

# BABA ARTS LIMITED

CIN: L72200MH1999PLC119177

B1 & B4, Baba House, 86, M.V. Road, Andheri (East), Mumbai 400093

Tel: 022-35996612 Website: [www.babaartslimited.com](http://www.babaartslimited.com)

Email: [babaartslimited@yahoo.com](mailto:babaartslimited@yahoo.com)/[investors@babaartslimited.com](mailto:investors@babaartslimited.com)

12<sup>th</sup> August, 2024

## The Corporate Relationship Department

The BSE Limited

1st Floor, Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai-400 001

SCRIP CODE: 532380

SCRIP NAME: BABA

Dear Sir,

**Sub.: 1. Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015-  
Electronic copy of the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report of Baba  
Arts Limited for the Financial Year 2023-24.**

**2. Intimation of cut-off date of 11<sup>th</sup> September, 2024 (Wednesday) to determine the eligibility of  
members to cast their vote through remote e-voting and ballot voting at the venue of the 25<sup>th</sup>  
Annual General Meeting.**

This is further to our letter dated 21<sup>st</sup> May, 2024 intimating that the 25<sup>th</sup> Annual General Meeting of the Company ("25<sup>th</sup> AGM") will be held on Wednesday the 18<sup>th</sup> September, 2024 at 11.30 a.m. (IST) at Juhu Vile Parle Gymkhana Club. Activity Hall, Ground Floor, Opp. Juhu Bus Depot. Juhu, Mumbai-400049.


Pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations") please find enclosed electronic copy of the Notice of the 25<sup>th</sup> AGM and the Annual Report for the financial year 2023-24 containing Directors' Report, Corporate Governance Report, Management Discussion Report etc. which is being sent by email to those members whose email addresses are registered with the Company/Depository Participant(s).

Further in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company will be providing to the members, facility to exercise their right to vote at 25<sup>th</sup> AGM by electronic means and business may be transacted through remote e-voting services provided by Link Intime India Private Limited. The e-voting period will commence on Saturday the 14<sup>th</sup> September, 2024 at 9.00 a.m. (IST) and will end on Tuesday the 17<sup>th</sup> September, 2024 at 5.00 p.m. (IST) and the Company has fixed Wednesday the 11<sup>th</sup> September, 2024 as the cut-off date to determine the eligibility of the members to cast their vote by remote e-voting. The facility for voting through ballot paper shall be made available at the venue of the 25<sup>th</sup> AGM to enable the members who have not cast their vote by remote e-voting to exercise their right to vote at the meeting.

Kindly take the above document on your record and disseminate the same on the website of the Exchange.

Thanking you,

Yours truly,  
For Baba Arts Limited

  
Naishadh H. Mankad  
Company Secretary & Compliance Officer



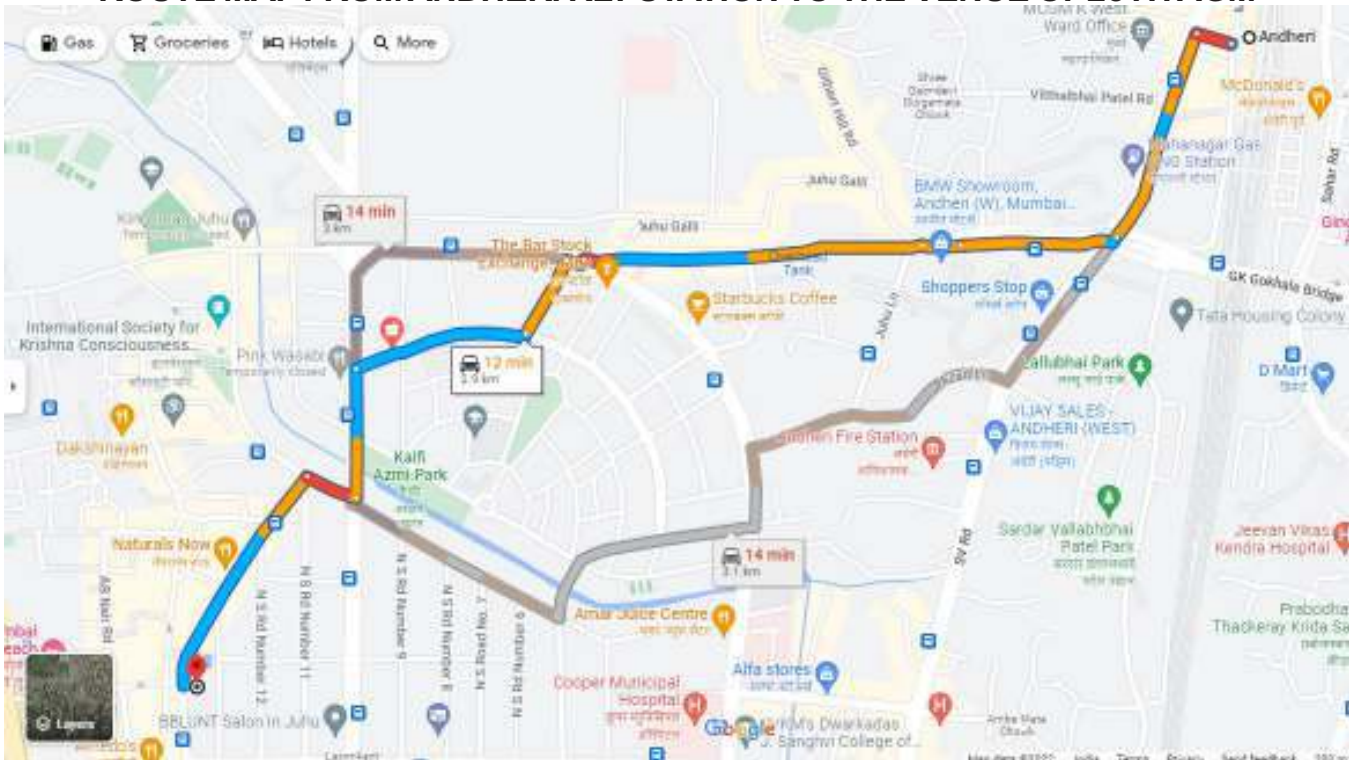
Encl: as above.

**25<sup>th</sup> Annual Report 2023-2024**

# **BABA ARTS LIMITED**

(CIN : L72200MH1999PLC119177)

## ROUTE MAP FROM ANDHERI RLY STATION TO THE VENUE OF 25TH AGM



## ROUTE MAP FROM VILE PARLE RLY STATION TO THE VENUE OF 25TH AGM



### BEST Route:

1. Bus No. 339 from Vile Parle Station (East)
2. Bus No. 253 from Andheri Station (West)
3. Bus No. 231 from Santacruz Station (West)

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## BABA ARTS LIMITED

CIN : L72200MH1999PLC119177

### BOARD AND COMMITTEES

#### BOARD OF DIRECTORS

**Mr. Gordhan P. Tanwani**

Chairman & Managing Director  
Member-Stakeholders' Relationship Committee

**Mr. Sanjiv L. Hinduja (up to 31<sup>st</sup> March, 2024)**

Non-Executive Independent Director  
Chairman-Stakeholders' Relationship Committee  
Chairman-Nomination & Remuneration Committee  
Member-Audit Committee

**Mr. Nikhil G. Tanwani**

Executive Whole Time Director

**Mr. Shekhar S. Mennon (w.e.f. 1<sup>st</sup> April, 2024)**

Non-Executive Independent Director  
Member- Audit Committee  
Member- Nomination & Remuneration Committee  
Member- Stakeholders' Relationship Committee

**Chief Financial Officer (CFO)**

Mr. Ajay D. Acharya

**Banker**

**Bank of India, Versova Branch**

Andheri West, Mumbai -400053

**HDFC Bank, Indralok Branch**

Lokhandwala, Andheri West, Mumbai -400053

**Registered Office & Studio**

Baba Arts Limited

B1 & B4, Baba House,  
86, M.V.Road, Andheri East,  
Mumbai - 400093

Contact : 022 35996612

Email: [babaartslimited@yahoo.com](mailto:babaartslimited@yahoo.com)  
[investors@babaartslimited.com](mailto:investors@babaartslimited.com)

Website: [www.babaartslimited.com](http://www.babaartslimited.com)

