth (35) TH** Annual General Meeting ("**AGM**"/ **Meeting"**) of the members of Baid Finserv Limited **("the Company")** will be held on **Wednesday, 23rd Day of September, 2026 at 03:00 P.M**. through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS.

To adopt the audited financial statements of the Company for the financial year ended on March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2 – DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2025-2026.

To declare final dividend of Rs. 0.10 /-(5% of Equity Share of Rs. 2/- each) per equity share as recommended by the Board of Directors for the Financial Year 2025-26.

ITEM NO. 3 – APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION.

To appoint a Director in place of Mrs. Alpana Baid, Non-Executive Director (DIN: 06362806) of the Company, who retires by rotation at this meeting and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 4- RE-APPOINTMENT OF CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

To re- appoint Mr. Panna Lal Baid (DIN: 00009897) as Chairman and Managing Director of the Company 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, notifications, circulars and Master Directions issued by Reserve Bank of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Article of Association of the Company 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 as may be applicable and pursuant to recommendation of Nomination and Remuneration Committee , and Board of Directors the approval of the members be and is hereby accorded to re-appoint of Mr. Panna Lal Baid (DIN: 00009897), who has already attained the age of 83 years, as Chairman and Managing Director of the Company at a total remuneration not exceeding 8,00,000/- (Rupees Eight Lakhs) per month for a period of 3 (Three) years with effect from April 01, 2027 till March 31, 2030 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (which term shall include the Nomination and Remuneration Committee of the Board) to alter, amend, vary and modify the terms and conditions of the said re-appointment and / or remuneration as it may deem fit in such manner and within the limits prescribed under Schedule V to the Act or any statutory amendment(s) and/or modification(s) thereof and under this resolution:

(I) **Basic Salary:** Not exceeding Rs. 5,00,000 per month.

(II) **Perquisites and Benefits**: In addition to aforesaid basic salary the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Act, will be provided to the Chairman and Managing 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. 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 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 for attending the Meetings of the Board of Directors or any committee thereof.

Other Terms and 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) He shall not be liable to retire by rotation.

(c) 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.

(d) Either party to terminate the appointment on three months' notice in writing to the other.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Panna Lal Baid as Chairman and Managing Director, he shall be entitled to receive a minimum remuneration, including perquisites within the limits specified above not exceeding the limit under Section II of the Schedule V of the Act as amended from time to time.

RESOLVED FURTHER THAT the terms and conditions of re-appointment of Mr. Panna Lal Baid , including remuneration may be revised, modified or amended from time to time within the overall limits specified above and that in the event of any statutory amendment, modification or relaxation to Schedule V to the Companies Act, 2013, the Board of Directors be and are hereby authorised to vary or increase the remuneration including salary, perquisites, allowances etc. in accordance with such change and the agreement between the Company and Mr. Panna Lal Baid, be suitably amended, without requiring any further approval from the members .

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

ITEM NO. 5- APPOINTMENT OF MR. HIMANSHU KUMAR JAIN AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

To appoint Mr. Himanshu Kumar Jain (DIN:11847212) as an Independent Director (Non-Executive) of the Company and to consider, and if thought fit, to pass the following resolution as a "**Special Resolution":**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and regulations, notifications and circulars issued by the Reserve Bank of India in this regard from time to time (including any statutory modification(s) made thereto or re- enactment(s) 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 as may be applicable and pursuant to relevant provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Himanshu Kumar Jain (DIN : 11847212 who was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. August 13, 2026 in terms of Section 161 of the Act and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a Notice in writing under Section 160 of the Act proposing his candidature for the office of Non-Executive, Independent Director of the Company be and is hereby appointed as Non-Executive Independent Director of the Company, for a term of 5 (five) years with effect from August 13, 2026 to August 12, 2031 and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized 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."

ITEM NO. 6- ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions , if any of the Registrar of Companies, Reserve Bank of India(where applicable), appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for amendment in the main Object Clause of the Memorandum of Association ("the MOA") of the Company in the following manner:

Clause III (A) of the MOA be altered by inserting the following new sub-clause 7 after the existing sub- clause 6 in the Objects Clause of Memorandum of Association of the Company as under:

"To carry on the business of financing and lending in all forms and manners and to refinance and otherwise deal in loans, advances, credit facilities and financial assistance of every kind, whether secured or unsecured, including but not limited to vehicle loans, mortgage loans, loan against property, personal loans, gold loans, silver loans, loans against jewellery and precious metals, consumer durable loans, business loans, MSME loans, working capital loans, microfinance loans, inter-corporate loans, education loans, employee loans, project finance, structured finance, supply chain finance, acquisition finance, merger and acquisition finance, bridge finance, corporate finance, loans against shares, securities, receivables and other movable or immovable assets; to provide non-fund based facilities including letters of credit, guarantees, factoring, bill discounting, and trade finance; and to undertake co-lending, co-origination, direct assignment, securitisation, loan participation, portfolio acquisition and transfer, receivables financing, digital lending , peer-to-peer lending, Subordinated debt and such other financing and credit-related activities as may be permitted under applicable laws and regulations from time to time"

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company."

