

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

2nd June, 2016

The Listing Department
The BSE Limited
Dalal Street
Mumbai 400001

SCRIP CODE: 532380

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

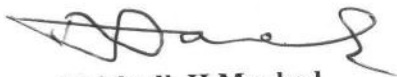
Dear Sir,

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.

Kindly acknowledge the receipt

Thanking You,

Yours truly,
For BABA ARTS LIMITED



Naishadh H Mankad
Company Secretary



Encl: as below

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Voting Results for Postal Ballot (Including E-voting)

Sr. No.	Particulars	Details
1	Date of AGM/EGM	Not Applicable
2	Total number of shareholders on record date	2005
3	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
4	No. of shareholders attended in the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

For BABA ARTS LIMITED

Company Secretary

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Details of voting results as per clause 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

1.	Date of Notice of Postal Ballot	20 th April, 2016
2.	Record Date for reckoning voting rights	2 nd April, 2016
3.	Total number of shareholders on record date	2005
4.	Date of declaration of Postal Ballot Result	2 nd June 2016
5.	Whether Promoter / Promoter Group are interested in the Resolution	Yes
6.	No. of Valid Postal Ballot Forms received	
	Promoter and Promoter Group	N.A.
	Public	25
	Public Institutional holders	--
7.	No. of Valid E-votes received	
	Promoter and Promoter Group	N.A.
	Public	12
	Public Institutional holders	--

For BABA ARTS LIMITED


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Further the details of Postal Ballot voting results are given below

RESOLUTION : 1							
Approval for buy-back of equity shares of the company through Tender Offer Route.							
Kind of Resolution : Special Resolution							
Mode of Voting : Postal Ballot & E-voting							
Promoter/Public	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 in against on votes polled
	(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting : Postal Ballot							
Promoter and Promoter Group	70004587	--	--	--	--	--	--
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	33195413	11258364	33.92	11256563	1801	99.98	0.02
Total	103200000	11258364	33.92	11256563	1801	99.98	0.02
Mode of Voting : E-Voting							
Promoter and Promoter Group	70004587	--	--	--	--	--	--
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	33195413	2109555	6.35	2109555	NIL	100	NIL
Total	103200000	2109555	6.35	2109555	NIL	100	NIL

Percentage of votes cast in favour: 99.99

Percentage of votes cast against : 0.01

For BABA ARTS LIMITED



Naishadh H. Mankad
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 RESOLUTION AS SET
OUT IN THE NOTICE DATED 20TH APRIL, 2016 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 20th April, 2016 for conducting the Postal Ballot process in connection with the above referred matter.
2. I submit my report as under:
 - 2.1 The Company completed the despatch of Notice of Postal Ballot along with the Postal Ballot Forms and self – addressed stamped envelopes through Speed Post / E-mail on 30th April, 2016 through M/s. Western Press Private Limited to the Members, whose names appeared on the Register of Members/List of Beneficiaries as on 22nd April, 2016.
 - 2.2 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.
 - 2.3 All Postal Ballot Forms, received up to the close of working hours (1700 hours) on 31st May, 2016, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.
 - 2.4 Envelopes containing Postal Ballot Forms received after 1700 hours on 31st May, 2016 were not considered for my scrutiny. These envelopes were not opened.
 - 2.5 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 31st May, 2016 after 1700 hours in the presence of my authorised representative.

Scrutinizer's Report - BABA Arts Limited - 2016

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- 2.6 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.
- 2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.
- 2.8 I have not found any defaced/mutilated Postal Ballot Form.
- 2.9 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 31st May, 2016 which was closed by CDSL on 31st May, 2016 at 1700 hours.
- 2.10 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 – 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	28	1,12,93,164
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	3	34,800
Total Number of Valid Postal Ballot Forms for this Resolution	25	1,12,58,364



(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	12	21,09,555
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	12	21,09,555

(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	37	1,33,67,919	100.00
Assented to Resolution	35	1,33,66,118	99.99
Disented to Resolution	2	1,801	0.01

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 : 2nd June, 2016

"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 : 2nd June, 2016

"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. M/s. 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 together with attested specimen signatures of the duly authorised signatory 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. does 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. together with attested specimen signatures of the duly authorised signatory.
15. Board Resolution / Authority Letter / Power of Attorney, etc. does 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 : 2nd June, 2016

"ANNEXURE-III"**REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.****RESOLUTION – 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)
PHYSICAL BALLOT FORM:			
1.	Signature not tallied	3	34,800
2.	Forms found in Mutilated form	NIL	NIL
TOTAL		3	34,800



Place : Mumbai
Date : 2nd June, 2016

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