

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

Date:

BUYBACK OPENS ON		FRIDAY, FEBRUARY 08, 2019	
BUYBACK CLOSES ON		FRIDAY, FEBRUARY 22, 2019	
For Registrar to the Buyback			
Inward No.		Date	Stamp
Status: Please tick appropriate box			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors / Foreign Portfolio Investors
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>		<input type="checkbox"/>	Foreign National
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)

To,
The Board of Directors
Baba Arts Limited
3A, Valecha Chambers
New Link Road, Andheri (West), Mumbai - 400 053
Tel No.: +91-22- 2673 3131 | **Fax No.:** +91-22- 2673 3375

Dear Sirs,

Sub: Letter of Offer dated Monday, January 28, 2019 to Buy-back up to 75,18,300 Equity Shares of Baba Arts Limited (the "Company") at a price of ₹ 4.50 (Rupees Four and Fifty paise only) per Equity Share ("Buyback Offer Price"), payable in cash

- 1 I/We (having read and understood the Letter of Offer dated Monday, January 28, 2019) 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 Company will pay the Buyback Offer Price only after due verification of the validity of documents and 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 acknowledge that the responsibility to discharge the tax due on any gains arising on Buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- 8 I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid, etc.
- 9 I / We undertake to return to the Company any Buyback Offer consideration that may be wrongfully received by me / us.
- 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 2013 and the Buyback Regulations.
- 11 Details of Equity Shares held and tendered / offered for Buyback Offer:

	In Figures	In Words
Number of Equity Shares held as on Record Date (January 15, 2019)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

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 and 20 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.

.....Tear along this line

Acknowledgement Slip: Baba Arts Limited - Buyback Offer 2018
(to be filled by the Equity Shareholder) (subject to verification)

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 REGISTRAR

12 Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Name of the Depository Participant	
DP ID No.:	
Client ID with the DP	

13 Equity Shareholders Details:

	Sole / First Holder	Joint Holder 1	Joint Holder 2
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 Friday, February 08, 2019 and close on Friday, February 22, 2019.
- 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 Limited - Buyback Offer 2018

UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED

21/25, Shakil Niwas, Opp. Satya Saibaba Temple
Mahakali Caves Rd., Andheri (E), Mumbai – 400 093

Contact Person: Shri Devanand Dalvi

Tel: + 91-22-28207203; **Fax:** + 91-22-28207207; **E-mail:** info@uniseq.in

Website: www.uniseq.in; **SEBI Registration Number:** INR 000004082