

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)

Date:

BUYBACK OPENS ON	Monday, October 16, 2017
BUYBACK CLOSSES ON	Tuesday, October 31, 2017

For Registrar / Collection Centre Use
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To,
The Board of Directors
Baba Arts Limited
3A, Valecha Chambers,
New Link Road, Andheri (West),
Mumbai-400053
Tel No.: +91-22- 2673 3131;
Fax No.: +91-22- 2673 3375

Status: Please tick appropriate box			
	Individual	Foreign Institutional Investors / Foreign Portfolio Investors	Insurance Company
	Foreign Company	Non Resident Indian / OCB	Foreign National
	Body Corporate	Bank / Financial Institution	Others (specify)

Dear Sirs,

Sub: Letter of Offer dated October 05, 2017, to Buyback upto 1,74,00,000 (One Crore Seventy Four Lacs) Equity Shares of Baba Arts Limited (the "Company") at a price of ₹ 3/- (Rupees Three Only) per Equity Share ("Buyback Offer Price"), payable in cash

- 1 I/We (having read and understood the Letter of Offer dated October 05, 2017) hereby tender / offer my / our Equity Shares in response to the Buyback Offer on the terms and conditions set out below and in the Letter of Offer.
- 2 I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback Offer to extinguish the Equity Shares.
- 3 I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
- 4 I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback Offer and that I / we am / are legally entitled to tender the Equity Shares for Buyback Offer.
- 5 I / We agree that the consideration for the accepted Shares will be paid to the Seller Member as per secondary market mechanism.
- 6 I/We agree that the excess demat Shares or unaccepted demat Shares, if any, tendered would be returned to the Selling Member by Clearing Corporation in payout.
- 7 I / We undertake to return to the Company any Buyback Offer consideration that may be wrongfully received by me / us.
- 8 I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback Offer in accordance with the Companies Act and the Buyback Regulations.

..... **Tear along this line**

Acknowledgement Slip: Baba Arts Buyback Offer 2017
(to be filled by the Equity Shareholder) (subject to verification)

Folio No./DP ID

Client ID:

Received from Mr./Ms./M/s. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) _____

(In Words) _____

Please quote Client ID No. & DP ID No. for all future correspondence

STAMP OF COLLECTION CENTRE

9 Details of Equity Shares held and tendered / offered for Buyback Offer:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

Note: An Equity Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Seller up to the Buyback Entitlement of such Eligible Seller shall be accepted to the full extent. The Equity Shares tendered by any Equity Shareholder over and above the Buyback Entitlement of such Equity Shareholder shall be accepted in accordance with clause 19 (III), 19 (IV) and 19 (VI) of the Letter of Offer. Equity Shares tendered by any Equity Shareholder over and above the number of Equity Shares held by such Equity Shareholder as on the Record Date shall not be considered for the purpose of Acceptance

10 Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.:				
Client ID with the DP				

11 Equity Shareholders Details:

	Sole / First Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of The Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

*Corporate must affix rubber stamp

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form

- 1 This Offer will open on Monday, October 16, 2017 and close on Tuesday, October 31, 2017.
- 2 For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to section 20 of the Letter of Offer.
- 3 All documents sent by Equity Shareholders will be at their own risk. Equity Shareholders of the Company are advised to safeguard adequately their interests in this regard.

All future correspondence in connection with this Buyback, if any, should be addressed to Registrar to the Buyback Offer at the following address quoting your client ID and DP ID:

Investor Service Centre, Baba Arts Buyback Offer 2017

UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED

21, Shakil Niwas, Mahakali Caves Road, Andheri East, Mumbai 400093

Tel: +91-22- 28207203; **Fax:** +91-22- 28207207

Email: deva@uniseq.in **Website:** www.uniseq.in

Contact Person: Mr. Ravi Utekar

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

Date:

BUYBACK OPENS ON	Monday, October 16, 2017
BUYBACK CLOSES ON	Tuesday, October 31, 2017

For Registrar / Collection Centre Use
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To,
The Board of Directors
Baba Arts Limited
3A, Valecha Chambers,
New Link Road, Andheri (West),
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Tel No.: +91-22- 2673 3131;
Fax No.: +91-22- 2673 3375

Status: Please tick appropriate box			
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Dear Sirs,

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- 2 I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback Offer to extinguish the Equity Shares.
- 3 I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- 4 I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback Offer and that I / we am / are legally entitled to tender the Equity Shares for Buyback Offer.
- 5 I / We agree that the consideration for the accepted Shares will be paid to the Seller Member as per secondary market mechanism.
- 6 I / We undertake to return to the Company any Buyback Offer consideration that may be wrongfully received by me / us.
- 7 I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- 8 I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Equity Shareholder.
- 9 I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback
- 10 I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback Offer in accordance with the Companies Act and the Buyback Regulations.

..... **Tear along this line**

Acknowledgement Slip: Baba Arts Buyback Offer 2017
(to be filled by the Equity Shareholder) (subject to verification)

Folio No./DP ID

Client ID:

Received from Mr./Ms./M/s. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) _____

(In Words) _____

Please quote Client ID No. & DP ID No. for all future correspondence

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	In Figures	In Words
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Number of Equity Shares offered for Buyback		

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12 Details of Share Certificate(s) enclosed:

Total No. of Share Certificates Submitted

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
				Total	

In case the number of folios and share certificates enclosed exceed 4 nos., please attach a separate sheet giving details in the same format as above

13 Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

Power of Attorney
 Corporate authorisation
 Death Certificate
 Succession Certificate
 Permanent Account Number (PAN Card)
 TRS
 Others (please specify): _____

14 Equity Shareholders Details:

	Sole / First Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of The Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

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Tel: +91-22- 28207203; **Fax:** +91-22- 28207207

Email: deva@unisec.in **Website:** www.unisec.in

Contact Person: Mr. Ravi Utekar