Date:- August 13, 2026
Place: Jaipur

BY ORDER OF THE BOARD OF DIRECTORS
FOR BAID FINSERV LIMITED

Registered Office: Baid House, IInd Floor ,
1, Tara Nagar, Ajmer Road, Jaipur-302006
(Rajasthan)

Sd/-
SURBHI RAWAT
COMPANY SECRETARY AND COMPLIANCE OFFICER
MEMBERSHIP NUMBER: A49694

NOTES:

1. The Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India (SEBI) has permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars and SEBI Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.[General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos.20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22,2025, collectively referred to as "MCA Circulars"].

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business given in the Notice of the AGM and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed here to.

3. As per the provisions of Section 105 of the Act and Regulation 44(4) of Listing Regulation, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC / OAVM, the Route Map is also not annexed in this Notice.

4. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting, provided that the first holder has not already cast his/her vote by remote e-voting.

5. Pursuant to the provisions of Section 113 of the Act, Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members and other non-individual intending to participate in the AGM can authorize their representatives to participate and vote at the meeting and are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM.

   Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter.

6. Members may join the 35th AGM through VC/OAVM Facility by following the procedure as mentioned below in the notice, which shall be kept open for the Members from 02:30 P.M. IST i.e. 30 minutes before the time scheduled to start the 35th AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the 35th AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under section 103 of the Act.

7. Members are requested to address all correspondence including dividend related matters to MCS Share Transfer Agent Limited., 179-180, DSIDC Shed, 3rd Floor Okhla Industrial Area, Phase – 1 New Delhi – 110020, who is acting as our Registrar to an Issue and Share Transfer Agent (“RTA”). Please quote your folio number and our Company’s name in all your future correspondences.

8. The Board of Directors at their meeting held on August 13, 2026 recommended a Final Dividend of Re. 0.10, (5% of Equity Share of Rs. 2 each) subject to approval of shareholders of the Company. The Company has fixed **Wednesday, September 16, 2026** as the ‘Record Date’ for determining the entitlement of members to final dividend for FY 2025-26, if approved at the AGM.

   Further, if approved at the AGM, payment of such dividend will be made, subject to deduction of tax at source (TDS) on or before **Thursday, October 22, 2026** to those members whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e. **Wednesday, September 16, 2026**

   Members may please note that SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 in supersession of earlier circulars issued on the subject has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details, bank account details and specimen signature.

9. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends declared or distributed or paid by a Company on or after April 01, 2020 shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source (‘TDS’) at the prescribed rates from the dividend to be paid to Members at the time of distribution or payment of dividend. The tax so deducted will be paid to the credit of the Central Government. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company/RTA in accordance with the applicable provisions of the Income Tax Act, 1961.

   A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source. For Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For Non deduction of TDS or to avail treaty benefit, the shareholder may submit the above documents (PDF / JPG Format) to RTA

10. Shareholders are requested to submit all the above relevant details and applicable documents duly completed and signed at cs@baidgroup.in & /or admin@mcsregistrars.com on or before **Tuesday, September 22, 2026** to enable the Company to determine the applicable TDS rate.

11. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or the Company Secretary, at the Company's registered office mentioning the relevant Folio number or DP ID and Client ID, for issuance of demand draft. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, shall, as per section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to IEPF as per Section 124 of the Act, and the applicable rules.

    The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company and the same can be accessed through the link: https://www.baidfinserv.com/dividend-details/

    The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html

12. In terms of the MCA Circulars & SEBI Circulars, the Annual report and AGM notice is being sent electronically to all the members of the Company, whose name appear on the Register of Members/List of Beneficial Owners as on **Friday, August 21, 2026** and who have registered their e-mail addresses with the Depositories/ Depository Participants unless any member has requested for a physical copy of the same. Members may note that the Notice and Annual Report for F.Y. 2025-26 will also be available on the Company's website, **https://www.baidfinserv.com,** website of the Stock Exchanges i.e. BSE Limited at https://www.bseindia.com/ and National Stock Exchange of India Limited at **https://www.nseindia.com/** and on the website of Central Depository Services (India) Limited ('CDSL') at **https://www.evotingindia.com/. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.**

    Further, in terms of Regulation 36(1)(b) of Listing Regulations, for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, is also sent at their registered address.

