

# BABA ARTS LIMITED

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

Tel.: 2673 3131 Fax : 2673 3375

email : [babaartslimited@yahoo.com](mailto:babaartslimited@yahoo.com) / [investors@babaartslimited.com](mailto:investors@babaartslimited.com)

CIN-L72200MH1999PLC119177 Website: [www.babaartslimited.com](http://www.babaartslimited.com)

Date: 21st September, 2016

To,  
Listing Department  
BSE LIMITED  
PhirozeJeejeebhoy Towers  
Dalal Street, Fort  
Mumbai - 400 001

SCRIP CODE : 532380

**SUB: Voting Results of 17th Annual General held on 20th September, 2016.**

Pursuant to Regulation 44 of Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed result of voting (remote e-voting as well as physical voting at AGM venue) in the prescribed format for the resolutions proposed at the Annual General Meeting held on Tuesday, the 20th September, 2016.

The resolutions have been passed by the shareholders with requisite majority. The result of the voting is also being hosted on the Website of the Company ([www.babaartslimited.com](http://www.babaartslimited.com)) and Website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)).

Kindly take the above document on your record and acknowledge.

Thanking You,

For Baba Arts Limited



Naishadh H. Mankad  
Company Secretary



Encl : As above

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## RESOLUTION : 1

**Details of Agenda :** 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 31<sup>st</sup> March, 2016

**Kind of Resolution :** Ordinary

**Mode of Voting :** E-Voting and Poll

Promoter/Public	No. of Shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	%of votes in against on votes polled
	(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

### Mode of Voting E-Voting

Promoter and Promoter Group	58008002	58000002	99.99	58000002	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-others	19391998	373705	1.93	373705	0	100	0
<b>Total</b>	<b>77400000</b>	<b>58373707</b>		<b>58373707</b>			<b>0</b>

### Mode of Voting : Poll

Promoter and Promoter Group	58008002	8000	0.014	8000	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-others	19391998	4155	0.021	4155	0	100	0
<b>Total</b>	<b>77400000</b>	<b>12155</b>		<b>12155</b>			<b>0</b>

## RESOLUTION : 2

**Details of Agenda :** To appoint Director in place of Smt. Malavika A. Acharya (DIN 07007469) who retires by rotation and being eligible offers herself for reappointment.

**Kind of Resolution :** Ordinary

**Mode of Voting :** E-Voting and Poll

Promoter/Public	No. of Shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	%of votes in against on votes polled
	(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

### Mode of Voting E-Voting

Promoter and Promoter Group	58008002	58000002	99.99	58000002	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-others	19391998	373705	1.93	373705	0	100	0
<b>Total</b>	<b>77400000</b>	<b>58373707</b>		<b>58373707</b>			<b>0</b>

### Mode of Voting : Poll

Promoter and Promoter Group	58008002	8000	0.014	8000	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-others	19391998	4155	0.021	4155	0	100	0
<b>Total</b>	<b>77400000</b>	<b>12155</b>		<b>12155</b>			<b>0</b>



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## RESOLUTION : 3

**Details of Agenda :** To ratify the appointment of M/s. Prakkash Muni & Associates, Chartered Accountants, having the ICAI Registration No. 111792W as Statutory Auditors of the Company..

**Kind of Resolution :** Ordinary

**Mode of Voting :** E-Voting and Poll

Promoter/Public	No. of Shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	%of votes in against on votes polled
	(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

### Mode of Voting E-Voting

	58008002	58000002	99.99	58000002	0	100	0
Promoter and Promoter Group	58008002	58000002	99.99	58000002	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-others	19391998	373705	1.93	373705	0	100	0
Total	77400000	58373707		58373707			0

### Mode of Voting : Poll

	58008002	8000	0.014	8000	0	100	0
Promoter and Promoter Group	58008002	8000	0.014	8000	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-others	19391998	4155	0.021	4155	0	100	0
Total	77400000	12155		12155			0

