



## BABA ARTS LIMITED

(CIN: L72200MH1999PLC119177)

Regd. Address: 3A, Valecha Chambers, New Link Road, Andheri (West), Mumbai-400053

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### NOTICE OF POSTAL BALLOT TO THE EQUITY SHAREHOLDERS

Dear Member(s),

Notice is hereby given, in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the 'Act') read together with Companies (Management and Administration) Rules, 2014 (the 'Rules') that the resolution set out below for the buy-back of equity shares of Baba Arts Limited (the 'Company') is proposed to be passed as a special resolution by way of Postal Ballot/E-Voting.

The Board of Directors has appointed Shri B.V. Dholakia, Designated Partner of Dholakia & Associates LLP, Company Secretaries, (Membership No. FCS 977] and Certificate of Practice No. 507, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer, not later than 5.00 PM on 31<sup>st</sup> May, 2016.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or to any other person duly authorised in this regard. The result of the Postal Ballot would be announced by the Chairman or any other person duly authorised, on or before 7<sup>th</sup> June, 2016 at 5.30 p.m. at the Registered Office of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.babaartslimited.com, website of CDSL i.e. www.evotingindia.com, and intimated to BSE Ltd. where the shares of the Company are listed.

The Resolution appended herein below being Special Resolution shall be declared as passed if resolution is assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means.

**The members are requested to consider and, if thought fit, to pass the following resolution as Special Resolution:**

**Approval for Buy-back of Equity Shares of the Company through Tender Offer route:**

**RESOLVED THAT** pursuant to Section 68 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the 'Buy-back Regulations') and in accordance with Article No. 63 of the Articles of Association of the Company and such other permissions and exemptions as may be required from applicable regulatory and statutory authorities, the consent of the equity shareholders of the Company be and is hereby accorded for the buy-back up to 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares of the face value of Re.1/-(Rupee One Only) each (representing 25% of the total paid-up equity share capital of the Company) at a maximum price of Rs. 3/- (Rupees Three Only) per Equity Share payable in cash for a total consideration not exceeding Rs. 7,74,00,000/- (Rupees Seven Crore Seventy Four Lakh Only), which is 24.70% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended 31<sup>st</sup> March, 2015, through the "Tender Offer" route as prescribed under the Buy-back Regulations (the process being referred hereinafter as 'Buy-back'), on a proportionate basis, from the equity shareholders / beneficial owners of the equity shares of the Company (the 'Equity Shares') as on the record date to be decided by the Board of Directors, including promoters, members of promoter group, and persons acting in concert (it being understood that the "promoter", "promoter group", and "persons acting in concert" will be such persons as have been disclosed in the filings made by the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended).

**RESOLVED FURTHER THAT** within the maximum buy back price of Rs. 3/- (Rupees Three Only) per share, the Board of Directors of Company are authorized to determine subsequently the specific price at which the buy back will be made before issue of letter of offer for buy back to the eligible shareholders.

**RESOLVED FURTHER THAT** the buy-back shall have a reservation for small shareholders in terms of the Buy-back Regulations.

**RESOLVED FURTHER THAT** the Buyback, to the extent permissible under law and subject to all applicable legal provisions, be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated 13<sup>th</sup> April, 2015.

**RESOLVED FURTHER THAT** the Buy-back from non-resident shareholders, Overseas Corporate Bodies (OCB's), Foreign Institutional Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred as also to execute such documents, writings, etc., to any Committee of the Board or any other Director(s) or Executive(s) / Officer(s) of the Company as may be necessary to give effect to the aforesaid resolution, including but not limited to appointment of Merchant Bankers, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other intermediaries / agencies for the implementation of the buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Declaration of Solvency, and Certificate of Extinguishment of shares / share certificates required to be filed in connection with the buy-back and such other undertakings, agreements, papers, documents and correspondence as may be necessary in this regard, to the Securities and Exchange Board of India, BSE Limited, Registrar of Companies, Depositories and / or other authorities.

