

# 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)

4th September, 2017

The Listing Department  
The BSE Limited  
Dalal Street  
Mumbai 400001

SCRIP CODE: 532380

SCRIP ID : BABA

**Sub: Report under Regulation 44(3) and Scrutinizers Report – (E-Voting and Poll) for the Postal Ballot of BABA ARTS LIMITED**

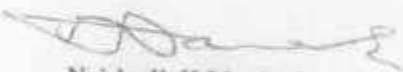
Dear Sir,

We enclose report under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizers Report (Results of E-Voting and Poll) for the Postal Ballot of our Company, BABA ARTS LIMITED, the results of which were declared on 4<sup>th</sup> September, 2017 at 5.30 p.m.

Kindly acknowledge the receipt

Thanking You,

Yours truly,  
For **BABA ARTS LIMITED**

  
Naishadh H Mankad  
Company Secretary



Encl: as below

# 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

## Voting Results for Postal Ballot (Including E-voting)

Sr. No.	Particulars	Details
1	Type of Meeting	Postal Ballot
2	Total number of shareholders on record date	2096
3	Record Date	28 <sup>th</sup> July, 2017
4	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
5	No. of shareholders attended in the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

For BABA ARTS LIMITED



Company Secretary

Postal Ballot Voting Results

Disclosure as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company Name	BABA ARTS LIMITED	No. of Shareholders Present in the Meeting either in person or through Proxy	Not Applicable
Date of the Postal Ballot Notice	July 29, 2017	Promoters & Promoter Group	-
Record Date	July 28, 2017	Public	-
Total No. of Shareholders on Record Date	2096	No. of Shareholders attended the Meeting through Video Conferencing	Not Applicable
Voting			
Start Date	August 03, 2017	Promoters & Promoter Group	-
End Date	September 01, 2017	Public	-

Resolution (1)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

APPROVAL FOR BUY-BACK OF EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER ROUTE								
Category	Mode of voting	No. of shares held	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 against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58008002	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>58008002</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	19391998	45,39,312	23.4082	45,39,207	105	99.9977	0.0023
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		1,59,265	0.8213	1,54,465	4,800	96.9862	3.0138
	<b>Total</b>		<b>19391998</b>	<b>4698577</b>	<b>24.2295</b>	<b>4693672</b>	<b>4905</b>	<b>99.8956</b>
<b>Total</b>	<b>Total</b>	<b>77400000</b>	<b>4698577</b>	<b>6.0705</b>	<b>4693672</b>	<b>4905</b>	<b>99.8956</b>	<b>0.1044</b>



For BABA ARTS LIMITED

*[Signature]*  
Company Secretary

Resolution (2)								
Resolution required: (Ordinary / Special)	Special							
Whether promoter/promoter group are interested in the agenda/resolution?	NO							
Description of resolution considered	APPROVAL FOR GIVING LOAN/GUARANTTEE/SECURITY/ACQUISITION OF SECURITIES							
Category	Mode of voting	No. of shares held	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 against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58008002	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>58008002</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	19391998	45,39,312	23.4082	45,39,087	225	99.9950	0.00500
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		1,50,465	0.7759	1,50,465	-	100.00	-
	<b>Total</b>		<b>19391998</b>	<b>46,89,777</b>	<b>24.1841</b>	<b>46,89,552</b>	<b>225</b>	<b>99.9952</b>
<b>Total</b>	<b>Total</b>	<b>77400000</b>	<b>46,89,777</b>	<b>6.0591</b>	<b>46,89,552</b>	<b>225</b>	<b>99.9952</b>	<b>0.0048</b>



For BABA ARTS LIMITED

*[Signature]*  
Company Secretary

**SCRUTINIZER'S REPORT**

To,  
**Mr. Gordhan Tanwani**  
**Chairman & Managing Director,**  
**BABA Arts Limited**  
3A, Valecha Chambers,  
New Link Road,  
Andheri (West),  
Mumbai – 400053.

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR SPECIAL RESOLUTIONS AS SET  
OUT IN THE NOTICE DATED 29<sup>TH</sup> JULY, 2017 FOR POSTAL BALLOT.**

Dear Sir,

1. I have been appointed as a Scrutinizer by the Board of Directors of BABA Arts Limited ("the Company") in their Meeting held on 27<sup>th</sup> July, 2017 for conducting the Postal Ballot process in connection with the above referred matter.
2. I submit my report as under:
  - 2.1 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Company at 3A, Valecha Chambers, New Link Road, Andheri (West), Mumbai - 400053.
  - 2.2 All Postal Ballot Forms, received up to the close of working hours (1700 hours) on 1<sup>st</sup> September, 2017, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.
  - 2.3 Envelopes containing Postal Ballot Forms received after 1700 hours on 1<sup>st</sup> September, 2017 were not considered for my scrutiny. These envelopes were not opened.
  - 2.4 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 1<sup>st</sup> September, 2017 after 1700 hours in the presence of my authorised representative.
  - 2.5 Particulars of all the Postal Ballot Forms received from the members and the votes, cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.
  - 2.6 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.