For Baba Arts Limited



Naishadh H. Mankad  
Company Secretary



**Combined Report of Scrutinizer for Remote e-Voting and Poll**

To,

**Mr. Gordhan P. Tanwani**

**The Chairperson of 17<sup>th</sup> Annual General Meeting of Baba Arts Limited**

Held on Tuesday, the 20<sup>th</sup> September, 2016 at 11.30 a.m. at Juhu Vile Parle Gymkhana Club, Activity Hall, Opp: Juhu Bus Depot, Juhu, Mumbai - 400049.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Baba Arts Limited ("the Company")** vide Letter dated 10<sup>th</sup> August, 2016 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 17<sup>th</sup> Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in my presence and members who were present.
3. The locked ballot box was subsequently opened in my presence and in the presence of Ms. Shrutika S. Narvekar and Mr. Rajesh Karlekar who are not in the employment of the Company. **(Declaration attached)** The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Universal Capital Securities Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on September 17, 2016 (9:00 am) (IST) and was closed on September 19, 2016 (5.00 pm) (IST).

Scrutinizer's Report - Combined (Remote e-Voting and Poll) - Baba Arts Limited - 17<sup>th</sup> AGM Page 1 of 10

6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. Central Depository Services (India) Limited i.e. [www.evotingindia.com](http://www.evotingindia.com) after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Vidyut R. Vasavada and Mr. Lalit B. Shah who are not in the employment of the Company. **(Declaration attached)**
7. The Combined Result (Remote e-Voting + Poll) is as under :

- (a) Item No 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 31<sup>st</sup> March, 2016.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	14	5,83,73,707
<u>Less:</u> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>14</b>	<b>5,83,73,707</b>
<b>B. Poll</b>		
Total Votes received by Poll	7	12,155
<u>Less:</u> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>7</b>	<b>12,155</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	21	5,83,85,862
<u>Less:</u> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>21</b>	<b>5,83,85,862</b>



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
14	5,83,73,707	100.00
<b>B. Poll</b>		
7	12,155	100.00
<b>C. Combined (A+B)</b>		
21	5,83,85,862	100.00

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
Nil	Nil	Nil
<b>B. Poll</b>		
Nil	Nil	Nil
<b>C. Combined (A+B)</b>		
Nil	Nil	Nil



- (b) Item No 2: To appoint Director in place of Smt. Malavika A. Acharya (DIN 07007469) who retires by rotation and being eligible offers himself for reappointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	14	5,83,73,707
<b>Less:</b> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>14</b>	<b>5,83,73,707</b>
<b>B. Poll</b>		
Total Votes received by Poll	7	12,155
<b>Less:</b> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>7</b>	<b>12,155</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	21	5,83,85,862
<b>Less:</b> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>21</b>	<b>5,83,85,862</b>



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
14	5,83,73,707	100.00
<b>B. Poll</b>		
7	12,155	100.00
<b>C. Combined (A+B)</b>		
21	5,83,85,862	100.00

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
Nil	Nil	Nil
<b>B. Poll</b>		
Nil	Nil	Nil
<b>C. Combined (A+B)</b>		
Nil	Nil	Nil





- (c) Item No 3: To ratify the appointment of M/s. Prakkash Muni & Associates, Chartered Accountants, having the ICAI Registration No. 111792W as Statutory Auditors of the Company.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	14	5,83,73,707
<b>Less:</b> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>14</b>	<b>5,83,73,707</b>
<b>B. Poll</b>		
Total Votes received by Poll	7	12,155
<b>Less:</b> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>7</b>	<b>12,155</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	21	5,83,85,862
<b>Less:</b> Total Number of Invalid Votes	Nil	Nil
<b>Total Number of Valid Votes</b>	<b>21</b>	<b>5,83,85,862</b>



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
14	5,83,73,707	100.00
<b>B. Poll</b>		
7	12,155	100.00
<b>C. Combined (A+B)</b>		
21	5,83,85,862	100.00

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
Nil	Nil	Nil
<b>B. Poll</b>		
Nil	Nil	Nil
<b>C. Combined (A+B)</b>		
Nil	Nil	Nil

9. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
10. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection provided in the Annexure attached herewith which forms an integral part of this Report.
11. The poll papers and all other relevant records were sealed and handed over to Mr. Naishadh Mankad, Company Secretary of the Company authorized by the Board for safe keeping.
12. You may accordingly declare the result of the Remote e-Voting and Poll.



13. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



A handwritten signature in black ink, appearing to read 'Bhumitra', is written over a circular stamp.



CS Bhumitra V. Dholakia  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
FCS: 977 CP No: 507

Place : Mumbai

Date : 21<sup>st</sup> September, 2016.



**ANNEXURE****A. BASIS OF ACCEPTANCE****I. VOTING THROUGH ELECTRONIC MODE:**

1. Member has voted only through Remote e-Voting i.e. electronic mode.

**II. PHYSICAL POLL FORM:**

2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
3. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
7. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

**B. BASIS OF REJECTION****I. VOTING THROUGH ELECTRONIC MODE:**

1. Corporate / Institutional Members (other than Individuals, HUF, NRI etc.) who have not uploaded the scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. on the website [www.evotingindia.com](http://www.evotingindia.com) have been considered valid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



**II. PHYSICAL POLL FORM:**

3. Shareholder has not put any mark on either assent or dissent.
4. Poll paper is not signed.
5. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
6. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
7. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
8. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
9. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
10. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
11. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
12. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
13. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.



*[Signature]*  
**CS Bhomitra V. Dholakia**  
 Designated Partner  
 Dholakia & Associates LLP  
 (Company Secretaries)  
 FCS: 977 CP No: 507

Place : Mumbai

Date : 21<sup>st</sup> September, 2016.

For BABA ARTS LIMITED

*[Signature]*  
 Company Secretary



**TO WHOMSOEVER IT MAY CONCERN**

We, NIDYUT R. VASAVADA and LALIT B. SHAH hereby state that the Excel Sheet containing the Results of Remote e-Voting of **Baba Arts Limited** ("the Company") for the 17<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 20<sup>th</sup> September, 2016 at 11.30 a.m. at Juhu Vile Parle Gymkhana Club, Activity Hall, Opp: Juhu Bus Depot, Juhu, Mumbai - 400049 was unblocked from the website of M/s. Central Depository Services (India) Limited i.e. [www.evotingindia.com](http://www.evotingindia.com) and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

**Witness 1**

Name: NIDYUT R. VASAVADA

Address: C-401, KRISHNA RESIDENCY, B/H SUNDER NAGAR,  
MALAD (WEST), MUMBAI - 400 064.

Signature: N. R. Vasavada

**Witness 2**

Name: LALIT B. SHAH

Address: G, NEW KRISHNA KONGJ  
KANDIVALI VILAS - WEST

Signature: MUMBAI - 400067

Lalit

TO WHOMSOEVER IT MAY CONCERN

We, Shrutika S. Karvekar and Rajesh Karvekar hereby state that the Polling Box, in which Equity Shareholders of **Baba Arts Limited ("the Company")** cast their vote by way of Poll at the 17<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 20<sup>th</sup> September, 2016 at 11.30 a.m. at Juhu Vile Parle Gymkhana Club, Activity Hall, Opp: Juhu Bus Depot, Juhu, Mumbai - 400049, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same were in sealed condition and without any tampering.

Date :- 20<sup>th</sup> September, 2016 at 12:00 noon.

Witness 1

Name: Shrutika S. Karvekar

Address: D/201, Mang CHS LTD, Jai Bhavani Madhwaraj.  
Amboli, Andheri (W) M-88

Signature: Karvekar

Witness 2

Name: Rajesh R Karvekar

Address: 1615 Deepali CHS Shivaji Nagar  
Thane (W) 400601

Signature: 