By order of the Board  
For **Baba Arts Limited**

NAISHADH  
HARSH  
MANKAD

N.H.Mankad  
Company Secretary

Place: Mumbai  
Date: 20<sup>th</sup> April, 2016

**Notes:**

1. Explanatory Statement, material facts and reasons for the proposed Special Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 is annexed herewith.
2. All documents referred to in the Notice are open for inspection between 10.00 am and 5.00 pm at the Registered Office of the Company on all working days..
3. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members as on 22<sup>nd</sup> April, 2016 and these will be considered for voting.
4. The dispatch of the Postal Ballot Notices will be completed on or before 30<sup>th</sup> April, 2016. The voting through Postal Ballot/e-voting will commence on 2<sup>nd</sup> May, 2016 at 10.00 am and end on 31<sup>st</sup> May, 2016 at 5.00 pm.
5. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer by 5.00 pm on 31<sup>st</sup> May, 2016. The Postal Ballot received after the said date will be treated as not having been received.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of casting vote through Postal Ballot Form.
7. The Company has appointed the Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.
8. The Board of Directors of the Company has appointed Shri B.V. Dholakia, Designated Partner, Dholakia & Associates LLP, Company Secretary in Practice, Mumbai as Scrutinizer for conducting the Postal Ballot process and e-voting in a fair and transparent manner and to receive and scrutinize the completed ballot forms from the Members. After completion of the scrutiny, the Scrutinizer will submit the report to the Chairman or other person as authorized by the Board of Directors on that behalf.
9. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or other person as so authorized, if the result of the Postal Ballots including e-voting indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared by the Chairman or any other person authorized by the Board of Directors on or before 7<sup>th</sup> June, 2016 at 5.30 PM, at the Registered Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website [www.babaartslimited.com](http://www.babaartslimited.com) besides communicating the same to the BSE Limited where the shares of the Company are listed. Copy of scrutinizer's report will also be posted on website of the CDSL, [www.evotingindia.com](http://www.evotingindia.com), the agency engaged for the purpose of e-voting.
10. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
11. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of casting vote through Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by physical postal ballot shall be treated as invalid.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 2<sup>nd</sup> May, 2016 at 10.00 A.M and ends on 31<sup>st</sup> May, 2016 at 5.00 PM. During this period shareholders of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> April, 2016, may cast their vote(s) electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:
  - (a) For CDSL- 16 digits beneficiary ID,
  - (b) For NSDL-8 character DP ID followed by 8 digits Client ID
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in postal ballot form as Sr. No. in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi) Click on the EVSN for BABA ARTS LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xviii) Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Requisite details relating to the buy-back are given below:

**a. Approval of the Board of Directors of the Company for the buy-back:**

With the intent of distribution of surplus cash to the equity shareholders, the Board in its meeting held on April 20, 2016 approved the proposal of recommending for the buy-back on a proportionate basis from the equity shareholders / beneficial owners of the equity shares of the Company including promoters, members of promoter group, and persons acting in concert (it being understood that the "promoter", "promoter group", and "persons acting in concert" will be such persons as have been disclosed under the filings made by the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended) as on the record date to be decided by the Board of Directors, up to 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares of the face value of Re.1/- (Rupee One Only) each (representing 25% of the paid-up equity capital of the Company) at a maximum price of Rs. 3/- (Rupees Three Only) per Equity Share (**buy-back price**) payable in cash for a total consideration not exceeding Rs. 7,74,00,000 (Rupees Seven Crore Seventy Four Lakh Only), which is 24.70% of the aggregate of equity share capital and free reserves of the Company as per the audited accounts of the Company for the financial year ended March 31, 2015, through the "**Tender Offer**" route as prescribed under the Buy-back Regulations, the Articles of Association and pursuant to Section 68 and other applicable provisions of the Act.

**b. Rationale of buy-back:**

The Company has accumulated substantial cash reserves out of the operations in the past. The Company doesn't have any expansion plans/new projects to be undertaken in near future and neither it has any debt to be repaid. The Company wishes to return the portion of the cash to the shareholders and propose to utilize the cash reserve to buyback its equity shares. It is also observed that the equity shares of Company are infrequently traded on the Stock Exchange limiting the opportunity for the shareholders to buy and sell equity shares. The buyback of equity shares shall also provide an opportunity to shareholders to offer their equity shares to the Company resulting in improvement in financial ratios and maximization of overall shareholders value. With the above objective in mind, the Board of Directors of the Company has decided to recommend buy-back of up to 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares of face value of Re.1/- (Rupee One Only) each (representing 25% of the paid-up equity capital of the Company) at a maximum price of Rs.3/- (Rupees Three Only) per Equity Share payable in cash for a total consideration not exceeding Rs. 7,74,00,000/- (Rupees Seven Crore Seventy Four Lakh Only). The buy-back is a more efficient form of distributing surplus cash to the equity shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:

- i. The buy-back gives an option to the equity shareholders to either participate in the buy-back and receive cash in lieu of Equity Shares accepted under the buy-back or not participate in the buy-back and enjoy a resultant increase in their percentage shareholding in the Company post the buy-back;
- ii. The buy-back would help in improving certain key financial ratios of the Company;
- iii. The buy-back, which is being implemented through the Tender Offer route as prescribed under the Buy-back Regulations, would involve a reservation for small shareholders as defined in the Buy-back Regulations. As defined in the Buy-back Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the recognized stock exchange in which highest trading volume in respect of such equity shares, as on the Record Date, of not more than Rs.2,00,000 (Rupees Two Lakhs).

**c. Maximum amount required under the buy-back & its percentage of the total paid-up capital and free reserves and the sources of funds from which the buyback would be financed:**

The maximum amount required under the buy-back will be Rs. 7,74,00,000/- (Rupees Seven Crore Seventy Four Lakh Only) which is 24.70% of the aggregate of equity share capital and free reserves of the Company as per the audited accounts of the Company for the financial year ended 31<sup>st</sup> March, 2015. The buy-back would be financed out of current surplus and / or cash and cash equivalents and / or internal accruals of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet. The Company confirms that as required under Section 68(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid up equity share capital and free reserves after the Buyback.

