

BABA ARTS LIMITED

3A, Valecha Chambers, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: 2673 3131 Fax : 2673 3375

email : babaartslimited@yahoo.com / investors@babaartslimited.com

CIN-L72200MH1999PLC119177 Website: www.babaartslimited.com

9th November, 2017

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
MUMBAI- 400001

Scrip Code : 532380

Scrip Name : BABA

Dear Sir,

Sub : Post Buyback Public Advertisement for Buyback of Shares

Pursuant to Regulation 19(7) of SEBI (Buy Back of Securities) Regulations, 1998, we have published the Post Buyback Public Advertisement in respect of the Buyback of Shares of the Company in the following newspapers:

- | | |
|-----------------------------------|--|
| 1. "Business Standard" - English | - All Editions on 9th November, 2017 |
| 2. "Business Standard" - Hindi | - All Editions on 9th November, 2017 |
| 3. "Mumbai Lakshadweep" - Marathi | - Mumbai Edition on 9th November, 2017 |

We are enclosing the newspaper cutting of the following newspapers:

- | | |
|-----------------------------------|--|
| 1. "Business Standard" - English | - Mumbai Edition on 9th November, 2017 |
| 2. "Business Standard" - Hindi | - Mumbai Edition on 9th November, 2017 |
| 3. "Mumbai Lakshadweep" - Marathi | - Mumbai Edition on 9th November, 2017 |

Please take the same on records.

Thanking you

Yours truly,
For Baba Arts Limited




Naishadh H Mankad
Company Secretary

BABA ARTS LIMITED

CIN: L72200MH1999PLC119177

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

Ph: 022 26733131 • Fax: 022 26733375

E-mail: investors@babaartslimited.com / babaartslimited@yahoo.com

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POST BUY-BACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF BABA ARTS LIMITED

This post buy-back public advertisement ("Advertisement") is made pursuant to the regulation 19(7) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 for the time being in force including any statutory modifications and amendments from time to time ("Buy-back Regulations"). This Advertisement should be read in conjunction with the Public Announcement published on September 5, 2017 ("PA") and the Letter of Offer dated October 5, 2017 (the "Letter of Offer") issued in connection with the buyback of fully paid equity shares of ₹ 1/- (Rupee One Only) each ("Equity Shares") of Baba Arts Limited (the "Company"), through the tender offer process using nationwide electronic trading terminal of BSE Limited ("BSE"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUY BACK

- The Company had announced the buyback of up to 1,74,00,000 fully paid equity shares of face value of ₹ 1/- (Rupee One Only) each from all the existing shareholders/beneficial owners of Equity Shares as on record date (i.e. September 18, 2017), on a proportionate basis, through the "Tender Offer" route at price of ₹ 3/- (Rupees Three Only) per equity share payable in cash, for an aggregate amount of ₹ 5,22,00,000/- (Rupees Five Crore Twenty Two Lakhs Only) ("Buyback Offer Size") ("Buyback"). The Buyback Offer Size was 24.67% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2017. The number of Equity Shares bought back in the Buyback constitutes 28.96% of the post Buyback, equity share capital of the Company.
- The Company adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/11/2015 dated April 13, 2015 ("SEBI Circular").
- The Tendering Period for the Buyback Offer opened on Monday, October 16, 2017 and closed on Tuesday, October 31, 2017.

2. DETAILS OF BUYBACK

- 1,73,81,700 (One Crore Seventy Three Lakhs Eighty One Thousand Seven Hundred) Equity Shares were bought back under the Buyback, at a price of ₹ 3/- (Rupees Three Only) per Equity Share.
- The total amount utilized in the Buyback was ₹ 5,21,45,100/- (Rupees Five Crore Twenty One Lakhs Forty Five Thousand One Hundred only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.
- There were 38 valid bids for 1,73,81,700 (One Crore Seventy Three Lakhs Eighty One Thousand Seven Hundred) valid Equity Shares in response to the Buyback, which is 0.99 times the maximum number of shares proposed to be bought back. The details of valid bids received in the Buyback are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
Reserved Category for Small Shareholders	26,11,167	28	7,19,551*	4.14
General category of other shareholders	1,47,88,833†	10	1,66,62,149	95.86
Total	1,74,00,000	38	1,73,81,700	100.00

* Note: All equity shares validly tendered by Small Shareholders (i.e. 7,19,551 equity shares) have been accepted in full excluding 18,300 additional equity shares tendered by one shareholder over and above her holding as on Record Date, which were not accepted and returned being not eligible for acceptance in terms of Letter of Offer. Unsubscribed portion of 18,91,616 equity shares in reserved category for Small Shareholders was added to the equity shares available for the general category of other shareholders. After addition of surplus shares from category of shareholders to general category, in view of availability of shares in the general category of other shareholders, the additional equity shares (i.e. equity shares tendered over and above the Buyback Entitlement), have been accepted in full. Accordingly total 1,66,62,149 equity shares validly tendered by the shareholders in this category, have been accepted under the buyback.