13. 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 RTA, for consolidation into single folio.

14. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to RTA, the format of which is available on the website of the Company at https://www.baidfinserv.com/wp-content/uploads/2023/12/9.-Form-ISR-1-and-5.pdf

    Further, Members, holding shares in physical form, desirous of opting out cancelling/varying nomination, are requested to send their requests in Form No. ISR-3 or SH-14, as the case may be, to RTA the format of which is available on the website of Company at https://www.baidfinserv.com/wp-content/uploads/2023/12/9.-Form-ISR-1-and-5.pdf

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, , bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

    a. **For shares held in electronic form**: to their Depository Participants (“DPs”)

    a. b**. For shares held in physical form**: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026

16. Members may please note, that in terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, request for effecting transfer of security shall not be processed unless the securities are in dematerialized form. Further, transmission and transposition of security held either in physical or Dematerialized form shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

17. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 or Form ISR-5, as applicable, the format of which is available on the Company’s website at https://www.baidfinserv.com/investors-info/. It may be noted that any service request can be processed only after the folio is KYC Compliant.

    Further SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.

    During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests.

18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, (updated vide SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company’s website https://www.baidfinserv.com/online-dispute-resolution/

19. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Jaipur, Rajasthan -302006:

    a) The Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

    b) The Register of Contracts or arrangements in which the Directors are interested under section 189 of the Act.

    In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

20. Relevant documents referred to in the notice will also be available for electronic inspection without any fees by the members from the date of this notice upto the date of the meeting. Members desirous of inspecting the same may write at cs@baidgroup.in.

21. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at cs@baidgroup.in at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.

22. In compliance with Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended), SS-2 and the Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('Remote E-voting') on all resolutions set forth in this Notice as well as online voting during the AGM. For this purpose, the Company has entered into agreement with CDSL for facilitating voting through electronic means, as the authorized agency. 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.

23. The Company has appointed CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary to act as the Scrutinizer and failing him, CS Sunita Manish Agarwal, FCS 11024 Practicing Company Secretary to act as the Alternate Scrutinizer for remote e-voting and e-voting to be carried out at the Meeting in a fair and transparent manner.

24. The voting rights of shareholders shall be in proportion to their equity shares in the paid up equity share capital of the Company as on **Wednesday, September 16 2026** (cut-off date). A person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.

25. The final results including votes cast during the AGM and votes cast through remote e-voting shall be declared within 2 working days from the conclusion of meeting. The final results along with the scrutinizer's report shall be placed on the Company's website, https://www.baidfinserv.com/general-body-meetings-postal-ballot-board-meetings/ website of stock exchanges **BSE Limited i.e. www.bseindia.com, NSE Limited i.e.** https://www.nseindia.com/ and on CDSL's website **www.evotingindia.com**, immediately after the result is declared by the Chairman.

26. Instructions for remote e-voting, e-voting and joining the virtual Meeting are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

(i) The voting period begins at **09:00 A.M. (IST) on Saturday, September 19, 2026** and ends at **05:00 P.M. (IST) on Tuesday, September 22, 2026**. 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) **Wednesday, September 16 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method fore-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) **If you are a first-time user follow the steps given below**:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. • 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.

(ii) After entering these details appropriately, click on **"SUBMIT**" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) 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.

(vii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) 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.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **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 will be mapped automatically and can delink in case of any wrong mapping.
- It is mandatory, that 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@baidgroup.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting at the **35th AGM** is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before Thursday, September 17 2026 to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@baidgroup.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before Thursday, September 17 2026 prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@baidgroup.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders**- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no- 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Date:- August 13, 2026
Place: Jaipur

Registered Office: Baid House, IInd Floor , 1, Tara Nagar, Ajmer Road, Jaipur-302006 (Rajasthan)

BY ORDER OF THE BOARD OF DIRECTORS
FOR BAID FINSERV LIMITED

Sd/-

SURBHI RAWAT
COMPANY SECRETARY AND COMPLIANCE OFFICER
MEMBERSHIP NUMBER: A49694

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 4

Mr. Panna Lal Baid (DIN: 00009897) Chairman and Managing Director of the company was re-appointed in the 32nd Annual General Meeting (AGM) held on September 07, 2023 for a period of 3 years with effect from April, 01, 2024 and accordingly his current term will expire on March 31, 2027.