**d. Maximum buy-back price and the basis of arriving at the Maximum buy-back price:**

The maximum buy-back price of Rs. 3/- (Rupees Three Only) per share has been arrived at after considering various factors such as Book Value of the Company as on 31<sup>st</sup> March, 2015 and volume weighted average prices of the equity shares of the Company on BSE Ltd. where the equity shares of the Company are listed. The maximum buy-back price of Rs. 3/- (Rupees Three Only) per equity share represents a premium of 35% over the average of the weekly high and low of the volume weighted average price of the Company's equity shares on BSE Ltd. for 26 weeks preceding the date of intimation to the Stock Exchange regarding the Board Meeting to consider the proposal of the buy-back and 47.32% over the average of the weekly high and low of the volume weighted average prices of the Company's equity shares for 2 weeks preceding the date of intimation to the Stock Exchange regarding the Board Meeting to consider the proposal of the buy-back.

Within the limit of maximum price of Rs. 3/-(Rupees Three Only) per share, the Board of Directors of the Company is authorized to determine subsequently the specific price at which the buy back may be made before issue of letter of offer for buy back to the eligible shareholders.

Shri Gordhan P. Tanwani, one of the Promoter of the Company intends to offer up to a maximum of 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares or such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback and to maintain minimum public shareholding..

The Promoter/Promoter Group of the company i.e. Shri Gordhan P. Tanwani and Shri Pravin J. Karia (**hereinafter referred as Promoters**), hold 7,00,04,587 (Seven Crore Four Thousand Five Hundred Eighty Seven) equity shares as on the date of passing of board resolution and the promoters have not done any transaction in the equity shares of the company during the period of six months preceding the date of the Board Meeting at which the buy-back was approved till the date of this notice

**e. Number of shares that the Company proposes to buy-back and the time limit for completing the buy-back:**

The Company proposes to buy-back not exceeding 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares of face value of Re.1/- (Rupee One Only) each of the Company. The buy-back is proposed to be completed within 12 months from the date of passing the special resolution approving the proposed buy-back.

**f. Method to be adopted for the buy-back:**

The buy-back shall be on a proportionate basis from the equity shareholders / beneficial owners of the equity shares of the Company through the "Tender Offer" route, as prescribed under the Buy-back Regulations.

As required under the Buy-back Regulations, the Company will announce a Record Date (**the Record Date**) for determining the names of the equity shareholders who will be eligible to participate in the buy-back.

In due course, the equity shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the equity shareholder for participating in the buy-back. The equity shares to be bought back as part of the buy-back is divided in two categories:

- i. Reserved category for small shareholders, and
- ii. General category for all other shareholders.

In accordance with Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the maximum number of equity shares which the Company proposes to buy-back or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this buy-back. On the basis of the holding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholder to tender their shares in the buy-back. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder on the Record Date and the ratio of the buy-back applicable in the category to which such shareholder belongs.

The participation of the equity shareholders of the Company in the buy-back will be voluntary. Equity shareholders may also tender a part of their entitlement. Equity shareholders also have the option of tendering additional shares (over and above their entitlement) and their application for such additional shares would be considered in case there is a shortfall created due to non-participation of some other equity shareholders. If the buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be rounded off to the next higher integer for computation of buy-back entitlement to tender equity shares in the buy-back. Adjustment for excess resulting from such rounding off would be made in the entitlement of entities belonging to promoter.

Detailed instructions for participation in the buy-back as well as the relevant Schedule of Activities will be included in the Letter of Offer which will be sent in due course to the equity shareholders as on the Record Date.

The buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as are required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.

**g. Aggregate shareholding of the Promoters, the directors of the Promoter companies holding shares in the Company and of Persons who are in control of the Company as on the date of this Notice:**

1. The aggregate shareholding of promoters who are in control of the Company:

Sl. No	Name of the Shareholders	No. of Shares Held	Percentage (%)
1	Shri Gordhan P Tanwani	6,99,96,587	67.83
2	Shri Pravin J Karia	8,000	0.007

2. None of the directors and key managerial personnel of the Company hold any equity shares in the Company except for the following:

Sl. No	Shareholding of each Directors & each Key Managerial Personnel	No. of Shares Held	Percentage (%)
1	Shri Sanjiv L Hinduja – Director	8,000	0.007
2	Smt. Malavika Acharya - Director Jtly. With Shri Ajay A Acharya	19,00,000	1.84
3	Shri N.H. Mankad – Company Secretary	61,600	0.059

3. No equity shares have been purchased or sold by any member of the Promoter/Promoter Group, directors and key managerial personnel of the Company during the period of six months preceding the date of the Board Meeting at which the buy-back was approved till the date of this notice.

**h. Intention of the Promoters and Promoters Group of the Company to tender equity shares for buy-back:**

In terms of the Buyback Regulations, under the Tender Offer route, Shri. Gordhan P. Tanwani and Shri. Pravin J. Karia, the Promoters of the Company have the option to participate in the Buyback. In this regard, Shri Gordhan P. Tanwani has expressed his intention vide letter dated 20th April, 2016, to participate in the Buyback and offer up to 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares or any such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback. In order to be in compliance with 10(4)(C) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the promoter director i.e. Shri. Gordhan P. Tanwani did not participate in the board meeting dated 20th April 2016 for approval of buyback. Further, the Promoters have undertaken to not participate in the postal ballot process for approval of buy-back.

Details of the date and price of acquisition of the equity shares from which Shri. Gordhan P. Tanwani intends to tender his equity shares are set-out below. Shri. Pravin J. Karia does not intend to tender any equity shares under the buyback offer.