- All valid applications were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 19 of the Letter of Offer. The communication of acceptance/ rejection has been dispatched by the Registrar to the Buyback to respective Shareholders, on November 7, 2017.
- The settlement of all valid bids was completed by the Clearing Corporation / BSE Limited on November 7, 2017. The funds in respect of accepted Equity Shares were paid out to the respective Seller Members/custodians.
- Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on November 7, 2017. 18,300 unaccepted demat Equity Shares were returned to the Seller Members/custodians on November 7, 2017. No valid Equity Shares were tendered in physical form.
- The extinguishment of 1,73,81,700 (One Crore Seventy Three Lakhs Eighty One thousand Seven Hundred) Equity Shares being in dematerialised mode accepted under the Buyback is currently under process and shall be completed on or before November 10, 2017 (being the last date of extinguishment, in terms of the schedule mentioned in the Letter of Offer). The Company and its directors accept full responsibility for the obligations of the Company laid down, under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares have a face value of ₹ 1/- each)

Particulars	Pre-Buyback		Post-Buyback	
	No. of Equity Shares	Amount (₹ in Lakhs)	No. of Equity Shares	Amount (₹ in Lakhs)
Authorised Equity Capital Issued, Subscribed and Paid-up Capital	30,00,00,000	3000.00	30,00,00,000	3000.00
	7,74,00,000	774.00	6,00,18,300	600.18

* Shares in response to the Buyback, which is 0.39 times the maximum number of shares proposed to be bought back. The details of valid bids received in the Buyback are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
Reserved Category for Small Shareholders	26,11,167	28	7,19,551*	4.14
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	7,74,00,000	774.00	6,00,18,300	600.18

- Details of the Shareholders/beneficial owners from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares Accepted as a % of total Equity Shares bought back	Equity Shares accepted as % of Total Post buy back Equity Shares
1.	Gordhan P. Tanwani	1,36,43,127	78.49	22.73
2.	Rita Tejpal Shah	10,93,472	6.29	1.82
3.	Ambalal Mohanlal Shah	10,36,623	5.96	1.73
4.	Y.T. Properties Pvt. Ltd.	2,18,790	1.26	0.36
5.	Y.T. Foods & Beverages Pvt. Ltd.	1,98,775	1.14	0.33
6.	Y. T. Securities Pvt. Ltd.	1,77,200	1.02	0.30

- The shareholding pattern of the Company pre-Buyback (as on September 18, 2017, the Record Date) and post Buyback, is as under:

Category of Shareholders	Pre-Buyback		Post Buyback	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of the post Buyback Equity Share Capital
(A) Promoter and Promoter Group				
Individuals/Hindu Undivided Family	5,80,08,002	74.95	4,43,64,875	73.92
Sub Total (A)	5,80,08,002	74.95	4,43,64,875	73.92
(B) Public Shareholding				
(i) Foreign Investors (Including ADRs, Non- Resident Indians, FIIs, FPIs, Foreign Nationals, and Overseas Corporate Bodies)	10,000	0.01	1,56,53,425	26.08
(ii) Financial Institutions/Banks, NBFCs & Mutual Funds	-	-	-	-
(iii) Others (Public, Bodies Corporate, Clearing Members, etc.)	1,93,81,998	25.04	-	-
Sub Total (B)	1,93,81,998	25.05	1,56,53,425	26.08
TOTAL (A+B)	7,74,00,000	100.00	6,00,18,300	100.00

4. MANAGER TO THE BUYBACK OFFER

KEYNOTE

KEYNOTE CORPORATE SERVICES LIMITED

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028;

Tel: +91-22-3026600-3; Fax: +91-22-30266088;

E-mail: mbd@keynoteindia.net; Website: www.keynoteindia.net;

Contact Person: Mr. Chirag Dave;

SEBI Registration No.: INM00003606

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Advertisement or any other information advertisement, circular, brochure, publicity material which may be issued and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
BABAARTS LIMITED

Date: November 9, 2017
Place: Mumbai

Sd/-
Gordhan P. Tanwani
Chairman & Managing Director

Sd/-
Santosh A. Shah
Director

Sd/-
Naishadh H. Mankad
Company Secretary

Business Standard - Hindi 09/11/2017

BABA ARTS LIMITED

CIN: L72200MH1999PLC119177

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POST BUY-BACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF BABA ARTS LIMITED.