Mr. Panna Lal Baid is the Founder and first generation entrepreneur bearing more than 56 years expertise in diversified sectors and more particularly into core finance sector. He created the strategic presence of the company in high yield – pre-owned vehicle financing segment with expertise in loan origination, valuation and collection. He possesses detailed practical knowledge in the core businesses of the Company. He is the founder of Baid Finserv Limited. The Company has grown and flourished under his guidance. His management skills and self belief has been a crucial factor in the growth and expansion of the business. His presence serves as a positive catalyst in the Company. He is one of the promoter, Chairman & Managing Director and main contributory to the growth and development of the Company.

The Company is a registered NBFC, the financial performance of the Company has been satisfactory. The remuneration proposed is as recommended by Nomination and Remuneration Committee and appropriate considering the job profile, size of the Company and the prevailing industry standards.

As per the recommendation of the Nomination and Remuneration Committee based on the Performance Evaluation and approval of the Board of Directors in their respective meetings held August 13 , 2026 subject to approval of Members at this AGM and considering the increased activities, responsibilities and contribution of Mr. Panna Lal Baid in development and growth of the Company, consent of the Members is sought for the reappointment of Mr. Panna Lal Baid as Chairman & Managing Director of the Company who has already attained the age of 83 years for further period of 3 (Three) years w.e.f. April 01, 2027 to March 31, 2030, on the terms and conditions as set out in this item of the Notice.

He has also given his consent letter in Form DIR-2, consent to act as Chairman and Managing Director of the Company pursuant to section 196 and 197 of the Companies Act, 2013 read with schedule V of the Companies Act, 2013, if so appointed by the members and the declaration in Form-DIR-8 that he is not disqualified from being appointed as a Director along with confirmation that he is not debarred or disqualified from being appointed or continuing as Directors of companies.

Brief resume and other details of Mr. Panna Lal Baid, as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies Act, 2013 and the relevant provisions of the Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India are provided in the Annexure to the Notice of the Annual General Meeting.

The Explanatory Statement alongwith the resolution should be treated as an abstract of the terms of re-appointment and payment of remuneration to Mr. Panna Lal Baid, as Chairman and Managing Director designated as Executive Director and a memorandum as to the nature of concern of interest of the Directors as required under section 190 of the Companies Act, 2013.

Save and except Mr. Panna Lal Baid, being appointee and Mrs. Alpana Baid, Mr. Aditya Baid and Mr. Aman Baid, being related and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly the Board of Directors recommends the Special Resolution set out at item no. 4 of the accompanying Notice for the approval by the Members of the Company.

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company in the Board Meeting held on August 13, 2026 appointed Mr. Himanshu Kumar Jain (DIN : 11847212), as Additional Director (Non-Executive Independent Director) of the Company, not liable to retire by rotation, with effect from August 13, 2026, for a period of 5 (five) years upto August 12, 2031, pursuant to provisions of Section 149,152,161 read with Schedule IV and other applicable provisions, if any, of the Act and Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements Regulations 2015 (including any modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company. The Company has received a Notice under Section 160 of the Act from a Member proposing his candidature to the office of Independent Director of the Company.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also given his consent to act as Director of the Company, if so appointed by the members and the declaration in Form DIR-8 that he is not disqualified from being appointed as a director along with the certificate of independence and confirmation that he is not debarred or disqualified from being appointed or continuing as directors of companies. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. There is no inter se relationship between him and any other Board of Directors and other Key Managerial Personnel.

Accordingly, based on the recommendation of Nomination and Remuneration Committee the Board of Directors of the Company in the Board Meeting held on August 13, 2026 appointed Mr. Himanshu Kumar Jain (DIN: 11847212), as Additional Director (Non-Executive Independent Director) of the Company, and made recommendation to the members of the company for appointment of Mr. Himanshu Kumar Jain (DIN : 11847212), for a period of 5 (five) years upto August 12 , 2031.

His brief profile and the additional information as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is given under "Annexure".

Save and except of Mr. Himanshu Kumar Jain (DIN : 11847212), being appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company. Accordingly the Board of Directors recommends the Special Resolution set out at item no. 5 of the accompanying Notice for the approval by the Members of the Company.