**Shri Gordhan P. Tanwani**

Date	No. of shares acquired/ (sold)	Face Value	Issue Price	Consideration
		(in Rs.)	(in Rs.)	
12.08.2003	5800	10	4.00	Open Offer
20.08.2003	1600000	10	2.50	Open Offer - Acquisition of equity shares under Share Purchase Agreement
20.08.2003	2400000	10	2.50	
28.08.2003	1100010	10	2.50	
23.03.2004	(47680)	10	14.72	Open Market
24.03.2004	(73150)	10	14.06	Open Market
25.03.2004	(73832)	10	14.05	Open Market
02.11.2004	20000	10	11.75	Open Market
03.11.2004	10000	10	12.00	Open Market
04.11.2004	15000	10	11.75	Open Market
05.11.2004	17000	10	12.14	Open Market
08.11.2004	28300	10	12.82	Open Market
10.11.2004	17400	10	12.52	Open Market
11.11.2004	12385	10	12.13	Open Market
12.11.2004	5000	10	12.25	Open Market
28.12.2004	16830	10	11.43	Open Market
29.12.2004	6941	10	11.80	Open Market
30.12.2004	18200	10	11.78	Open Market
31.12.2004	25000	10	11.86	Open Market
02.02.2005	33300	10	8.81	Open Market
04.02.2005	22200	10	9.06	Open Market
07.02.2005	26900	10	8.96	Open Market
08.02.2005	1600	10	8.96	Open Market
09.02.2005	20300	10	9.06	Open Market
15.02.2005	27849	10	10.55	Open Market
16.02.2005	44750	10	11.18	Open Market
23.02.2005	40000	10	11.57	Open Market
24.02.2005	42013	10	11.30	Open Market
25.02.2005	40402	10	11.31	Open Market
09.09.2005	45500	4	19.39	Open Market
13.09.2005	25941	4	20.50	Open Market
14.09.2005	53000	4	20.60	Open Market
02.06.2006	(38991)	4	24.82	Open Market
05.06.2006	(25000)	4	22.42	Open Market
06.06.2006	(7178)	4	21.51	Open Market
07.06.2006	(17500)	4	19.95	Open Market
08.06.2006	(2000)	4	18.42	Open Market
09.06.2006	(70700)	4	17.20	Open Market
12.06.2006	(12500)	4	17.00	Open Market
13.06.2006	(24008)	4	16.67	Open Market
14.06.2006	(22850)	4	17.10	Open Market
15.06.2006	(25042)	4	16.88	Open Market
16.06.2006	(36050)	4	17.64	Open Market
19.06.2006	(65000)	4	17.40	Open Market
20.06.2006	(17330)	4	17.77	Open Market
20.06.2006	(67067)	4	18.49	Open Market
06.11.2006	(11500)	4	26.91	Open Market
10.11.2006	(48000)	4	22.80	Open Market
13.11.2006	(40500)	4	23.06	Open Market
15.11.2006	(29278)	4	23.75	Open Market
16.11.2006	(40000)	4	23.91	Open Market
17.11.2006	(30721)	4	23.11	Open Market
28.09.2007	(215000)	4	50.47	Open Market
04.02.2008	(70000)	4	27.14	Open Market
05.02.2008	(88804)	4	29.25	Open Market
06.02.2008	(21940)	4	27.21	Open Market

Date	No. of shares acquired/ (sold)	Face Value	Issue Price	Consideration
		(in Rs.)	(in Rs.)	
26.06.2008	600000	4	44.00	Conversion of Warrants
11.07.2008	100000	4	44.00	Conversion of Warrants
31.07.2008	200000	4	44.00	Conversion of Warrants
25.08.2008	49530	4	44.00	Conversion of Warrants
<b>Total</b>	<b>54,49,530</b>			
<b>Post Stock Split from Rs.4/- to Rs.1/- per equity share</b>				
Opening Balance	2,17,98,120	1	N.A.	-
11.01.2010	(462850)	1	12.17	Open Market
12.01.2010	(433475)	1	11.97	Open Market
13.01.2010	(491932)	1	12.00	Open Market
14.01.2010	(436736)	1	12.18	Open Market
15.01.2010	(284151)	1	12.42	Open Market
15.03.2010	5027024	1	--	Inter Se transfer by way of gift.
26.03.2010	1600000	1	--	Inter Se transfer by way of gift.
04.10.2010	26316000	1	--	Bonus in the ratio of 1:1
01.12.2011	49378	1	7.99	Open Market
02.12.2011	42105	1	8.00	Open Market
05.12.2011	38100	1	8.00	Open Market
07.12.2011	34800	1	7.78	Open Market
08.12.2011	40731	1	7.30	Open Market
09.12.2011	44305	1	7.32	Open Market
12.12.2011	41485	1	7.36	Open Market
13.12.2011	57945	1	7.19	Open Market
14.12.2011	50988	1	7.27	Open Market
23.03.2012	200117	1	7.49	Open Market
26.03.2012	29383	1	7.30	Open Market
27.03.2012	54237	1	7.50	Open Market
28.03.2012	141475	1	7.58	Open Market
29.03.2012	78949	1	8.53	Open Market
02.04.2012	56196	1	9.00	Open Market
03.04.2012	62228	1	9.00	Open Market
04.04.2012	51000	1	9.00	Open Market
09.04.2012	60000	1	9.00	Open Market
10.04.2012	72000	1	9.00	Open Market
11.04.2012	61600	1	8.50	Open Market
12.04.2012	27110	1	8.50	Open Market
13.04.2012	114316	1	8.00	Open Market
16.04.2012	123859	1	8.00	Open Market
17.04.2012	106960	1	7.78	Open Market
18.04.2012	58026	1	7.77	Open Market
19.04.2012	144708	1	7.50	Open Market
20.04.2012	43756	1	7.50	Open Market
23.04.2012	80520	1	7.50	Open Market
24.04.2012	115990	1	7.47	Open Market
25.04.2012	77500	1	7.49	Open Market
26.04.2012	159899	1	7.17	Open Market
27.04.2012	166572	1	7.50	Open Market
28.04.2012	690	1	7.50	Open Market
30.04.2012	178100	1	7.50	Open Market
02.05.2012	156245	1	7.43	Open Market
03.05.2012	172640	1	7.22	Open Market
04.05.2012	135084	1	7.17	Open Market
10.09.2012	185000	1	6.33	Open Market
11.09.2012	143998	1	6.53	Open Market
12.09.2012	127278	1	6.82	Open Market
13.09.2012	141261	1	6.73	Open Market
14.09.2012	187608	1	6.91	Open Market