CIN: L72200MH1999PLC119177

ISIN: INE893A01036

**Mr. Santosh A. Shah (up to 31<sup>st</sup> March, 2024)**

**Non-Executive Independent Director**

Chairman- Audit Committee  
Member- Stakeholders' Relationship Committee  
Member- Nomination & Remuneration Committee

**Mrs. Malavika A. Acharya**

Non-Executive Non-Independent Director  
Member- Audit Committee  
Member- Nomination & Remuneration Committee

**Mr. Hasmukh N. Shah (w.e.f. 1<sup>st</sup> April, 2024)**

**Non-Executive Independent Director**

Chairman- Stakeholders' Relationship Committee  
Member- Audit Committee  
Member- Nomination & Remuneration Committee

**Mr. Hemraj G. Chheda (w.e.f. 1<sup>st</sup> April, 2024)**

Non-Executive Independent Director  
Chairman- Audit Committee  
Chairman-Nomination & Remuneration Committee  
Member- Stakeholders' Relationship Committee

**Company Secretary & Compliance Officer**

Mr. Naishadh H. Mankad

**Registrar & Share Transfer Agent**

Link Intime India Private Limited  
C-101, 247 Park, 1st Floor, LBS Road,  
Gandhi Nagar, Vikhroli West, Mumbai-400083  
Phone: 022 4918 6000  
Fax: 022 4918 6060

Email: [ram.jaiswar@linkintime.co.in](mailto:ram.jaiswar@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

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## BABAARTS LIMITED

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Email : [babaartslimited@yahoo.com](mailto:babaartslimited@yahoo.com) / [investors@babaartslimited.com](mailto:investors@babaartslimited.com)

### NOTICE OF THE TWENTY FIFTH (25<sup>TH</sup>) ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Fifth (25<sup>th</sup>) Annual General Meeting of **Baba Arts Limited** will be held on Wednesday, the 18<sup>th</sup> September, 2024 at 11.30 a.m. (IST) at Juhu Vile Parle Gymkhana Club, Activity Hall, Ground Floor, Opp. Juhu Bus Depot, Juhu, Mumbai-400049 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31<sup>st</sup> March, 2024 and in this connection to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited financial statements of the Company and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31<sup>st</sup> March, 2024 laid before this meeting be and are hereby considered and adopted."

2. To appoint director in place of Mr. Gordhan P. Tanwani (DIN 00040942) who retires by rotation and being eligible offers himself for reappointment and in this connection to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Gordhan P. Tanwani (DIN 00040942), who retires by rotation be and is hereby reappointed as a Director of the Company liable to retire by rotation."

By Order of the Board  
For Baba Arts Limited

Naishadh H. Mankad  
Company Secretary & Compliance Officer

#### Regd. Office:

B1 & B4 Baba House,  
M. V. Road,  
Andheri (East),  
Mumbai 400093.

Date : 21<sup>st</sup> May, 2024

Place: Mumbai

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total paid up capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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3. Proxies to be valid must be lodged with the Company at its registered office not later than 48 hours before the commencement of the annual general meeting. A proxy so appointed shall not have any right to speak at the meeting. Blank proxy form is enclosed.
4. Corporate members are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/ authorization etc. authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting to Link Intime India Private Limited, Registrar and Transfer Agent of the Company, by e-mail through its registered e-mail address **ram.jaiswar@linkintime.co.in**.
5. Registrar and Transfer Agent ("RTA"): Pursuant to the Order Passed by National Company Law Tribunal (NCLT) dated 18th December, 2023, Universal Capital Securities Private Limited with effect from 22nd December, 2023. Accordingly, the name of RTA of the Company is changed from Universal Capital Securities Private Limited to Link Intime India Private Limited.
6. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (**collectively referred to as "SEBI Circulars"**), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**"), **collectively "Depositories"**. In accordance with the MCA Circulars, physical copy of the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is not being sent to members whose Email ID addresses are not registered with the Company/ Depositories.
7. Members may note that the notice and annual report 2023-24 will also be available on the Company's website **www.babaartslimited.com** and website of the stock exchange i.e. BSE Limited viz. **www.bseindia.com** and on the website of the Link Intime India Private Limited ("**the RTA**"), the agency engaged by the Company for providing the facility of Remote e-voting to the members of the Company at **https://instavote.linkintime.co.in**.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - **For shares held in electronic form:** to their Depository Participants ("Dps")
  - **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
9. The route map for venue of the meeting is annexed to this notice.
10. As per Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations each as amended, the items of business set out in the attached notice will be transacted through electronic voting systems as a mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("**e-Voting**") under an arrangement with the Link Intime India Private Limited.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday the 14th September, 2024 and ends at 5.00 p.m. (IST) on Tuesday the 17th September, 2024. The Members whose names appear in the Register of Members as on the cut-off date of Wednesday the 11th September, 2024, may cast their vote electronically. The voting rights of the Members shall be in proportion to the number of equity shares held by them as on the cut-off date (record date) of Wednesday the 11th September, 2024.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: **https://eservices.nsd.com** and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



OR

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

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- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under '**SHARE HOLDER**' tab and register with your following details: -

#### **A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

#### **B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

#### **C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

#### **D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to





confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

##### **STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

##### **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

##### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit **URL: <https://instavote.linkintime.co.in>** and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime:



<https://instavote.linkintime.co.in>.

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Process for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide folio no., name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by e-mail to [investors@babaartslimited.com](mailto:investors@babaartslimited.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) to [investors@babaartslimited.com](mailto:investors@babaartslimited.com). If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual member/shareholder holding securities in demat mode.
- Alternatively, members may send a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

11. The Company has appointed Mr. Nrupang B. Dholakia or in his absence Mr. Vishwesh Bhagat, Designated Partners of M/s. Dholakia & Associates LLP, Company Secretaries in Whole Time Practice as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e- voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorised by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

The results declared along with the Scrutinizer's report shall be hosted on the website of the Company viz: [www.babaartslimited.com](http://www.babaartslimited.com) and will be communicated to the Stock Exchange where the Company's shares are listed i.e., BSE Limited and will also be posted on the Website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.

12. Details as required in Sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / reappointment at the 25<sup>th</sup> Annual General Meeting forms integral part of this notice. Requisite declarations have been received from the director seeking appointment/reappointment.

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13. Beneficial Owners holding shares in electronic/demat form are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant. Members holding shares in physical form are requested to notify any change in their address, bank account etc. to the Registrar and Share Transfer Agents, Link Intime India Private Limited.
14. Members desirous of getting any information about the accounts and operations of the Company are requested to write their queries to the Company at least seven days in advance of the meeting so that the information required can be made readily available at the meeting.
15. As per the provisions of Section 72(1) of the Act, the facility for making/ varying/ cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the share department of the Company/ Registrars and Share Transfer Agents or downloaded from the website of the Company at [www.babaartslimited.com](http://www.babaartslimited.com).
16. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA, for assistance in this regard.
17. The Securities and Exchange Board of India (“SEBI”) has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1<sup>st</sup> January, 2022 any service request of complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1<sup>st</sup> April, 2023, in case any of the above cited documents/details are not available in the folio(s), RTA shall be constrained to freeze such folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.babaartslimited.com](http://www.babaartslimited.com).
18. To avail of services through electronic mode, members are requested to register their E-mail address with the Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited, to receive all communication by the Company including Annual Report and notice(s) of meetings by E-mail, by sending appropriate communication on [babaarts.evoting@unisec.in](mailto:babaarts.evoting@unisec.in) and also register/update their e-mail ID with the Depository Participant where their Demat account is maintained, for shares held in the electronic form.
19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website <https://babaartslimited.com/wp-content/uploads/odr-portal-2024.pdf>
20. The Members whose Unclaimed Dividend amount for the financial year from 2005-06 to 2009-10 have been transferred to IEPF may apply for refund by making an application to IEPF authority in form IEPF -5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee. The Company has uploaded details of unpaid and unclaimed dividend amounts transferred to IEPF on its website at [www.babaartslimited.com](http://www.babaartslimited.com) and also on the website of the Ministry of Corporate Affairs.
21. **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:**

Pursuant to the provisions of Section 124 and 125 of the Act, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“Rules”) as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Account after complying with the procedure laid down under the Rules.

