



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 TWENTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of **Baba Arts Limited** will be held on Tuesday, the 15th September, 2020 at 11.30 a.m. (IST) at the Registered Office at 3A, Valecha Chambers, New Link Road, Andheri (W), Mumbai-400053 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the audited financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31st March, 2020 and in this connection to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31st March, 2020 laid before this meeting be and are hereby considered and adopted.”

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. “

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

Naishadh H. Mankad
Company Secretary & Compliance Officer

Regd. Office:

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

Date: 20th June, 2020

Place: Mumbai

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collective referred to as “MCA Circulars”), permitted the holding the Annual General Meeting (“AGM”) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the members at a common venue. Accordingly in compliance with the provisions of the Companies Act, 2013 (“the Act”) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The AGM being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
3. Corporate members are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/ authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to Universal Capital Securities Private Limited, Registrar and Transfer Agent of the Company, by e-mail through its registered e-mail address to baba@uniseq.in.

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4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, notice of the AGM along with the annual report is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company or Central Depository Services (India) Limited (“**CDSL**”)/ National Securities Depository Limited (“**NSDL**”) (“**Depositories**”). Members may note that the notice and annual report 2019-2020 will also be available on the Company’s website www.babaartslimited.com and website of the stock exchange i.e. BSE Limited viz. www.bseindia.com and on the website of CDSL viz. www.cdslindia.com.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM will be held through VC/OAVM, the route map for venue of the meeting is not annexed in this notice.
7. As per Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations as amended, 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 CDSL. The notice of the meeting will also be available on the Company’s website viz: www.babaartslimited.com and the website of the CDSL viz: www.evotingindia.com.

The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on Saturday the 12th September, 2020 at 9.00 a.m. and ends on Monday, the 14th September, 2020 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 8th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on “Shareholders” module.
- (v) 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.
- (vi) Next enter the image verification as displayed and click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| | For members holding shares in demat form and physical form |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance slip indicated in the PAN field. |
| 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 (v). |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.



- (x) Shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The "m-voting app" can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining Login credentials for e-voting for the resolutions proposed in this notice:

- (a) For physical shareholders – please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front & back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@babaartslimited.com or baba@unisec.in.
- (b) For demat shareholders –please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+ CLID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) to investors@babaartslimited.com or baba@unisec.in.
- (c) The Company or Registrar Transfer Agent shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

Instructions for shareholders attending the Annual General Meeting (AGM) through VC/OAVM are as under:

- (a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of the Company will be displayed.
- (b) Shareholders are encouraged to join the meeting through Laptops/IPads for better experience.
- (c) Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- (d) Please note that participants connecting from Mobile Devices or Tablets or Laptop connecting through / via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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- (e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as speakers by sending their request in advance at least 7 days prior to meeting i.e. on or before Tuesday the 8th September, 2020, mentioning their name, demat account number/ folio number, e-mail Id, mobile number at investors@babaartslimited.com. Requests received after 5.00 p. m. on Tuesday the 8th September, 2020 will not be considered by the Company and such shareholders will not be allowed to speak at the meeting.
- (f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for shareholders for E-Voting during the AGM are as under:

- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- (b) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-voting system available during the AGM.
- (c) If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
- (d) Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) 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 and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a “Compliance User” should be created using the admin login and password. The Compliance Users 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 emailed to 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.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer and to the Company at the email address viz: investors@babaartslimited.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M.Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call **1800225533**.

The Company has appointed Shri Bhumitra V. Dholakia or in his absence Shri Nrupang B. Dholakia, Designated Partners 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, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and the whether the resolutions have been carried or not, and such report shall then sent be to the Chairman or a person authorised by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.



The results declared along with the Scrutinizer's report shall be hosted on the website of the Company viz: www.babaartslimited.com and on the website of CDSL viz: www.evotingindia.com. The results shall simultaneously be communicated to BSE Limited.

8. Details as required in Sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Director seeking appointment / reappointment at the Annual General Meeting forms integral part of this notice. Requisite declarations have been received from the director seeking appointment/reappointment.
9. 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 Private Limited**
10. 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.
11. As per the provisions of Section 72(1) of the Act, 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 downloaded from the website of the Company at www.babaartslimited.com.
12. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8th June, 2018 to permit transfer of listed securities only in the dematerialized form with a Depository. In view of the above and inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
13. 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 Private Limited**, 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 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.
14. Pursuant to the Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed dividend amounts lying with the Company as on 18th September, 2019 (Date of Last Annual General Meeting) on its website at www.babaartslimited.com and also on the website of the Ministry of Corporate Affairs.
15. The Members whose Unclaimed Dividend amount for the financial year from 2005-06 to 2009-10 have been transferred to IEPF may apply for refund by making an application to IEPF authority in form IEPF -5 (available on www.iepf.gov.in) along with requisite fee.
16. **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:**

Pursuant to the provisions of Section 124 and 125 of the Act, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules") as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Account after complying with the procedure laid down under the Rules.

Accordingly, during the year under review, the Company has transferred 2,17,204 shares to the IEPF Account maintained with CDSL on 3rd December, 2019 taking the year 2009-2010 as base. The details of the shares transferred to IEPF Authority are uploaded under "Investor Section" on the website of the Company viz: www.babaartslimited.com

The said details have also been uploaded on the website of the IEPF and the same can be accessed through the link www.iepf.gov.in.
17. 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.

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18. Details of Directors seeking Re-appointment at the Twenty First Annual General Meeting [Pursuant Regulation 36 (3) of the Listing Regulations:

| | |
|---|--|
| Name of the Director | Malavika A. Acharya |
| Date of Birth (Age) | 29th September, 1960 (59 Years) |
| Date of Appointment on the Board | 1st April, 2015 |
| Qualification | B.Com, Diploma in Business Management, Certificate Course in 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 | Wife of Shri Ajay D. Acharya- Chief Financial Officer (CFO) of the Company |
| Terms & Conditions of Re-appointment | As per the resolution at item no.2 of the notice convening this meeting Smt. Malavika A. Acharya is proposed to be re-appointed as a Director of the Company liable to retire by rotation. |
| Remuneration last drawn (including sitting fees, if any) | Sitting Fees paid of Rs.1,20,000/- during the F.Y.2019-20 |
| Number of meetings of the Board attended during the year | 4 out of 4 |
| Names of listed entities in which he/she also holds Directorship and membership of committees of the Board. | Nil |
| Chairman / Member of Committee(s) of the Board of Directors of the Company | Member- Audit Committee Member- Nomination & Remuneration 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, 2020) | 2,35,400 (Jointly as Second Shareholder with Shri Ajay D. Acharya) |
| Director Identification No. | 07007469 |

By Order of the Board
For Baba Arts Limited

Naishadh H. Mankad
Company Secretary & Compliance Officer

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

Place: Mumbai
Date: 20th June, 2020