Date	No. of shares acquired/ (sold)	Face Value	Issue Price	Consideration
		(in Rs.)	(in Rs.)	
08.10.2012	130964	1	5.82	Open Market
09.10.2012	154309	1	6.28	Open Market
11.10.2012	300000	1	6.09	Open Market
12.10.2012	202041	1	6.17	Open Market
29.10.2012	175000	1	5.98	Open Market
27.11.2012	13500	1	5.95	Open Market
29.11.2012	30000	1	6.05	Open Market
30.11.2012	28208	1	6.19	Open Market
03.12.2012	601	1	6.07	Open Market
04.12.2012	23160	1	6.49	Open Market
05.12.2012	824	1	6.29	Open Market
06.12.2012	6765	1	6.46	Open Market
07.12.2012	36000	1	6.60	Open Market
12.12.2012	80000	1	6.69	Open Market
18.12.2012	3013	1	6.10	Open Market
24.12.2012	5	1	6.20	Open Market
26.12.2012	6020	1	6.76	Open Market
27.12.2012	4557	1	6.82	Open Market
31.12.2012	1700	1	6.70	Open Market
01.01.2013	743	1	6.80	Open Market
02.01.2013	1899	1	6.44	Open Market
03.01.2013	1761	1	6.89	Open Market
07.01.2013	3150	1	6.97	Open Market
08.01.2013	25000	1	7.45	Open Market
09.01.2013	6456	1	7.10	Open Market
10.01.2013	13629	1	7.42	Open Market
11.01.2013	48076	1	7.57	Open Market
14.01.2013	37039	1	7.92	Open Market
15.01.2013	16624	1	8.15	Open Market
18.01.2013	2700	1	7.95	Open Market
21.01.2013	4698	1	7.88	Open Market
22.01.2013	305	1	7.99	Open Market
12.02.2013	3411	1	5.87	Open Market
13.02.2013	500	1	6.00	Open Market
14.02.2013	2800	1	6.00	Open Market
15.02.2013	914	1	5.20	Open Market
18.02.2013	202	1	5.20	Open Market
26.02.2013	600	1	5.20	Open Market
27.02.2013	1000	1	5.60	Open Market
28.02.2013	8970	1	5.83	Open Market
01.03.2013	2400	1	6.00	Open Market
06.03.2013	4540	1	5.65	Open Market
07.03.2013	2079	1	6.06	Open Market
08.03.2013	97500	1	6.01	Open Market
11.03.2013	1979	1	7.17	Open Market
12.03.2013	234	1	7.48	Open Market
13.03.2013	2281	1	6.04	Open Market
14.03.2013	683	1	6.23	Open Market
18.03.2013	41000	1	6.00	Open Market
20.03.2013	992	1	5.40	Open Market
21.03.2013	2462	1	5.99	Open Market
22.03.2013	2322	1	5.80	Open Market
25.03.2013	18463	1	6.44	Open Market
26.03.2013	28578	1	8.23	Open Market
28.03.2013	39319	1	8.85	Open Market
10.04.2013	2552	1	6.41	Open Market
12.04.2013	936	1	6.00	Open Market