Accordingly, the Company has transferred 2,17,204 shares to the IEPF Account maintained with CDSL on 3<sup>rd</sup> December, 2019 taking the year 2009-2010 as base. The details of the shares transferred to IEPF Authority are uploaded under “Investor Section” on the website of the Company viz: [www.babaartslimited.com](http://www.babaartslimited.com).

The said details have also been uploaded on the website of the IEPF and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in).



22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts.
23. Details of Directors seeking Appointment/Re-appointment at the Twenty Fifth (25<sup>th</sup>) Annual General Meeting [Pursuant Regulation 36 (3) of the Listing Regulations and Secretarial Standard on the General Meetings (SS-2)]:

Name of the Director	Gordhan P. Tanwani
Date of Birth (Age)	21 <sup>st</sup> January, 1958 (65 Years)
Date of Appointment on the Board	28th August, 2003
Qualification	Undergraduate
Nature of Expertise in specific functional areas	Film Production, and Distribution as also Construction.
Relationship with other Directors and Key Managerial Personnel	Father of Mr.Nikhil G. Tanwani -Whole Time Director the Company
Terms & Conditions of Re-appointment	As per the Resolution under item No.2 of the Notice convening this meeting, Mr.Gordhan P. Tanwani is proposed to be appointed as a Director.
Remuneration last drawn (including sitting fees, if any)	NIL
Number of meetings of the Board attended during the year	4 out of 4
Names of listed entities in which he/she also holds Directorship and membership of committees of the Board.	Nil
Chairman / Member of Committee(s) of the Board of Directors of the Company	Member- Stakeholders Relationship Committee
Chairman / Member of Committee(s) of Directors of other Companies in which he/she is a Director	None
No. of Shares held in the Company (as on 31 <sup>st</sup> March, 2024)	2,66,00,000
Director Identification No.	00040942

**By Order of the Board  
For Baba Arts Limited**

**Naishadh H. Mankad  
Company Secretary & Compliance Officer**

**Regd. Office:**  
B1 & B4 Baba House,  
M. V. Road,  
Andheri (East),  
Mumbai 400093.

**Date : 21<sup>st</sup> May, 2024  
Place: Mumbai**

## ANNUAL REPORT 2023-2024

### DIRECTORS' REPORT

To,

The Members,

#### Baba Arts Limited

Your Company's Board of Directors ("**Board**") is pleased to present the Twenty Fifth Annual Report of Baba Arts Limited ("**Company**") for the financial year ended 31<sup>st</sup> March, 2024.

In Compliance with the applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) ("**the Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), this report covers the financial results and other developments during the financial year ended 31<sup>st</sup> March, 2024 and up to the date of Board Meeting held on 21<sup>st</sup> May, 2024 to approve this report, in respect of Baba Arts Limited.

#### ● FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	March 31, 2024	March 31, 2023
	<b>As per IND AS</b>	
Revenue from Operations	<b>1146.18</b>	<b>278.75</b>
Other Income	101.65	103.78
<b>Total Income</b>	<b>1247.83</b>	<b>382.53</b>
Total Expenditure	975.51	249.29
<b>Profit Before Tax</b>	<b>272.32</b>	<b>133.24</b>
Less: Tax Expenses		
Current Tax	68.30	36.03
Prior Period Taxes	7.75	(5.44)
Deferred Tax	(1.15)	0.44
<b>Net Profit /(Loss) for the Year</b>	<b>197.42</b>	<b>102.21</b>

#### ● DIVIDEND

In order to strengthen the reserves of the Company, your directors consider it prudent to plough back the profits and not to recommend any dividend for the financial year 2023-24.

#### ● REVIEW OF OPERATIONS

During the year under review, Income from Operations was Rs.1146.18 Lakhs as compared to Rs.278.75 Lakhs in the previous year. The operating profit during the year was higher at Rs.272.32 Lakhs as against Rs.133.24 Lakhs in the previous year. After providing for current tax of Rs.68.30 Lakhs (previous year Rs.36.03 Lakhs), recognition of Deferred Tax Assets of Rs.1.15 Lakhs (previous year Deferred Tax Liability of Rs.0.44 Lakhs), and Prior Tax adjustments of Rs.7.75 Lakhs (previous year Rs.(5.44) Lakhs), the net profit after tax for the year of Rs.197.42 Lakhs vis-à-vis Rs.102.21 Lakhs in the previous year.

Other Comprehensive Income for the year was Rs.0.85 Lakhs (previous year Other Comprehensive Expense Rs.0.70 Lakhs) and Total Comprehensive Income for the year was Rs.198.26 Lakhs compared to Rs.101.51 Lakhs in the previous year.

#### ● TRANSFER TO RESERVES

Your directors have proposed not to transfer any amount to reserves.

#### ● CHANGES IN NATURE OF BUSINESS, IF ANY

During the year under review there was no change in nature of business.



- **MATERIAL CHANGES BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT**

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of signing of this report.

- **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- **DIRECTORS**

Mr. Santosh A. Shah (DIN 01259840) and Mr. Sanjiv L. Hinduja (DIN 00040858) have completed their two consecutive terms of their appointment and they retired as Independent Directors of the Company w.e.f. close of business hours on 31<sup>st</sup> March, 2024.

The Board of Directors has placed on record its deep appreciation of valuable guidance provided by them during their very long tenure on the Board.

During the year, on the recommendation of the Nomination Remuneration Committee and pursuant to Special Resolution passed by the members of the Company only through Postal Ballot E-Voting, Mr. Hasmukh Shah (DIN 00150891), Mr. Shekhar Mennon (DIN 02262964) and Mr. Hemraj Chheda (DIN 00113766) were appointed as Independent Directors of the Company for a first term of five consecutive years with effect from 1<sup>st</sup> April, 2024.

**Re-appointment of Director retiring by rotation:**

In terms of Section 152 of the Companies Act, 2013, Mr. Gordhan P. Tanwani (DIN 00040942), Managing Director, retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. Mr. Gordhan P. Tanwani has confirmed that he is not disqualified for appointment as director under Section 164 of the Act and has offered himself for re-appointment.

The necessary resolution for re-appointment of Mr. Gordhan P. Tanwani forms part of the notice convening the 25<sup>th</sup> Annual General Meeting ("**25<sup>th</sup> AGM**") scheduled to be held on Wednesday, the 18<sup>th</sup> September, 2024.

A brief resume of Mr. Gordhan P. Tanwani along with the nature of his expertise, shareholding in your Company and other details as stipulated under Regulation 36(3) of the Listing Regulations is given in the notice convening the 25<sup>th</sup> AGM.

- **KEY MANAGERIAL PERSONNEL**

Mr. Gordhan P. Tanwani, Chairman & Managing Director, Mr. Nikhil G. Tanwani, Whole Time Director, Mr. Ajay D. Acharya, Chief Financial Officer and Mr. Naishadh H. Mankad, Company Secretary & Compliance Officer continue to be Key Managerial Personnel (KMP) of the Company in compliance with the requirements of Section 203 of the Companies Act, 2013.

- **INDEPENDENT DIRECTORS**

As on 31<sup>st</sup> March, 2024, Mr. Santosh A. Shah and Mr. Sanjiv L. Hinduja were independent directors of the Company and they ceased to be independent directors w.e.f. close of business hours on 31<sup>st</sup> March, 2024 consequent upon completion of their second consecutive term of 5 years.

The members of the Company have appointed Mr. Hasmukh Shah (DIN 00150891), Mr. Shekhar Mennon (DIN 02262964) and Mr. Hemraj Chheda (DIN 00113766) as independent directors w.e.f. 1<sup>st</sup> April, 2024 for the first term of 5 years and they are not liable to retire by rotation.

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received declarations from all independent directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

In terms of Regulation 25(8) of the Listing Regulations, the independent directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The board of directors of the Company has taken on record the declaration and confirmation submitted by the independent directors after undertaking due assessment of the veracity of the same.

The board is of the opinion that the independent directors of the Company possess requisite qualifications, experience and expertise in the fields of Legal, Accounts and Finance, Governance etc. and that they hold highest standards of integrity.

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The independent directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014. Except Mr. Hasmukh Shah all other independent directors are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA. Mr. Hasmukh Shah shall undertake the online proficiency self-assessment test conducted by IICA within 2 years from the date of his enrollment in the Independent Directors' Databank with IICA.