Item No. 6

The Company is a Non-Banking Financial Company ("NBFC") registered with the Reserve Bank of India and is engaged in the business of providing various lending and financial services. Over the years, the Company has diversified and expanded its lending operations and intends to explore additional financing opportunities in line with evolving business requirements and regulatory developments.

The existing Object Clause of the Memorandum of Association ("MOA") does not comprehensively cover certain financing and lending activities which the Company may undertake in future, subject to applicable laws and regulatory approvals. Accordingly, it is proposed to amend Clause III(A) of the MOA by inserting a new sub-clause to broaden the Company's main objects relating to financing and lending activities. The proposed amendment will provide the Company with greater operational flexibility to undertake various financing and credit-related activities that are permissible under the applicable provisions of the Companies Act, 2013, the Reserve Bank of India Act, 1934, the directions, guidelines and circulars issued by the Reserve Bank of India and other applicable laws.

The proposed alteration will enable the Company to align its constitutional documents with its present and future business requirements and will facilitate expansion of its lending business without requiring further amendments to the Memorandum of Association for each new product or financing activity, provided such activities are permitted under the applicable regulatory framework.

Pursuant to Sections 13 and 4 of the Companies Act, 2013, alteration of the Object Clause of the Memorandum of Association requires the approval of the members by way of a Special Resolution.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. A copy of the existing Memorandum of Association together with the proposed amended Memorandum of Association highlighting the proposed alteration shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting and shall also be available for inspection during the Annual General Meeting.

The Board of Directors is of the opinion that the proposed alteration of the Object Clause is in the best interest of the Company and its stakeholders and recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ANNEXURE -1

Disclosure as required as per Section II OF PART II of Schedule V to the Companies Act, 2013 is given hereunder:

Mr. Panna Lal Baid

I.	**General information:**	
(1)	Nature of industry	NBFC
(2)	Date or expected date of commencement of commercial production	Commercial operation commenced in December 1991
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable as company is old and established company
(4)	Financial performance based on given indicators (March 31, 2026)	
		(Amount in Lakhs)
	Total Revenue	9,726.58
	Less: Total Expenditure	7,911.48
	Profit / (Loss) before Taxation	2,007.30
	Less: Tax expenses	509.81
	Profit / (Loss) after Tax	1,497.49
(5)	Foreign Investment or collaborators, if any	Company does not have foreign collaborators and thus does not have equity participation by foreign collaborators in the Company.
II.	**Information about the appointee:**	
(1)	Background details	Mr. Panna Lal Baid, aged 83 years is an under graduate, having over 56 years of expertise in the diversified sectors and more particularly into core finance sector. He is the founder of Baid Finserv Limited.
(2)	Past remuneration	Remuneration Approved- Not exceeding Rs. 8,00,000/- per month. Remuneration Paid Rs. 5,00,000/-per month.
(3)	Recognition or Awards	NIL
(4)	Job profile and his suitability	Mr. Panna Lal Baid possesses wide experience into finance sector and possesses appropriate skills, management skills, experience and knowledge inter alia, in the field of finance. His self-belief and presence serves as a positive catalyst in the Company. Considering the above qualities, it is proposed to reappoint him as Chairman and Managing Director for a period of 3 (Three) years with effect from April 01, 2027 on terms and conditions of his appointment as mentioned in the resolution.
(5)	Remuneration proposed	Not exceeding Rs. 8,00,000/- per month

(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company, profile of the appointee, and the industry standards. Moreover in his position as Chairman and Managing Director of the Company, Mr. Panna Lal Baid devotes his substantial time in overseeing the operations of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, or other director if any	Relationship with the Company:- Chairman and Managing Director of the Company. Father in Law of Mrs. Alpana Baid (Non-Executive Director), Grandfather of Mr. Aman Baid (Whole Time Director) and Mr. Aditya Baid (Chief Financial Officer) of the Company.
III.	**Other Information:**	
(1)	Reasons of loss or inadequate profits	Due to economic slowdown and consequent adverse market conditions prevailing in the country.
(2)	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures which would result in better efficiency and thereby contributing to the profitability in the years to come.
(3)	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in efficiency and undertakes constant measure to improve it. However it is extremely difficult in the present scenario to predict efforts to improve the margins.
	The remuneration package proposed to be given to Mr. Panna Lal Baid is as per details given in the resolution.	