Date	No. of shares acquired/ (sold)	Face Value	Issue Price	Consideration
		(in Rs.)	(in Rs.)	
15.04.2013	1677	1	6.30	Open Market
16.04.2013	2383	1	6.37	Open Market
23.04.2013	360	1	6.35	Open Market
25.04.2013	6	1	6.15	Open Market
29.04.2013	190	1	6.00	Open Market
30.04.2013	2200	1	6.15	Open Market
03.05.2013	1525	1	6.02	Open Market
06.06.2013	1450	1	6.05	Open Market
07.06.2013	3300	1	6.00	Open Market
14.06.2013	10000	1	5.98	Open Market
21.06.2013	38400	1	6.00	Open Market
25.06.2013	20000	1	6.00	Open Market
26.06.2013	23490	1	6.37	Open Market
27.06.2013	28000	1	6.48	Open Market
28.06.2013	120001	1	6.38	Open Market
02.07.2013	72350	1	6.35	Open Market
03.07.2013	50000	1	6.29	Open Market
04.07.2013	80000	1	6.24	Open Market
05.07.2013	43950	1	6.26	Open Market
10.07.2013	5000	1	6.00	Open Market
11.07.2013	800	1	6.00	Open Market
12.07.2013	16550	1	6.05	Open Market
15.07.2013	12000	1	6.45	Open Market
16.07.2013	50000	1	6.05	Open Market
17.07.2013	16351	1	6.05	Open Market
22.07.2013	10630	1	6.50	Open Market
26.07.2013	2	1	5.75	Open Market
11.09.2013	83796	1	5.65	Open Market
24.10.2013	2599	1	6.05	Open Market
24.10.2013	(3)	1	-	Close Out
18.02.2014	7354	1	5.75	Open Market
19.02.2014	1051	1	5.75	Open Market
20.02.2014	4499	1	5.75	Open Market
21.02.2014	3596	1	5.75	Open Market
24.02.2014	500	1	5.75	Open Market
25.02.2014	62	1	5.75	Open Market
26.02.2014	9600	1	5.75	Open Market
04.03.2014	10000	1	6.00	Open Market
07.03.2014	4250	1	6.15	Open Market
11.03.2014	1053	1	6.27	Open Market
12.03.2014	169	1	6.10	Open Market
19.03.2014	3085	1	5.99	Open Market
21.03.2014	4605	1	5.93	Open Market
24.03.2014	127901	1	6.04	Open Market
25.03.2014	93375	1	6.07	Open Market
26.03.2014	142265	1	6.02	Open Market
10.04.2014	15700	1	5.89	Open Market
11.04.2014	9926	1	5.98	Open Market
15.04.2014	5104	1	6.00	Open Market
16.04.2014	1996	1	5.99	Open Market
17.04.2014	3	1	6.00	Open Market
28.04.2014	500	1	6.00	Open Market
29.04.2014	1900	1	6.00	Open Market
30.04.2014	4600	1	6.00	Open Market
05.05.2014	4000	1	6.00	Open Market
06.05.2014	8500	1	5.99	Open Market
11.06.2014	50000	1	6.06	Open Market

Date	No. of shares acquired/ (sold)	Face Value	Issue Price	Consideration
		(in Rs.)	(in Rs.)	
25.06.2014	9500	1	5.91	Open Market
23.07.2014	36000	1	6.08	Open Market
24.07.2014	201618	1	6.19	Open Market
25.07.2014	159825	1	6.24	Open Market
08.08.2014	(433,808)	1	6.02	Open Market
11.08.2014	(21,508)	1	6.29	Open Market
12.08.2014	(570,001)	1	5.93	Open Market
13.08.2014	(250,000)	1	5.81	Open Market
14.08.2014	(200,000)	1	5.86	Open Market
18.08.2014	(95,872)	1	6.28	Open Market
27.08.2014	(500)	1	6.70	Open Market
03.09.2014	(10,166)	1	6.85	Open Market
09.09.2014	(8)	1	6.80	Open Market
10.09.2014	(315)	1	6.71	Open Market
12.09.2014	(14,818)	1	7.00	Open Market
15.09.2014	(31,003)	1	6.98	Open Market
16.09.2014	(11,422)	1	7.00	Open Market
23.03.2015	253994	1	5.00	Open Market
24.03.2015	434171	1	5.00	Open Market
25.03.2015	375000	1	5.00	Open Market
26.03.2015	381594	1	5.00	Open Market
27.03.2015	582399	1	5.00	Open Market
06.04.2015	438249	1	5.00	Open Market
07.04.2015	538978	1	5.26	Open Market
08.04.2015	302175	1	5.47	Open Market
09.04.2015	282300	1	5.51	Open Market
10.04.2015	498576	1	5.63	Open Market
13.04.2015	200000	1	5.58	Open Market
15.04.2015	247210	1	5.64	Open Market
16.04.2015	238671	1	5.36	Open Market
17.04.2015	198530	1	5.50	Open Market
20.04.2015	5638	1	5.25	Open Market
21.04.2015	2497	1	5.10	Open Market
24.04.2015	419	1	5.05	Open Market
27.04.2015	32400	1	5.05	Open Market
28.04.2015	501300	1	5.31	Open Market
29.04.2015	480000	1	5.33	Open Market
30.04.2015	700000	1	5.22	Open Market
26.05.2015	5150757	1	6.50	Inter Se Transfer
<b>Total</b>	<b>6,99,96,587</b>			
<b>Maximum Shares intended to be tendered</b>				<b>2,58,00,000</b>

**i. No Defaults:**

The Company confirms that there are no defaults made or subsisting in the repayment of deposits / interest thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of term loans / interest thereon to any financial institution or banks.

**j. Confirmation that the Board of Directors have made full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after buy-back will continue to be able to meet its liabilities and will not be rendered insolvent:**

The Board of Directors of the Company have made full enquiry into the affairs and prospects of the Company and have formed the opinion that:

- Immediately following the date of convening of the Board Meeting at which the buy-back of the Company's equity shares is approved and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts.
- as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the year immediately following the date on which the results of the Postal Ballot will be declared approving the buy-back, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities

as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be.

- c) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act.