### ■ FAMILIARISATION PROGRAMME

The Company has put in place an induction and familiarization programme for all its directors including independent directors so as to acquaint themselves with the nature of the industry in which the Company operates. The directors are periodically advised about the changes effected in the Corporate Laws, Listing Regulations, Taxation Laws and other statutes applicable to the Company, with regard to their roles, rights and responsibilities as director of the Company. The familiarization programme for independent directors is uploaded on the web site of the Company in terms of the provisions of Regulation 46(2)(l) of the Listing Regulations.

### ■ ANNUAL EVALUATION OF BOARD

Pursuant to Regulation 17 of the Listing Regulations read with Section 134 (3)(p) of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, annual evaluation of the performance of the board, its committees and of individual directors has been made during the year under review. To facilitate the evaluation process, the Nomination & Remuneration Committee of the board has laid down the evaluation criteria for the performance of Executive/Non-Executive / Independent Directors through a board effectiveness survey. A questionnaire of the survey is designed with the objective of reviewing the functioning and effectiveness of the board. Each board member (other than the director being evaluated) is requested to evaluate the effectiveness of the members of the board on the basis of information flow, decision making of the directors, relationship to stakeholders, Company performance, Company strategy, and the effectiveness of the whole board and its various committees on a scale of one to five.

Evaluation of independent directors is done on the basis of their role in governance, control and guidance and more particularly their performance in the following areas:

- Their contribution towards monitoring the Company's corporate governance practice
- Their participation in formulating business strategies and
- Their participation in board and committee meetings and generally fulfilling their obligations and fiduciary responsibilities as directors of the Company.

### ● BOARD AND COMMITTEES

#### ■ NUMBER OF MEETINGS OF BOARD

The board met four times during the year, details of which are given in the Corporate Governance Report that forms part of this annual report. The intervening gap between the meetings was within the limit prescribed under the Act and the Listing Regulations.

#### ■ COMMITTEES OF BOARD

As on 31<sup>st</sup> March, 2024 the board had 3 (Three) Committees - the Audit Committee, the Nomination & Remuneration Committee and the Stakeholders Relationship Committee.

A detailed note on the composition of board and its committees and the number of meetings held and attendance of directors at such meetings is provided in the Corporate Governance Report, which forms part of the Annual Report.

### ● POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION

The Company's Policy on Appointment of Directors & Remuneration is available on the Website of the Company <https://babaartslimited.com/wp-content/uploads/13.-Nomination-and-Remuneration-Policy-NHM.pdf>.

The Policy on Remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.





● **RISK MANAGEMENT POLICY**

The Board of Directors of your Company periodically assesses the risk in the internal and external business environment and takes necessary steps to mitigate the said risks. The Company has an adequate risk management plan in place which is reviewed at regular intervals by the Board.

● **VIGIL MECHANISM /WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower Policy, to provide a formal vigil mechanism to the directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the audit committee. It is affirmed that no personnel of the Company have been denied access to the audit committee.

The Company's Whistle Blower Policy is available on the Website of the Company <https://babaartslimited.com/wp-content/uploads/6.Whistle-Blower-Policy.pdf>

● **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**(A) Conservation of energy:**

Sr. No.	Particulars	Details
I	the steps taken or impact on conservation of energy	Your Company's activities do not require substantial energy consumption. However, the Company continues to lay emphasis on reducing energy consumption by constantly monitoring the consumption and taking steps to reduce wasteful use of energy. Employees are trained to switch off computers, air conditioners and lights when not required.
II	the steps taken by the company for utilizing alternate sources of energy.	Not applicable, in view of comments in clause (i)
III	the capital investment on energy conservation equipments	Not applicable, in view of comments in clause (i)

**(B) Technology absorption:**

Sr. No.	Particulars	Details
I	the effort made towards technology absorption	The Company does not have any imported technology.
II	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
III	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) a) the details of technology imported b) the year of import; c) whether the technology has been fully absorbed d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
IV	the expenditure incurred on Research and Development	Nil

### (C) Foreign Exchange Earnings and Outgo:

Foreign Exchange Earning during the year was Rs. 27.24 Lakhs (Previous Year Rs. 70.52 Lakhs) and Foreign Exchange outgo during the year under review was Rs. Nil (Previous Year Rs.6.03 Lakhs)

#### Export Efforts

The Company is engaged in providing post production services to entertainment industry in its post production studio and creating content for Television and Digital Media where there is not much scope for exports. However, the Company has earned some export income by way of share of advertisement revenue through monetization of content on various digital channels like You Tube, Facebook etc.

- **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There were no orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

- **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has in place adequate internal financial controls with reference to financial statements.

The Internal Auditors continuously monitor the efficiency of the internal controls/compliance with the objective of providing to audit committee and the board of directors, an independent, objective and reasonable assurance of the adequacy and effectiveness of the organization's risk management, control and governance processes. This system of internal control facilitates effective compliance of Section 138 of the Act and the Listing Regulations.

During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

- **MAINTENANCE OF COST RECORDS**

Maintenance of Cost Records as specified by the Central Government under Section 148(1) of the Act, is not applicable to the Company.

- **AUDITORS**

- ▶ **Statutory Auditor**

M/s. M M Nissim & Co LLP are the Statutory Auditors of the Company who were appointed for a period of five years in the 23<sup>rd</sup> Annual General Meeting held on 20<sup>th</sup> September, 2022 and they hold office up to the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company without any further ratification by the shareholders of the Company.

M/s. M M Nissim & Co LLP, have confirmed that they are not disqualified to hold the office of the Statutory Auditor.

There are no qualifications, reservations or adverse remarks made by M/s. M M Nissim & Co LLP, Statutory Auditors, in their report for the Financial Year ended 31<sup>st</sup> March, 2024.

Pursuant to provisions of Section 143(12) of the Act, the Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

- ▶ **Internal Auditor**

Pursuant to Section 138 of the Act, the Board of Directors of the Company has appointed M/s. SCA & Associates, Chartered Accountants as the internal auditors of the Company for the financial year 2024-25.

The audit committee of board of directors in consultation with the Internal Auditor formulates the scope, functioning, periodicity and methodology for conducting the Internal Audit.

- **ANNUAL RETURN**

The Annual Return of the Company is placed on the Company's Website [https://babaartslimited.com/wp-content/uploads/Form\\_MGT\\_7\\_BAL\\_2024.pdf](https://babaartslimited.com/wp-content/uploads/Form_MGT_7_BAL_2024.pdf)

An extract of the Annual Return as on 31<sup>st</sup> March, 2024, is attached in **Annexure I** to this report.



- **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company, with approval of board, appointed M/s Dholakia & Associates LLP, Company Secretaries in whole time practice to undertake the Secretarial Audit of the Company for the financial year 2023-24. The detailed report on Secretarial Audit is appended as an **Annexure II** to this report. There is no qualification, reservation or adverse remarks given by Secretarial Auditors of the Company.

The board at its meeting held on 21<sup>st</sup> May, 2024 has appointed M/s Dholakia & Associates LLP, Company Secretaries in whole time practice for conducting Secretarial Audit of the Company for the financial year 2024-25.

- **Annual Secretarial Compliance Report**

Even though the provisions of Regulation 24A of the Listing Regulations are not applicable to the Company, the Company has voluntarily opted to undertake Secretarial Compliance Audit during the year 2023-24. The annual secretarial compliance report duly signed by Mr. Nrupang B. Dholakia, (ICSI Membership No. 10032) Designated Partner of M/s Dholakia & Associates LLP, Company Secretaries in whole time practice has been submitted to BSE Limited within the stipulated time in compliance with the provisions of the Regulation 24(A) of the Listing Regulations. With reference to the observations in the Annual Secretarial Compliance Report, the Board of Directors have to clarify that the Company has strived to comply with the provisions of Corporate Governance on voluntary basis.

- **PARTICULARS OF LOAN, GUARANTEE AND INVESTMENTS**

During the year under review, your Company has not given loans, guarantees, provided securities or made investments covered under Section 186 of the Act, 2013.

- **CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A separate report on Corporate Governance is provided together with a Certificate from Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations.

A certificate of the Managing Director (MD) and Chief Financial Officer (CFO) in terms of Regulation 17(8) as specified in Part B of Schedule II of the Listing Regulations, in cert alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the audit committee, is also annexed.