This post buy-back public advertisement ("Advertisement") is made pursuant to the regulation 19 (7) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 for the time being in force including any statutory modifications and amendments from time to time ("Buy-back Regulations"). This Advertisement should be read in conjunction with the Public Announcement published on September 5, 2017 ("PA") and the Letter of Offer dated October 5, 2017 (the "Letter of Offer") issued in connection with the buyback of fully paid equity shares of ₹ 1/- (Rupee One Only) each ("Equity Shares") of Baba Arts Limited (the "Company"), through the tender offer process using nationwide electronic trading terminal of BSE Limited ("BSE"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUY BACK

1.1. The Company had announced the buyback of up to 1,74,00,000 fully paid equity shares of face value of ₹ 1/- (Rupee One Only) each from all the existing shareholders/beneficial owners of Equity Shares as on record date (i.e. September 18, 2017), on a proportionate basis, through the "Tender Offer" route at price of ₹ 3/- (Rupees Three Only) per equity share payable in cash, for an aggregate amount of ₹ 5,22,00,000/- (Rupees Five Crore Twenty Two Lakhs Only) ("Buyback Offer Size") ("Buyback"). The Buyback Offer Size was 24.67% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2017. The number of Equity Shares bought back in the Buyback constitutes 28.96% of the post Buyback, equity share capital of the Company.

1.2. The Company adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 ("SEBI Circular")

1.3. The Tendering Period for the Buyback Offer opened on Monday, October 16, 2017 and closed on Tuesday, October 31, 2017.

2. DETAILS OF BUY BACK

2.1. 1,73,81,700 (One Crore Seventy Three Lakhs Eighty One Thousand Seven Hundred) Equity Shares were bought back under the Buyback, at a price of ₹ 3/- (Rupees Three Only) per Equity Share.

2.2. The total amount utilized in the Buyback was ₹ 5,21,45,100/- (Rupees Five Crore Twenty One Lakhs Forty Five Thousand One Hundred only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

2.3. There were 38 valid bids for 1,73,81,700 (One Crore Seventy Three Lakhs Eighty One Thousand Seven Hundred) valid Equity Shares in response to the Buyback, which is 0.99 times the maximum number of shares proposed to be bought back. The details of valid bids received in the Buyback are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
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Total	1,74,00,000	38	1,73,81,700	100.00

* Note : All equity shares validly tendered by Small Shareholders i.e. 7,19,551 equity shares have been accepted in full excluding 18,300 additional equity shares tendered by one shareholder over and above her holding as on Record Date, which were not accepted and returned being not eligible for acceptance in terms of Letter of Offer. Unsubscribed portion of 18,81,616 equity shares in reserved category for Small Shareholders was added to the equity shares available for the general category of other shareholders. After addition of surplus shares from category of shareholders to general category, in view of availability of shares in the general category of other shareholders, the additional equity shares (i.e. equity shares tendered over and above the Buyback Entitlement), have been accepted in full. Accordingly total 1,66,62,149 equity shares validly tendered by the shareholders in this category, have been accepted under the buyback.

2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 19 of the Letter of Offer. The communication of acceptance/ rejection has been dispatched by the Registrar to the Buyback to respective Shareholders, on November 7, 2017.

2.5. The settlement of all valid bids was completed by the Clearing Corporation / BSE Limited on November 7, 2017. The funds in respect of accepted Equity Shares were paid out to the respective Seller Members/custodians.

2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on November 7, 2017. 18,300 unaccepted demat Equity Shares were returned to the Seller Members/custodians on November 7, 2017. No valid Equity Shares were tendered in physical form.

2.7. The extinguishment of 1,73,81,700 (One Crore Seventy Three Lakhs Eighty One thousand Seven Hundred) Equity Shares being in dematerialised mode accepted under the Buyback is currently under process and shall be completed on or before November 10, 2017 (being the last date of extinguishment, in terms of the schedule mentioned in the Letter of Offer). The Company and its directors accept full responsibility for the obligations of the Company laid down, under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1. The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares have a face value of ₹ 1/- each)

Particulars	Pre-Buyback		Post-Buyback	
	No. of Equity Shares	Amount (₹ in Lakhs)	No. of Equity Shares	Amount (₹ in Lakhs)
Authorised Equity Capital Issued, Subscribed and Paid-up Capital	30,00,00,000	3000.00	30,00,00,000	3000.00
	7,74,00,000	774.00	6,00,18,300	600.18

Equity Shares exceeding 1% (of the total equity shares bought

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Individuals/Hindu Undivided Family	5,80,08,002	74.95	4,43,64,875	73.92
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As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Advertisement or any other information advertisement, circular, brochure, publicity material which may be issued and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
BABAARTS LIMITED