**k. Report addressed to the Board of Directors by the Company's Auditors:**

The Board of Directors  
BABA ARTS LIMITED  
3A, Valecha Chambers,  
New Link Road, Andheri (West), Mumbai-400053

Dear Sirs,

**Proposed Buy-Back of Equity Shares**

In connection with the proposal of the Company to buy back its equity shares as approved by the Board of Directors in its meeting held on April 20, 2016, in pursuance of the provisions of section 68 of the Companies Act, 2013 (**Act**) and the Securities & Exchange Board of India (Buy Back of Securities) Regulations 1998, as amended, (**SEBI Buyback Regulations**), and based on the information and explanations given to us which were to the best of our knowledge and belief necessary for this purpose, we report that:

1. We have examined the audited financial statements of the Company for the year ended March 31, 2015 & inquired into the state of affairs of the Company.
2. In our opinion the amount of maximum permissible capital payment (including premium) towards the proposed buyback of equity shares as computed in the table below is properly determined in accordance with sec. 68(2)(c) of the act.

<b>Particulars as on March 31, 2015</b>	<b>Rs. (in Lakhs)</b>	<b>Rs. (in Lakhs)</b>
Paid up Share Capital of face value Re 1 each	-	1032.00
Free Reserves:		
a) Securities Premium Account	718.43	
b) General Reserves	110.00	
c) Profit & Loss Account	1273.47	
Total Free Reserves		2101.90
<b>Total Paid Up Capital &amp; Free Reserves</b>		<b>3133.90</b>
Maximum amount permissible for Buy-back under section 68 of the act i.e.25% of the total paid up capital and free reserves with the shareholders approval		783.47
Maximum amount permitted by Board Resolution dated April 20, 2016 approving buyback, subject to shareholder approval based on audited financial statement for the year ended March 31, 2015		774.00

3. The above calculations / workings of this limits and the proposed buy back of equity shares of the Company is subject to the Company complying with terms of the Companies Act, 2013 and subsequent amendment thereto and / or any other rules and regulations prescribed and enforce for the time being.
4. The Board of Directors in their meeting held on 20th April, 2016 have formed their opinion, as specified in clause (x) of Part A of Schedule II of SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of 1 year from the date of passing of the board resolution.

This report has been prepared for and only for the Company and is in reference to proposed buy-back of Equity Shares in pursuance of the provisions of the Act and the Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

Thanking You,

Yours faithfully

**For Prakash Muni & Associates**  
**Chartered Accountants**  
**Firm Registration No.111792W**

Sd/-

**Prakash R. Muni**  
**PARTNER**  
**Membership No.030544**  
**Certificate No: 2016/04/01**

**Date:20<sup>th</sup> April, 2016**

**Place: Mumbai**

**I. Compliance with Section 68(2)(c) of the Companies Act, 2013:**

The aggregate paid-up equity share capital and free reserves as at 31<sup>st</sup> March, 2015 is Rs.3133.90 Lakh. Under the provisions of the Companies Act, 2013, the funds deployed for the buy-back cannot exceed 25% of the total paid-up equity share capital and free reserves of the Company i.e. Rs. 783.47 Lakh. The Maximum buy-back Size i.e. Rs.7,74,00,000/- (Rupees Seven Crore Seventy Four Lakh Only) is within the limit of 25% of the Company's total paid-up equity capital and free reserves as per the audited Balance Sheet as at 31<sup>st</sup> March, 2015.

Above computation has been determined considering available audited financial results as at 31/03/2015. The audited financial results as at 31/03/2016 would be available in the month of May 2016 when the meeting of Board of Directors is required to be held to consider audited financials as per the requirements of listing agreement. The Company do not expect any substantial/material changes in net worth of the Company. If there is any material change which has an effect on quantum of Buy Back determined by the Board of Directors, same would be intimated to all the shareholders through appropriate communication channels.

**m. As per the provisions of the Buy-back Regulations and the Companies Act, 2013:**

- i) The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the buy-back;
- ii) The Company shall not raise further capital for a period of one year from the closure of the buy-back, except in discharge of its subsisting obligations, or such period as may be applicable under extant regulations;
- iii) The special resolution approving the buy-back will be valid for a maximum period of 1 year from the date of passing the said special resolution (or such extended period as may be permitted under the Companies Act, 2013 or the Buy-back Regulations or by the appropriate authorities). The Schedule of Activities for the buy-back shall be decided by the Board of Directors within the above time limits;
- iv) The equity shares bought back by the Company will be compulsorily cancelled;
- v) The Company shall not withdraw buy-back once the shareholders have approved the buy-back;
- vi) The Company shall not buy-back locked-in equity shares and non-transferable equity shares if any, till the pendency of the lock-in or till the equity shares become transferable; and
- vii) The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013, the ratio of aggregate of secured and unsecured debts owed by the Company shall not be more than twice the equity share capital and free reserves after the buy-back.

For any clarifications related to the Buy-Back process, the equity shareholders may contact the following:

**Compliance Officer:**

Shri. N.H.Mankad

Baba Arts Limited

3A, Valecha Chambers

New Link Road, Andheri (West)

Mumbai 400053

E-mail: [babaartslimited@yahoo.com](mailto:babaartslimited@yahoo.com), [investors@babaartslimited.com](mailto:investors@babaartslimited.com)

Phone: 022 26733131, Fax: 022 26733375

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board Resolution for the buyback, the Auditors Report dated 20<sup>th</sup> April, 2016 and the audited accounts for the financial year 2014-15 are available for inspection by the members of the Company at its registered office on any working day between 10.00 am and 5.00 pm up to the last date of receipt of postal ballot form specified in the accompanying notice.

