

24th June, 2021

To,
The Board of Directors,
BABA ARTS LIMITED

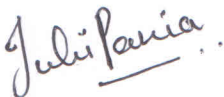
Sub: Declaration under sub-section (6) of section 149;

I, Juhi V. Pania, hereby certify that I am a Non-executive Independent Director of Baba Arts Limited and comply with all the criteria of independent director envisaged in Regulation 25 and 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) and other applicable provisions of the Companies Act, 2013. I hereby declare that:

- I Possess relevant expertise and experience to be an Independent Director in the Company.
- I am not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters or directors in the company or its holding, subsidiary or associate company
- Apart from receiving Director sitting fees, I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives—
 - (i) Holds any security of or interest in the Company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year
 - (ii) Indebted to the Company, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iii) Has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or
 - (iv) Has any other pecuniary transaction or relationship with the Company, or its subsidiary, or its holding or associate company amounting to two percent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub clause (1), (ii) or (iii);

- Neither me nor any of my relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year.
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - (iii) holds together with his relatives 2% or more of the total voting power of the company;
or
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company;
- I am not /I shall not serve as an Independent director in more than seven listed entities
- I am not/I shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which I am a Director.
- I have complied with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 and I have accordingly registered my name in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

Thanking you,
Yours faithfully,



JUHI V. PANIA
DIN: 09198847
Place: Mumbai