The Management Discussion Analysis Report as required under the Listing Regulations is presented in separate section and forms part of this Annual Report.

- **SEXUAL HARASSMENT**

The provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company as the Company is having less than 10 employees. The Company did not receive any complaint of sexual harassment at workplace during the year under review.

- **APPLICATION MADE OR PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016.**

No Application was made or any proceedings is pending under the Insolvency and Bankruptcy Code, 2016 against the Company.

- **DEPOSITS**

Your Company has not invited / accepted any deposits from public under Section 73 to Section 76 of the Act, hence the disclosures required as per Rule 8 (5) (v) and (vi) of the Companies (Accounts) Rules, 2014 are not applicable to your Company.

- **PARTICULARS OF CONTRACTS OR ARRANGMENT WITH RELATED PARTIES**

All related party transactions that were entered into during the financial year under review were on an arm's length basis and in ordinary course of business and were in compliance with the applicable provisions of the Act, and the Listing Regulations.

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All related party transactions are placed before the Audit Committee as also before the Board for approval at every quarterly meeting. Details of transactions with related parties as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure III** in Form AOC -2 and forms part of this report.

Your Company has formulated a policy on related party transactions which is also available on Company's website at <https://babaartslimited.com/wp-content/uploads/7.-POLICY-ON-RELATED-PARTY-TRANSACTIONS-NHM.pdf>.

- **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The provisions of the Section 135 the Act, are not applicable to the Company.

- **PARTICULARS OF EMPLOYEES**

The information required under Section 197 of the Act, read with Rule 5(1), 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure IV**.

- **SHARE CAPITAL**

The Company has only one class of shares viz. equity shares with a face value of Re. 1/- each.

- ▶ **ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued equity shares with differential rights during the year under review.

- ▶ **ISSUE OF SWEAT EQUITY SHARES**

The Company has not issued sweat equity shares during the year under review.

- ▶ **ISSUE OF EMPLOYEE STOCK OPTIONS**

The Company has not issued any Employee Stock Options during the year under review.

- **SHARE CAPITAL AUDIT**

Share Capital audit as per the directives of Securities & Exchange Board of India is being conducted on quarterly basis by M/s. Dholakia & Associates LLP, Company Secretaries in whole time practice and the audit reports are duly forwarded to BSE Limited where the shares of the Company are listed.

- **BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Reporting as required by Regulation 34(2) (f) of the Listing Regulations is not applicable to your Company for the financial year ended 31<sup>st</sup> March, 2024.

- **GREEN INITIATIVES**

Pursuant to Section 101 and 136 of the Act, the Company is sending the annual report through electronic mode (e-mail) to all shareholders who have registered their email addresses with the Company or with Depository to receive the annual report through electronic mode and initiated steps to reduce consumption of paper.

The annual report is also available on the web site of the Company <https://babaartslimited.com/annual-reports/>.

- **SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES.**

The Company does not have any Subsidiary, Joint Venture and Associate Company.

- **SECRETARIAL STANDARDS**

The Company has in place proper systems to ensure compliance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively. During the financial year under review, the Company was in compliance with Secretarial Standards i.e. SS 1 and SS 2 relating to "Meetings of Board of Directors" and "General Meetings" respectively.

- **DIRECTORS' RESPONSIBILITY STATEMENT**

The financial statements are prepared in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values,



the provisions of the Companies Act, 2013 and guidelines issued by SEBI. The INDAS are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

In accordance with Section 134(5) of the Companies Act, 2013, your board of directors confirms that:

- i) In the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 have been followed and there are no material departures from the said standards;
- ii) The accounting policies have been consistently applied and reasonable and prudent judgment and estimates have been made so as to give a true and fair view of the profit of the Company for the year ended on 31<sup>st</sup> March, 2024 and the state of affairs of the Company as at 31<sup>st</sup> March, 2024 as disclosed in the enclosed accounts;
- iii) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis.
- v) They have laid down internal financial controls for the Company and such financial controls are adequate and operating effectively; and
- vi) They have devised proper systems to ensure compliance with provisions of all applicable laws and such systems are adequate and operating effectively.

#### **ACKNOWLEDGEMENT**

The Board wishes to thank all the Company's customers, vendors and Company's bankers, who have extended their continuous support to the Company.

Your directors specially thank the shareholders of the Company for having reposed their confidence in the management of the Company and employees and technicians of the Company at all levels for their dedicated services to the Company and the contribution made by them towards working of the Company.

**For and on behalf of the Board of Directors**

**Gordhan P. Tanwani**  
**Chairman & Managing Director**  
**DIN: 00040942**

**Place: Mumbai**  
**Date: 21<sup>st</sup> May, 2024**

# ANNUAL REPORT 2023-2024

## ANNEXURE TO THE DIRECTORS' REPORT

### ANNEXURE I Form No. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31<sup>st</sup> March, 2024

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.]

#### I. REGISTRATION AND OTHER DETAILS

1	CIN	L72200MH1999PLC119177
2	Registration date	30/03/1999
3	Name of the Company	BABAARTS LIMITED
4	Category/ sub-category of the company	Company Limited by Shares Non Government Company
5	Address of the Registered office and contact details	3 A, Valecha Chambers, New Link Road, Andheri (West), Mumbai-400053 Tel: 022 26733131 Fax : 022 26733375 Email: babaartslimited@yahoo.com, investors@babaartslimited.com
6	Whether listed company	Yes
7	Name, address and contact details of registrar and transfer agent, if any * Our previous RTA-Universal Capital Securities Private Limited has been merged with Link Intime India Private Limited with effect from 22 <sup>nd</sup> December, 2023	Link Intime India Private Limited* C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli(West), Mumbai-400083 Tel. : 022 2820 7203-05 /022 4918 6178-79 Fax : 022 2820 7207

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
1	Motion, Picture, Videotape & Television Programme Distribution Services	09996140	99.42

#### III PARTICULARS OF HOLDING SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
NOT APPLICABLE					



#### IV. SHARE HOLDING PATTERN (Equity Share Capital break up as percentage of Total Equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	39208000	-	39208000	74.68	39208000	-	39208000	74.68	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>39208000</b>	<b>-</b>	<b>39208000</b>	<b>74.68</b>	<b>39208000</b>	<b>-</b>	<b>39208000</b>	<b>74.68</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A)</b>	<b>39208000</b>	<b>-</b>	<b>39208000</b>	<b>74.68</b>	<b>39208000</b>	<b>-</b>	<b>39208000</b>	<b>74.68</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	4148600	65600	4214200	8.03	4011335	65600	4076935	7.77	(0.26)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3618486	137928	3756414	7.16	4475476	127528	4603004	8.77	1.61
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4207973	-	4207973	8.02	3568041	-	3568041	6.80	(1.22)
c) Others (specify)									
i) Hindu Undivided Family (HUF)	222757	-	222757	0.42	160158	-	160158	0.31	(0.12)
ii) Clearing Members	2008	-	2008	0.00	1486	-	1486	0.00	(0.00)
iii) Directors & Relatives	85250	-	85250	0.16	85250	-	85250	0.16	-
iiii) NRI/OCBs	586194	-	586194	1.12	579922	-	579922	1.10	(0.01)
iv) IEPF Account	217204	-	217204	0.41	217204	-	217204	0.41	-
<b>Sub-total (B)(2):-</b>	<b>13088472</b>	<b>203528</b>	<b>13292000</b>	<b>25.32</b>	<b>13098872</b>	<b>193128</b>	<b>13292000</b>	<b>25.32</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>13088472</b>	<b>203528</b>	<b>13292000</b>	<b>25.32</b>	<b>13098872</b>	<b>193128</b>	<b>13292000</b>	<b>25.32</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>52296472</b>	<b>203528</b>	<b>52500000</b>	<b>100.00</b>	<b>52306872</b>	<b>193128</b>	<b>52500000</b>	<b>100.00</b>	<b>-</b>

## ANNUAL REPORT 2023-2024

### ii) Shareholding of promoters

SI No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Gordhan P. Tanwani	26600000	50.67	-	26600000	50.67	-	-
2	Pravin J. Karia	8000	0.01	-	8000	0.01	-	-
3	Rahul G. Tanwani	12600000	24.00	-	12600000	24.00	-	-
	<b>Total</b>	<b>39208000</b>	<b>74.68</b>	<b>-</b>	<b>39208000</b>	<b>74.68</b>	<b>-</b>	<b>-</b>

### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>GORDHAN P. TANWANI</b>						
	At the beginning of the year			26600000	50.67	26600000	50.67
	Shares bought/(sold) during the year		NO CHANGE	-	-	-	-
	At the end of the year			26600000	50.67	26600000	50.67
<b>2</b>	<b>PRAVIN J. KARIA</b>						
	At the beginning of the year			8000	0.01	8000	0.01
	Shares bought/(sold) during the year		NO CHANGE	-	-	-	-
	At the end of the year			8000	0.01	8000	0.01
<b>3</b>	<b>RAHUL G. TANWANI</b>						
	At the beginning of the year			12600000	24.00	12600000	24.00
	Shares bought/(sold) during the year		NO CHANGE	-	-	-	-
	At the end of the year			12600000	24.00	12600000	24.00





**(iv) Shareholding Pattern of top ten shareholders**

(other than Directors, Promoters and Holders of GDRs and ADRs) as on 31<sup>st</sup> March, 2024

Sr. No.	Name of Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	<b>KARISHMA CONST INVESTMENTS PVT. LTD.</b>				
	At the beginning of the year	1271334	2.42	1271334	2.42
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	1271334	2.42	1271334	2.42
2	<b>Y T ENTERTAINMENT LIMITED</b>				
	At the beginning of the year	972347	1.85	972347	1.85
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	972347	1.85	972347	1.85
3	<b>KUMAR MANGAT</b>				
	At the beginning of the year	800000	1.52	800000	1.52
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	800000	1.52	800000	1.52
4	<b>AJAY DEVGAN</b>				
	At the beginning of the year	800000	1.52	800000	1.52
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	800000	1.52	800000	1.52
5	<b>SYPRESS CONSTRUCTIONS LLP</b>				
	At the beginning of the year	679422	1.29	679422	1.29
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	679422	1.29	679422	1.29
6	<b>SELECT MEDIA HOLDINGS LLP</b>				
	At the beginning of the year	652000	1.24	652000	1.24
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	652000	1.24	652000	1.24
7	<b>SUSAN KHAMBATTA</b>				
	At the beginning of the year	549825	1.05	549825	1.05
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	549825	1.05	549825	1.05
8	<b>YASH TEJPAL SHAH</b>				
	At the beginning of the year	931976	1.78	931976	1.78
	Bought during the year	-	-	-	-
	Sold during the year	418976	0.80	513000	0.98
	At the end of the year	513000	0.98	513000	0.98
9	<b>DEEPAK BATHIJA</b>				
	At the beginning of the year	356960	0.68	356960	0.68
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	356960	0.68	356960	0.68
10	<b>RITA TEJPAL SHAH</b>				
	At the beginning of the year	279499	0.53	279499	0.53
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	279499	0.53	279499	0.53

## ANNUAL REPORT 2023-2024

### (v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name of Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	<b>Mr. Gordhan P. Tanwani (Designation : Managing Director)</b>				
	At the beginning of the year	26600000	50.67	26600000	50.67
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	26600000	50.67	26600000	50.67
2	<b>Mr. Santosh A. Shah (Designation: Director) up to 31st March, 2024</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
3	<b>Mr. Sanjiv L. Hinduja (Designation: Director) up to 31st March, 2024</b>				
	At the beginning of the year	7600	0.01	7600	0.01
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	7600	0.01	7600	0.01
4	<b>Mr. Nikhil G. Tanwani (Designation: Whole Time Director)</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
5	<b>Mr. Ajay D. Acharya [Designation Chief Financial Officer(CFO)] jointly with Mrs. Malavika A. Acharya (Designation: Director)</b>				
	At the beginning of the year	235400	0.45	235400	0.45
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	235400	0.45	235400	0.45
6	<b>Mr. Naishadh H. Mankad (Designation : Company Secretary &amp; Compliance Officer)</b>				
	At the beginning of the year	61600	0.12	61600	0.12
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	61600	0.12	61600	0.12



## V. INDEBTNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Rs. in Lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-Time Directors and/or Manager :

Rs. in Lakhs

SI.NO.	Particulars of Remuneration	Name of MD/WTD/manager		Total
		Name	Name	
	Designation	Managing Director	Whole Time Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	6.00	6.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	6.00	6.00
	Ceiling as per the Act	-	-	84.00

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### B. Remuneration to other Directors

Rs. in Lakhs

SI.NO.	Particulars to Remuneration	Names of Directors			Total
		Santosh A. Shah	Sanjiv L. Hinduja	Malavika A. Acharya	
1	Independent Directors				
	Fee for attending board committee meetings	1.90	1.90	-	3.80
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	1.90	1.90	-	3.80
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	1.70	1.70
	Total (2)	-	-	1.70	1.70
	Total (B)=(1+2)	1.90	1.90	1.70	5.50
	Total Managerial Remuneration	1.90	1.90	1.70	5.50
	Overall Ceiling as per the Act				84.00

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Rs. in Lakhs

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total
		Name Designation	Ajay D. Acharya CEO	Naishadh H. Mankad Chief Financial Officer (CFO) Company Secretary (CS)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A. N.A. N.A.	14.40 - -	9.90 - -	24.30 - -
2	Stock Option	N.A.	-	-	-
3	Sweat Equity	N.A.	-	-	-
4	Commission - as % of profit - others, specify	N.A. N.A.	- -	- -	- -
5	Others, please specify	N.A.	-	-	-
	Total	-	14.40	9.90	24.30

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties/punishment/ compounding offences for breach of any Section of the Companies Act, 2013 against the Company or its Directors or other officers in default during the year.

For and On behalf of the Board of Directors

**Gordhan P. Tanwani**  
Chairman & Managing Director  
DIN: 00040942

Date: 21<sup>st</sup> May, 2024  
Place: Mumbai



**ANNEXURE TO THE DIRECTORS' REPORT**

**ANNEXURE II  
FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

[Issued in Pursuance to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with modifications as deemed necessary, without changing the substance of format given in MR-3]

**To,  
The Members,  
Baba Arts Limited.  
@B1 & B4, Baba House,  
86, M.V Road,  
Chakala MIDC,  
Andheri (East), Mumbai- 400093.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Baba Arts Limited (CIN L72200MH1999PLC119177)** (hereinafter called 'the Company') for the financial year ended 31st March, 2024. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

- A. In expressing our opinion, it must be noted that-
- i. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
  - ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of our opinion.
  - iii. We have not verified correctness and appropriateness of financial records and books of accounts of the Company.
  - iv. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
  - v. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the online verification of procedures on test basis.
  - vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- B. Based on verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-process (duly evolved) and compliance mechanism in place to the extent and as applicable to the Company in the manner and subject to the reporting made hereinafter:
- C. We have conducted examination of the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:
- I. The Companies Act, 2013 ('the Act') and the rules made thereunder;
  - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment only. There is no Overseas Direct Investment and External Commercial Borrowings made by the Company;
  - V. A. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

**@ The Registered Office of the Company has changed with effect from 17th April 2024.**

## ANNUAL REPORT 2023-2024

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- V. B. The Company has not undertaken any of the activities during the audit period as envisaged in the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and hence are not relevant for the purpose of audit: -
- a. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
  - b. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
  - d. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- VI. And the Company being in the business of Films and TV Serial Production and trading in Intellectual Property Rights of Films, provisions of Cinematograph Act, 1952 are applicable to the Company and the same has been complied with during the period under Audit.
- D. We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards in respect of Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) as amended from time to time issued by The Institute of Company Secretaries of India;
  - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 - The paid-up share capital and net worth of the listed entity is below the threshold limit for the purpose of compliance of corporate governance provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) as per sub-regulation (2) of Regulation 15 of LODR. The listed entity has strived to comply with the provisions of corporate governance on voluntary basis.
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.
- E. We further report that--
- I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013;
  - II. Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
  - III. Majority decision is carried through and there was no instance of any director expressing any dissenting views.
- F. We further report that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- G. We further report that during the audit period none of the following events has taken place-
- I. Public/Rights/Preferential Issue of Shares/Debentures etc.
  - II. Redemption/buy-back of securities.
  - II. Major decision taken by the members in pursuance to section 180 of the Companies Act, 2013.
  - IV. Merger/Amalgamation/Reconstruction, etc.
  - V. Foreign Technical Collaborations.