Scrutinizer's Report – BABA Arts Limited Postal Ballot- 2017



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- 2.7 I have not found any defaced/mutilated Postal Ballot Form.
- 2.8 I have also received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited (CDSL)/(Agency) for providing and supervising electronic platform on 1<sup>st</sup> September, 2017 which was closed by CDSL on 1<sup>st</sup> September, 2017 at 1700 hours.
- 2.9 I am obligated under Section 110 of the Companies Act, 2013 and Rules framed thereunder to retain the Postal Ballot Forms till the time the minutes or proceedings are signed by you and till then, I will maintain the custody of the Postal Ballot Forms. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.
3. In accordance with the Basis of Acceptance (as per Annexure - I) and Basis of Rejection (as per Annexure - II), and on proper scrutiny of all the Ballot papers and electronic votes, I report the result of the Postal Ballot as under:

**RESOLUTION NO 1 : APPROVAL FOR BUY-BACK OF EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER ROUTE.**

**(a) Details of Postal Ballot Forms received:**

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
Total Number of Postal Ballot Forms Received	13	1,76,265
<b>Less:</b> Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	1	17,000
<b>Total Number of Valid Postal Ballot Forms for this Resolution</b>	<b>12</b>	<b>1,59,265</b>



(b) Details of Voting by Electronic Mode, as received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
Total Votes received by electronic mode	29	45,39,312
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>29</b>	<b>45,39,312</b>

(c) Details of Voting:

Particulars	Aggregate of Physical Ballot Forms and Electronic Voting	No of Equity Shares of Re. 1 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	41	46,98,577	100.00
<b>Assented to Resolution</b>	<b>38</b>	<b>46,93,672</b>	<b>99.896</b>
<b>Dissented to Resolution</b>	<b>3</b>	<b>4,905</b>	<b>0.104</b>



**RESOLUTION NO 2 : APPROVAL FOR GIVING LOAN/SECURITY/ACQUISITION OF SECURITIES.****(d) Details of Postal Ballot Forms received:**

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
Total Number of Postal Ballot Forms Received	13	1,76,265
<b>Less:</b> Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	3	25,800
<b>Total Number of Valid Postal Ballot Forms for this Resolution</b>	<b>10</b>	<b>1,50,465</b>

**(e) Details of Voting by Electronic Mode, as received from the Agency is as follows:**

Particulars	Number of Members who cast Electronically	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
Total Votes received by electronic mode	29	45,39,312
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>29</b>	<b>45,39,312</b>





## (f) Details of Voting:

Particulars	Aggregate of Physical Ballot Forms and Electronic Voting	No of Equity Shares of Re. 1 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	39	46,89,777	100.00
Assented to Resolution	37	46,89,552	99.995
Dissented to Resolution	2	225	0.005

4. You may accordingly declare the result of the voting by Postal Ballot.



CS Bhumitra V. Dholakia  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
C. P. No. 507

Place : Mumbai

Date : 4<sup>th</sup> September, 2017

**"ANNEXURE-I"****BASIS OF ACCEPTANCE****A. PHYSICAL BALLOT FORM:**

1. Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form.
2. Assent or dissent has been given by any other mark for the special resolution, the voting has been considered.
3. Joint member(s) has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.
4. Member has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Member has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Member has voted for more than his actual shareholding, the actual shareholding has been considered.

**B. VOTING THROUGH ELECTRONIC MODE:**

7. Member has voted only through e-voting i.e. electronic mode.



**CS Bhumitra V. Dholakia**  
**Designated Partner**  
**Dholakia & Associates LLP**  
**(Company Secretaries)**  
**C. P. No. 507**

**Place : Mumbai**

**Date : 4<sup>th</sup> September, 2017**

**"ANNEXURE-II"****BASIS OF REJECTION****A. PHYSICAL BALLOT FORM:**

1. Member has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot Form.
4. The specimen signature of the member is not available at the time of scrutiny of the Postal Ballot Form with the Registrar and Share Transfer Agent i.e. Universal Capital Securities Private Limited and consequently there is no way to verify the signature.
5. Member has put tick mark in both the column of assent and dissent without indicating number of shares.
6. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority is not attached with the Postal Ballot Form.
7. Member has signed the Postal Ballot Form in Pencil.
8. Signature not visible.
9. Member has signed in the Column for the purpose of Assent / Dissent.
10. Member has sent Scanned Copy of Postal Ballot Form via e-Mail.
11. Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.
12. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



**B. VOTING THROUGH ELECTRONIC MODE:**

13. Member has voted by Physical Ballot Form and e-Voting both, then voting done through valid e-Voting has been considered and Physical Postal Ballot has been treated as 'Invalid'.
14. Institutional Member (other than Individuals, HUF, NRI etc.) has not uploaded scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc.
15. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



**CS Bhumitra V. Dholakia**  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
C. P. No. 507

Place : Mumbai

Date : 4<sup>th</sup> September, 2017

"ANNEXURE-III"REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.RESOLUTION NO 1 : APPROVAL FOR BUY-BACK OF EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER ROUTE.

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Re. 1/- each)
<b>PHYSICAL BALLOT FORM:</b>			
1.	No POA & Board Resolution attached	1	17,000
<b>TOTAL</b>		<b>1</b>	<b>17,000</b>

RESOLUTION NO 2 : APPROVAL FOR GIVING LOAN/SECURITY/ACQUISITION OF SECURITIES.

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Re. 1/- each)
<b>PHYSICAL BALLOT FORM:</b>			
1.	Not Voted	1	4,800
2.	Voted 'FOR' & 'AGAINST' both	1	4,000
3.	No POA & Board Resolution attached	1	17,000
<b>TOTAL</b>		<b>3</b>	<b>25,800</b>

Place : Mumbai  
Date : 4<sup>th</sup> September, 2017



CS Bhumitra V. Dholakia  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
C. P. No. 507