In the opinion of the Board, the proposal for buy-back is in the interest of the Company and its equity shareholders. The directors, therefore, recommend passing of the special resolution as set out in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are directly / indirectly concerned / interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The promoter director Shri. Gordhan P. Tanwani did not participate in the board meeting. Further, the Promoters have undertaken to not participate in the postal ballot process for approval of buy-back.

Place: Mumbai

Date: 20<sup>th</sup> April, 2016

Encl:

1. Postal Ballot Form
2. Self-addressed, postage pre-paid envelope

By order of the Board  
For **Baba Arts Limited**

NAISHADH  
S  
KESH  
MANKAD

Digitaly signed by NAISHADH S KESH MANKAD  
DN: cn=NAISHADH S KESH MANKAD, o=BABA ARTS LIMITED, ou=, email=, c=IN

N.H.Mankad  
Company Secretary



## BABA ARTS LIMITED

(CIN: L72200MH1999PLC119177)

Regd. Address: 3A, Valecha Chambers, New Link Road, Andheri (West), Mumbai-400053

Tel No. 2673 3131; Fax: 2673 3375; Email: babaartslimited@yahoo.com, investors@babaartslimited.com Website: www.babaartslimited.com

### POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr.No.:

1. Name and registered address of the sole/first member/Beneficial Owner	:	
2. Name(s) of Joint Member(s), if any:	:	
3. *DP ID & Client ID No. or Registered Folio No. (*Applicable to members holding shares in demat form)	:	
4. No. of Equity Share(s) held	:	

5. I/We hereby exercise my/our vote in respect of the Special Resolution as proposed to be passed by means of Postal Ballot for the business stated in the Notice issued by the Company dated 20th April, 2016 by sending my/ our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Brief Particulars of the Item	No. of equity shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Special Resolution under Section 68 of the Companies Act, 2013, authorizing the Board of Directors for buy-back of up to 2,58,00,000 Equity Shares of the face value of Re.1/- per share representing 25% of the total number of equity shares in the paid up capital of the company, from all equity shareholders, on a proportionate basis through "Tender Offer" route as prescribed under the SEBI (Buy Back of Securities) Regulations, 1998, at a maximum price of Rs. 3/- per equity share aggregating to Rs. 7,74,00,000/- (Rupees Seven Crore Seventy Four Lac Only).			

Place:

Date:

Signature of the Member / Power of Attorney Holder

### ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
2 <sup>nd</sup> May, 2016 at 10.00 a.m.	31 <sup>st</sup> May, 2016 at 5.00 p.m.

#### Note:

- If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- Please read the instructions printed overleaf carefully before filling this Form and for E-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 31<sup>st</sup> May, 2016 up to 5.00 p.m.

## INSTRUCTIONS

### Please read the following instructions carefully:

1. A member desiring to exercise his/her vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutiniser in the enclosed postage prepaid self-addressed envelope. Postal Ballot Form deposited in person or sent by post or courier at the expense of the Member will also be accepted. It is however clarified that those shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot form is dispatched to the Scrutinizer.
2. A shareholder may convey his/ her/ its assent/ dissent /abstain in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the shareholder must be accorded by placing a tick mark (√) in the appropriate column.
3. The self addressed pre-paid envelope bears name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The postal ballot form should be completed and signed by the members (as per specimen signature registered with the Company or furnished by NSDL/CDSL) in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this form must be completed and signed by the first named member and in his/her absence, by the next named member.
5. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be treated as final and binding.
6. The Postal Ballot Form duly completed should reach the Scrutinizer not later than 5.00 p.m. (IST) on 31<sup>st</sup> May, 2016. Postal Ballot Form received after this date will be treated as if the reply from the shareholder has not been received.
7. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
8. A member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrar & Transfer Agents :  
  
Universal Capital Securities Pvt. Ltd.  
21, Shakil Niwas, Mahakali Caves Road,  
Andheri (East), Mumbai 400093  
Phone: 022 28366620, Fax: 022 28211996  
Email: [baba@unisec.in](mailto:baba@unisec.in)
9. The Postal Ballot shall not be exercised by a proxy.
10. Members are requested to fill the postal ballot form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
11. Voting rights shall be reckoned on the paid up value of the equity shares registered in the names of the members / list of beneficial owners received from NSDL/CDSL on the cut off date i.e. Friday the 22<sup>nd</sup> April, 2016.
12. The Company has appointed the Company Secretary as the person responsible for the entire postal ballot voting process.
13. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of the Postal Ballot Form will be treated as final.
15. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
16. The results of the voting will be declared on or before 7<sup>th</sup> June, 2016 at 5.30 p.m. at the Registered Office of the Company. The results declared along with scrutinizer's report shall be placed on Company website [www.babaartslimited.com](http://www.babaartslimited.com) and on the website of CDSL and communicated to BSE Ltd. where the shares of the company are listed. The results will also be displayed at the Registered Office of the Company.