



## BABA ARTS LIMITED

(CIN : L72200MH1999PLC119177)

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

Tel No.022 2673 3131 Fax : 022 2673 3375

Email : babaartslimited@yahoo.com / investors@babaartslimited.com Website : www.babaartslimited.com

### NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Seventeenth Annual General Meeting of **Baba Arts Limited** will be held on Tuesday the 20th September, 2016 at 11.30 a.m. at Juhu Vile Parle Gymkhana Club, Activity Hall, Opp: Juhu Bus Depot, Juhu, Mumbai 400049 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements and the reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2016.

2. **To appoint Director in place of Smt. Malavika A. Acharya (DIN 07007469) who retires by rotation and being eligible offers herself for reappointment and in this connection to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Smt. Malavika A. Acharya(DIN 07007469), who retires by rotation be and is hereby reappointed as a Director of the Company liable to retire by rotation. “

3. **To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 139(2) and 142 of the Companies Act, 2013 and rules made there under and pursuant to recommendations of Audit Committee of the Board of Directors, and pursuant to resolution passed by the members at the 15th Annual General Meeting held on 22nd September, 2014 the appointment of M/s. Prakkash Muni & Associates., Chartered Accountants, having ICAI Registration No. 111792W as Statutory Auditors of the Company, to hold office until the conclusion of Eighteenth Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending 31st March, 2017 as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors from time to time.

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

**N. H. Mankad**  
Company Secretary

#### **Regd. Office:**

3A, Valecha Chambers,  
New Link Road,  
Andheri (West)  
Mumbai 400053.

Date: 10th August, 2016

#### **NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL PAID UP CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

PROXIES TO BE VALID MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. BLANK PROXY FORM IS ENCLOSED.

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2. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday the 14th September, 2016 to Tuesday the 20th September, 2016 (both days inclusive).
3. Members are requested to:
  - a. Bring their copy of the Annual Report to the Annual General Meeting.
  - b. Bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
4. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the items of business set out in the attached notice may be transacted also through electronic voting systems as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("e-Voting") under an arrangement with the Central Depository Services (India) Limited ("CDSL") The notice of the Meeting will also be available on the Company's website [www.babaartslimited.com](http://www.babaartslimited.com) and the website of the Central Depository Services (India) Limited.

**The instructions for members for voting electronically are as under:-**

The voting period begins on Saturday, the 17th September, 2016 at 9.00 a.m. and ends on Monday, the 19th September, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Tuesday, the 13th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

In case of members receiving e-mail:

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

<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> <p>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 address label as Sr. no. affixed on Annual Report, in the PAN field.</p> <p>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.</p>
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 as mentioned in instruction (iv).



- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. **Note for Non – Individual Shareholders and Custodians**
- xx. 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.
- xxi. 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).
- xxii. 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.
- xxiii. The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- xxiv. 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.
- xxv. 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).

The Company has appointed Shri Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries in Whole Time Practice as Scrutinizer to scrutinize the e-voting process in fair and transparent manner

The Scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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The results declared along with the Scrutinizer's report shall be hosted on the website of the company viz; [www.babaartslimited.com](http://www.babaartslimited.com) and on the website of CDSL viz: [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to BSE Ltd.

The results on resolutions shall be declared at or after the AGM and subject to the requisite votes, the resolutions shall be deemed to be passed on the date of AGM.

5. Brief profile of Director seeking re-appointment as per Clause 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given in the notes / explanatory statement annexed to this notice.
6. Beneficial Owners holding shares in electronic/demat form are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant. Members holding shares in physical form are requested to notify any change in their address, bank account etc. to the Registrar and Share Transfer Agents, **Universal Capital Securities Pvt. Ltd.**
7. Members desirous of getting any information about the accounts and operations of the Company are requested to write their queries to the Company at least seven days in advance of the meeting so that the information required can be made readily available at the meeting.
8. As per the provisions of Section 72(1) of the Companies Act, 2013, the facility for making/ varying/ cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the share Department of the Company/ Registrars and Share Transfer Agents or from the Website of the Company at [www.babaartslimited.com](http://www.babaartslimited.com)
9. Pursuant to Section 101 of Companies Act, 2013 read with Rule 18 of Companies (Management & Administration) Rules, 2014, electronic copy of the Annual Report for 2015-16 is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2015-16 is being sent in the permitted mode.
10. To avail of services through electronic mode, members are requested to register their E-mail address with the Registrar & Share Transfer Agent of the Company, **Universal Capital Securities Pvt. Ltd** to receive all communication by the Company including Annual Report and notice(s) of meetings by E-mail, by sending appropriate communication on [baba@unisec.in](mailto:baba@unisec.in) and also register/update their e-mail ID with the Depository Participant where their Demat account is maintained, for shares held in the electronic form.
11. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules). The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problem due to misplacement of intimation thereof by post etc. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial years 2008-09 and 2009-10 on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "IEPF Section" on the website of the Company viz. [www.babaartslimited.com](http://www.babaartslimited.com).
12. Members who have not encashed their dividends warrants for Financial Year 2008-09 and 2009-10 are requested to write to the Company immediately claiming dividends declared by the Company for the said periods. Please note that the unclaimed dividend for the year 2008-09 will be transferred to Investor Education & Protection Fund on 4th November, 2016 and as per Section 205C of the Companies Act, 1956, no claim shall lie against the Company or IEPF in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the due date and no payment shall be made in respect of any such claims. (Proforma of Indemnity Bond to be submitted to the Company for issue of Duplicate Dividend Warrant is available under "Investor Section" on the website of the Company viz. [www.babaartslimited.com](http://www.babaartslimited.com)).
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Transfer Agents, Universal Capital Securities Pvt. Ltd.



14. Members/Proxies should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such members are advised to bring the relevant identity card, issued by the Depository Participant, to attend the Annual General Meeting. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at [www.babaartslimited.com](http://www.babaartslimited.com).
15. Pursuant to Regulation 36(3) of the SEBI(Listing Obligations & Disclosure Requirements) Regulations,2015 brief profile of Smt. Malavika A. Acharya, proposed to be appointed at the Annual General Meeting is given below:

<b>Name of the Director</b>	<b>Malavika A. Acharya</b>
Date of Birth	29th September, 1960
Date of Appointment on the Board	1st April, 2015
Qualification	B.Com, Diploma in Business Management, Certificate Course from Film Making & Direction, General Green House Management, Interior Designing
Nature of Expertise in specific functional areas	Interior Designer on free lance basis, Line Production in Films
Relationship with other Directors and Key Managerial Personnel	None
Names of listed entities in which she holds Directorship and membership of committees of the Board.	None
Chairman / Member of Committee(s) of the Board of Directors of the Company	Member-Nomination & Remuneration Committee Member- Risk Management Committee Member-Audit Committee
Chairman / Member of Committee (s) of Directors of other Companies in which he is a Director	None
No. of Shares held in the Company (as on 31st March, 2016)	19,00,000 Joint Holder with Shri Ajay D Acharya.
Director Identification No.	07007469

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

**N. H. Mankad**  
Company Secretary

**Regd. Office:**

3A, Valecha Chambers,  
New Link Road,  
Andheri (West)  
Mumbai 400053.

Date: 10th August, 2016