Sd/-

Gordhan P. Tanwani
Chairman & Managing Director

Sd/-

Santosh A. Shah
Director

Sd/-

Naishadh H. Mankad
Company Secretary

Date: November 9, 2017

Place: Mumbai

Gracious

BABA ARTS LIMITED

CIN: L72200MH1999PLC119177

Regd. Office: 3A, Valecha Chambers, New Link Road,
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- 2.5. The settlement of all valid bids was completed by the Clearing Corporation / BSE Limited on November 7, 2017. The funds in respect of accepted Equity Shares were paid out to the respective Seller Members/custodians.
- 2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on November 7, 2017. 18,300 unaccepted demat Equity Shares were returned to the Seller Members/custodians on November 7, 2017. No valid Equity Shares were tendered in physical form.
- 2.7. The extinguishment of 1,73,81,700 (One Crore Seventy Three Lakhs Eighty One thousand Seven Hundred) Equity Shares being in dematerialised mode accepted under the Buyback is currently under process and shall be completed on or before November 10, 2017 being the last date of extinguishment, in terms of the schedule mentioned in the Letter of Offer. The Company and its

November 7, 2017. No valid equity shares are in issue.

2.7. The extinguishment of 1,73,81,700 (One Crore Seventy Three Lakhs Eighty One thousand Seven hundred) Equity Shares being in dematerialised mode accepted under the Buyback is currently under process and shall be completed on or before November 10, 2017 (being the last date of extinguishment, in terms of the schedule mentioned in the Letter of Offer). The Company and its directors accept full responsibility for the obligations of the Company laid down, under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1. The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares have a face value of ₹ 1/- each)

Particulars	Pre-Buyback		Post-Buyback	
	No. of Equity Shares	Amount (₹ in Lakhs)	No. of Equity Shares	Amount (₹ in Lakhs)
Authorised Equity Capital	30,00,00,000	3000.00	30,00,00,000	3000.00
Issued, Subscribed and Paid-up Capital	7,74,00,000	774.00	6,00,18,300	600.18

3.2. Details of the Shareholders/beneficial owners from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares Accepted as a % of total Equity Shares bought back	Equity Shares accepted as % of Total Post buy back Equity Shares
1.	Gordhan P. Tanwani	1,36,43,127	78.49	22.73
2.	Rita Tejpal Shah	10,93,472	6.29	1.62
3.	Ambalal Mochanlal Shah	10,36,623	5.96	1.73
4.	Y.T. Properties Pvt. Ltd.	2,18,790	1.26	0.36
5.	Y.T. Foods & Beverages Pvt. Ltd.	1,98,775	1.14	0.33
6.	Y. T. Securities Pvt. Ltd.	1,77,200	1.02	0.30

3.3. The shareholding pattern of the Company pre-Buyback (as on September 18, 2017, the Record Date) and post Buyback, is as under:

Category of Shareholders	Pre-Buyback		Post Buyback	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of the post Buyback Equity Share Capital
(A) Promoter and Promoter Group				
Individuals/Hindu Undivided Family	5,80,08,002	74.95	4,43,64,875	73.92
Sub Total (A)	5,80,08,002	74.95	4,43,64,875	73.92
(B) Public Shareholding				
(i) Foreign Investors (Including ADRs, Non-Resident Indians, FPIs, Foreign Nationals, and Overseas Corporate Bodies)	10,000	0.01	1,66,53,425	26.08
(ii) Financial Institutions/Banks, NBFCs & Mutual Funds	--	--		
(iii) Others (Public, Bodies Corporate, Clearing Members, etc.)	1,93,81,998	25.04		
Sub Total (B)	1,93,91,998	25.05	1,66,53,425	26.08
TOTAL (A +B)	7,74,00,000	100.00	6,00,18,300	100.00

4. MANAGER TO THE BUYBACK OFFER

KEYNOTE

KEYNOTE CORPORATE SERVICES LIMITED

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028;

Tel: +91-22-30266000-3; Fax: +91-22-3026 6088;

E-mail: mbd@keynoteindia.net; Website: www.keynoteindia.net;

Contact Person: Mr. Chirag Dave;

SEBI Registration No.: INM 000003606

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Advertisement or any other information advertisement, circular, brochure, publicity material which may be issued and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
BABAARTS LIMITED

Date: November 9, 2017
Place: Mumbai

Sd/-
Gordhan P. Tanwani
Chairman & Managing Director

Sd/-
Santosh A. Shah
Director

Sd/-
Naishadh H. Mankad
Company Secretary