For DHOLAKIA & ASSOCIATES LLP  
(Company Secretaries)

ICSI Unique Code : P2014MH034700  
Peer Review Certificate No: 2404/2022  
UDIN:F010032F000414414

Place: Mumbai  
Date: May 21, 2024

CS Nrupang B. Dholakia  
Designated Partner  
FCS-10032 CP No. 12884



**ANNEXURE TO DIRECTORS' REPORT**

**ANNEXURE III  
FORM NO. AOC-2**

Form for disclosure of particulars or contracts/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of material contracts or arrangement or transactions not at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
<b>Larry's Impex LLP</b> Mr. Gordhan P. Tanwani - Chairman & Managing Director and his son Mr. Nikhil G. Tanwani -Whole Time Director of the Company are Designated Partners in the LLP	Rent received Rs.4.25 Lakhs. Deposit of Rs. 6.00 Lakhs refunded on termination of the arrangement.	16th October, 2022 to 15th October, 2027. (The arrangement was terminated w.e.f. 1st March, 2024)	(i) From 16th October, 2022 monthly rent of Rs.1.00 Lakh per month towards licensed premises 400 sq.ft. and interest free security deposit of Rs.6.00 Lakhs  (ii) With effect from 1st June, 2023 monthly rent of Rs.0.25 Lakhs per month towards licensed premises reduced from 400 sq.ft. to 100 sq.ft. and continue with interest free security deposit of Rs.6.00 Lakhs (The arrangement was terminated w.e.f. 1st March, 2024)	(i) 13th May, 2022. Also approved by the shareholders in their 23rd AGM held on 20th September, 2022.  (ii) 25th May 2023	Nil
<b>Larry's Impex LLP</b> Mr. Gordhan P. Tanwani - Chairman & Managing Director and his son Mr. Nikhil G. Tanwani - Whole Time Director of the Company are Designated Partners in the LLP	Security Deposit Returned of Rs.6.00 Lakhs	16th October, 2022 to 15th October, 2027.	Termination of Leave & License Agreement with effect from 1st March, 2024.	13th February, 2024	Nil

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### ANNEXURE TO DIRECTORS' REPORT

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
<p><b>Graceland New Media LLP</b></p> <p>Mr. Gordhan P. Tanwani - Chairman &amp; Managing Director is the Designated Partner of the LLP and his son Mr. Nikhil G. Tanwani - Whole Time Director of the Company is related to the Designated Partner of the LLP.</p>	<p>Purchase of TV Serial Rights of maha episodes of "Ramayan" &amp; Mythological TV serial "Shri Krishna" for lumpsum consideration of Rs. 200.00 Lakhs</p> <p>Purchase of Licensing rights of TV Serial "Ramayana" for telecast on Star Bharat SD &amp; Star Bharat HD for lumpsum consideration of Rs.160 Lakhs</p> <p>Purchase of 120 episodes of "Ramayan-dubbed in Bhojpuri" for lumpsum consideration of Rs.20 Lakhs.</p> <p>(Note - against the above 3 purchases a Debit Note of Rs.5 Lakhs was issued by the Company &amp; Therefore the aggregate consideration for the above 3 purchases was Rs.375 Lakhs.)</p>	<p>Maha episodes of Ramayana- From 3rd September, 2023 to 31st March, 2025.</p> <p>Shri Krishna-from 3rd August, 2023 to 31st March, 2024</p> <p>From 1st October 2023 to 31st December, 2023.</p> <p>From 3rd June 2023 to 3rd August, 2023.</p>	<p>(i) For various maha episodes of "Ramayan" 100 telecasts for the period from in the territory of India except on Doordarshan Prasar Bharti.</p> <p>(ii) For "Shri Krishna" telecast in Hindi Language with one repeat telecast within 24 hours subject to maximum telecast of 2 episodes in a period of 24 hours.</p> <p>One telecast &amp; one Repeat Telecast on the approved channels.</p> <p>One telecast &amp; one Repeat Telecast on Channel "ABZY Cool"- to be rebranded to "Bflix TV"</p>	<p>(i) Approved by the Shareholders in their 22nd AGM held on 22nd September, 2021.</p> <p>(ii) 9th August, 2023 &amp; 3rd November, 2023.</p>	Nil
<p><b>Graceland New Media LLP</b></p> <p>Mr. Gordhan P. Tanwani - Chairman &amp; Managing Director is the Designated Partner of the LLP and his son Mr. Nikhil G. Tanwani - Whole Time Director of the Company is related to the Designated Partner of The LLP.</p>	<p>Share of Advertising Income-IPR Rs. 38.29 Lakhs</p>	<p>1st October, 2021 to 30th September, 2026.</p>	<p>Profit sharing ratio in the range of 70% to 80% for the Company and 20% to 30% for the LLP.</p>	<p>(i) Approved by the Shareholders in their 22nd AGM held on 22nd September, 2021.</p> <p>(ii) 25th May, 2023, 9th August, 2023, 3rd November, 2023 &amp; 13th February, 2024.</p>	Nil





**ANNEXURE TO DIRECTORS' REPORT**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
<b>Graceland New Media LLP</b> Mr. Gordhan P. Tanwani - Chairman & Managing Director is the Designated Partner of the LLP and his son Mr. Nikhil G. Tanwani - Whole Time Director of the Company is related to the Designated Partner of the LLP.	Sale of Audio Rights (Income) Rs.500.00 Lakhs	(i) for 438 songs for the period of perpetuity from 1st September, 2023  (ii) for 25 songs for the period of 2 years from 1st September, 2023 to 31st August, 2025	(i) For territory of entire universe  (ii) For broadcast only on Channel Tilak on YouTube.	(i) Approved by the Shareholders in their 22nd AGM held on 22nd September, 2021.  (ii) 3rd November, 2023 & 13th February, 2024.	Nil
<b>Baba Films</b> Mr. Gordhan P. Tanwani - Chairman & Managing Director is the Proprietor of the Firm and his son Mr. Nikhil G. Tanwani- Whole Time Director is related to Proprietor of the Firm	Share of Advertising Revenue (Expenses) Rs.15.22 Lakhs	1st April, 2023 to 31st March, 2024	Sharing of advertisement revenue from digital media in respect of rights of 5 films. Revenue to be shared in the ratio of 90% for the Company and 10% for Baba Films.	12th May, 2022 also approved by the Shareholders in their 23rd AGM held on 20th September, 2022.	Nil

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 21<sup>st</sup> May, 2024**

**Gordhan P. Tanwani**  
**Chairman & Managing Director**  
**DIN: 00040942**

**ANNEXURE TO DIRECTORS' REPORT**

**ANNEXURE IV**

**Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014:**

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	The Company has paid remuneration of Rs. 50,000 per month to Mr. Nikhil G. Tanwani, Whole Time Director. The ratio of his remuneration to the median remuneration of the employees of the Company for the year was 1.47%.
(iii) the percentage increase in the median remuneration of employees in the financial year;	The Company has not granted increase in remuneration to any of its Director, CFO, CEO, CS or Manager during the Financial Year 2023-24.
(ii) the percentage increase in remuneration of each director, Chief Financial Officer(CFO), Chief Executive Officer(CEO), Company Secretary (CS) or Manager, if any, in the financial year;	The Company has not granted increase in remuneration to any of its employees during the Financial Year 2023-24.
(iv) the number of permanent employees on the rolls of Company;	Five (5) As on 31/03/2024. (Excluding Whole Time Director)
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The Company has not granted increase in remuneration to any of its employees or Managerial Personnel during the Financial Year 2023-24.
(vi) Affirmation that the remuneration is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

**Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014:**

**Particulars of Top 10 employees in terms of remuneration drawn:**

Name	Age	Designation	Total Remuneration (in Rs.)	Qualification	Exp. in Years	Date of Joining	Last Employment
Nikhil G. Tanwani	37	Whole Time Director	6,00,000	B.A. Honours in Business & International Finance	10	20.01.2022	Bhagwati Media Private Limited
Ajay D. Acharya	65	Chief Financial Officer (CFO)	14,40,000	B.Com	30	16.09.2016	Bhagwati Media Private Limited
Naishadh H. Mankad	71	Company Secretary (CS)	9,90,000	ACS	50	01.10.2003	Gandhi Special Tubes Limited
Rajendra Wadekar	32	Accountant	4,07,000	B.Com	10	01.06.2023	M/s Larry's Impex LLP
Prabhakar Bandre	55	Office Assistant	2,76,000	Non Matric	35	23.08.2003	M/s Baba Films
Rakesh Singh	42	Office Assistant	2,64,000	S.S.C.	23	01.04.2006	M/s. A P Sales Corporation

**Notes:**

- All appointments are contractual and terminable by notice on either side
- Mr. Ajay D. Acharya is related to Mrs. Malavika A. Acharya Director of the Company. None of the other employees is related to any Director or Manager of the Company.
- None of the Employees himself or along with his spouse or dependent children hold 2% or more of the Equity Shares of the Company.