ANNEXURE-2

Information on Directors being appointed/ re-appointed as required in terms of Clause 1.2.5 of Secretarial Standards on General Meetings (SS-2) and in accordance with Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the order of the items mentioned in the Notice:

PARTICULARS	**DETAILS**	**DETAILS**	**DETAILS**
Name	**Mrs. Alpana Baid**	**Mr. Panna Lal Baid**	**Mr. Himanshu Kumar Jain**
DIN No.	06362806	00009897	11847212
Date of birth	September 14, 1967	June 19, 1943	07/01/1987
Nationality	Indian	Indian	Indian
Age	59 Years	83 Years	39 Years
Brief Resume	She is a graduate and has more than 20 Years of experience in the field of Operations and Management.	Mr. Panna Lal Baid is the Founder and first generation entrepreneur having experience more than 56 years. He possesses detailed practical knowledge in the core businesses of the Company. His expertise lies with the business growth of the Company.	Mr. Himanshu Kumar Jain holds a Degree in Journalism and has over five years of rich professional experience. Throughout his career, he has developed strong analytical, communication, and decision-making skills, enabling him to contribute effectively to governance and strategic oversight. His professional expertise includes stakeholder engagement, ethical practices, public relations, and strategic communication. With his diverse experience and objective approach, he brings valuable insights to the Board and contributes towards strengthening the Company's corporate governance framework and long-term strategic direction.

Qualification	Graduate	Under Graduate	Graduate
Expertise in specific functional areas	She possesses appropriate skills, experience and knowledge; inter alia, in the field of operations and management. She also manages the CSR activities of the company.	Having over 56 years of expertise in the diversified sectors and more particularly into securities and finance sector. He is the founder of Baid Finserv Limited. He possesses appropriate skills, experience and knowledge; inter alia, in the field of finance market.	He possesses appropriate skills, experience and knowledge; inter alia, in the field of Journalism, Media & Communication, Public Relations, Strategic Communication, Corporate Governance, Stakeholder Engagement and Ethical Practices.
Years of Experience	More than 20 Years	56 years	More than 5 Years
Shareholding of Non-Executive Directors in the listed entity as a beneficial owner.	32,86,875 Equity Shares having face value of Rs. 2 per shares (2.12%)	NIL	NIL
Terms of Appointment/ Re-appointment	Re-appointed as Non-Executive Director liable to retire by rotation	a) Mr. Panna Lal Baid reappointed as Chairman and Managing Director of the Company for a period of 3 (Three) years with effect from April 01 2027 till March 31, 2030. (b) In terms of Section 152(6) of the Companies Act, 2013, Mr. Panna Lal Baid is not liable to retire by rotation at the Meeting.	Proposed to be appointed as a Non-Executive Independent Director of the company for a term of five years with effect from August 13, 2026 to August 12, 2031.
Remuneration last drawn	NIL	Rs. 60,00,000 p.a.	NIL
Remuneration to be drawn	NIL	Not exceeding Rs. 8,00,000/- (Eight Lakhs) per Month and other terms as mentioned in the above resolution	NIL
No. of Board meetings attended during the year	7 (Seven) Board meetings attended in the Financial Year 2025-2026	7 (Seven) Board meetings attended in the Financial Year 2025-26	NIL
Original date of	August 16, 2014	April, 01, 2010	August 13, 2026

appointment			
No. of shares held as on March 31, 2026	32,86,875 Equity Shares having face value of Rs. 2 per shares (2.12%)	62,87,625 Equity Shares having face value of Rs. 2 per share (4.06%)	NIL
Relationship between Directors, KMPs etc inter-se	Mr. Panna Lal Baid (Father in Law) Mr. Aman Baid (Son) Mr. Aditya Baid (Son)	Mr. Aman Baid and Mr. Aditya Baid (Grand Sons) Mrs. Alpana Baid (Daughter in law)	He is not related to any Directors, KMP's of the Company.
Directorships held in other companies including listed companies as of the date of this Notice.	3 (Three)	NIL	NIL
Membership/ Chairmanship of Committees of other Boards	NIL	NIL	NIL
Resignation during past 3 years from listed companies	NIL	NIL	NIL

Date:- August 13, 2026
Place: Jaipur
Registered Office: Baid House, IInd Floor , 1, Tara Nagar, Ajmer Road, Jaipur-302006 (Rajasthan)

BY ORDER OF THE BOARD OF DIRECTORS
FOR BAID FINSERV LIMITED

Sd/-
SURBHI RAWAT
COMPANY SECRETARY AND COMPLIANCE OFFICER
MEMBERSHIP NUMBER: A49694