Employees employed throughout the year and in receipt of remuneration aggregating Rs.1.02 Crores or more per annum.	NIL
Employed for part of the year and in receipt of remuneration aggregating Rs.8.5 lacs or more per month.	NIL
Employed throughout the Financial Year or part thereof in receipt of remuneration in that year which, in an aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.	NIL

**By Order of the Board of Directors**

**Gordhan P. Tanwani**  
Chairman & Managing Director  
(DIN : 00040942)

Place: Mumbai  
Date: 21<sup>st</sup> May, 2024



## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. Industry Structure and Development

#### (a) Indian Economy

According to the International Monetary Fund's World Economic Outlook, Indian economy has been one of the fastest growing economies of the World during the year 2024. The Indian GDP is estimated to have grown at 6.8% during 2024. Niti Ayog has projected that India is all set to overtake Japan and become 4th largest economy by the year 2025 behind only to US, China and Germany.

#### (b) Industry Scenario

According to the recent report on Indian Media & Entertainment Industry published by EY "the Indian Media and Entertainment (M&E) sector grew 8.1% in 2023 from INR 1.73 trillion to INR 2.30 trillion (US\$ 27.90 billion). Digital Media and Online Gaming were the leading growth drivers contributing INR 1.22 trillion in the overall growth of INR 1.73 trillion. The contribution of Digital Media and Online Gaming has recorded a jump from 20% in 2019 to 38% in 2024 and is poised to go up to 50% by 2026. The Indian music segment grew by 10% to reach INR24 billion in 2023, though most of it was advertising led on YouTube. Digital subscription for paid music grew from INR 5 Million to INR 8 Million in the year 2024.

### 2. Outlook for Company

Your Company's Digital Music Channels viz: Baba Films, Baba Beats and Baba Devotional of devotional songs which is available on various audio and video OTT platforms like "You Tube", "Face Book", "Instagram", "Spotify", "Jio-Saavan", "Amazon Music", "Wynk", "Gaana", "Bollywood Hungama", "Resso" among others has received an encouraging response from the subscribers and viewers and it has started generating a steady stream income for the Company. Your Company has recently acquired digital broadcasting rights of mythological TV shows viz: "Mere Sai", "Yashomati Maiya Ke Nandlala", "Sankatmochan Mahabali Hanuman" and "Suryaputra Karn". Your company is exploring to acquire digital distribution rights for other popular mythological and fictional TV contents and is hopeful to achieve significant growth in revenue from monetization of the said contents on digital media.

### 3. Opportunities, Threats and Challenges

Revenues from licensing of music and digital entertainment content is growing exponentially due to new and more active licensing practices. There are now more Television Channels, Internet Websites, Mobile Apps and other outlets that need music and other digital entertainment content as primary or secondary content. The demand for digital content is likely to continue to grow giving a huge opportunity to the Company to grow its business. The main source of revenue for digital channels is by way of share of advertising revenue from various channels like "Youtube", "Facebook", "Saavan", "Spotify" etc. An amount of over INR 20,000 Crore was spent on digital advertising in 2023. It is estimated that digital advertising will be three times the print media by 2026 and will also overtake television advertising. Thus, there is tremendous scope of growth for your company in the digital space.

The main threat for the digital media industry is that large technology firms may corner major share of the advertising revenue thereby marginalizing small and medium sized company's like our Company. Similarly Social Media giants can abuse the digital media by exploiting the biases of users to push their content.

### 4. Internal Control System

The Company has adequate internal control system to ensure operational efficiency and compliance of laws and regulations. The internal control system is reviewed by the Audit Committee from time to time and its suggestions, if any, are implemented. The Company has appointed a firm of Chartered Accountants as Internal Auditor, which submits its report on a quarterly basis. Observations of Internal Auditor are noted and wherever necessary corrective steps are taken.

### 5. Financial Performance with respect to Operational Performance

#### (i) Sales

Income from post production activity increased to Rs. 6.67 Lakhs from Rs. 6.46 Lakhs in the previous year.

Income from sale of rights of Films and Television Shows was at Rs. 405.09 Lakhs during the year as against Rs. 251.85 Lakhs in the previous year.

Income from monetization and sale of Digital Media content was Rs. 734.41 Lakhs.

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### (ii) Operating Profit, Finance Charges, Depreciation and Net Profit

The Company earned an operating profit of Rs. 272.32 Lakhs against operating profit of Rs. 133.24 Lakhs in the previous year. Finance charges during the year were at Rs. 0.26 Lakhs (Previous Year Rs. 0.87 Lakhs). After providing for Depreciation of Rs.5.40 Lakhs (Previous Year Rs. 5.89 Lakhs), and after providing for current taxation of Rs. 68.30 Lacs (Previous Year Rs. 36.03 Lakhs), prior years tax adjustment of Rs. 7.75 Lakhs (Previous Year write back of excess provision for tax Rs. 5.44 Lakhs) and recognition of Deferred Tax Asset of Rs. 1.15 Lakhs (Previous Year Deferred Tax Liability of Rs. 0.44 Lakhs), the Net Profit of the Company during the current year was Rs. 197.42 Lakhs (Previous Year Rs. 102.21 Lakhs).

### (iii) Capital Investment

During the year ended on 31<sup>st</sup> March, 2024 the Company has made capital investment of Rs. 2.25 Lakhs (Previous Year Rs. 0.11 Lacs) out of its own sources.

### (iv) Working Capital

The Company is not enjoying any working capital finance from bank. The Company is managing its activities with its own funds.

## 6. Human Resources

The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

## 7. Return on Net Worth

The Company's return on net worth for the year ended on 31<sup>st</sup> March, 2024 increased to 7.82% as compared to 4.34% in the previous year. The increase in return on net worth is on account of substantial jump in revenue from monetization and sales of Digital Media content.

## 8. Changes in Key Financial Ratios

Sr. No.	Particulars	2023-24	2022-23	Details of significant changes (25% or more)
1.	Return on Networth (%)	7.82	4.34	Impact of increase in revenue from digital media channels launched by the Company.
2.	Debtors Turnover	24.49	2.30	Impact of increase in revenue and quick realization of sales proceeds.
3.	Inventory Turnover	2.23	The inventory comprises of under production film/web series. There was no turnover of inventory.	Not comparable since there was no turnover of inventory in the previous year.
4.	Interest Coverage Ratio	Not Applicable as the Company does not have any borrowings.	Not Applicable as the Company does not have any borrowings.	
5.	Current Ratio	9.83	33.32	Impact of payment to creditors
6.	Debt Equity Ratio	Not Applicable as the Company has no Debts.	Not Applicable as the Company has no Debts.	
7.	Operating Profit Margin (%)	21.82	34.83	Impact of increase in direct costs.
8.	Net Profit Margin (%)	15.82	26.72	Impact of increase in current tax provision & prior year tax adjustment.

### Cautionary Statement

**Statements in this report on Management Discussion and Analysis describing the Company's objectives, estimates and expectations are "forward looking" statements. These statements are based on certain assumptions and expectations of future events. The actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting the Entertainment Industry, changes in government regulations, tax regimes, economic developments within India and outside the country and other factors such as litigations and industrial relations. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.**



## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Board of Directors of your Company constantly makes efforts to follow highest standards of business ethics and financial accountability. The Company's business policies are based on accountability, transparency and fairness to all our stakeholders including the investors, customers, vendors, employees, regulators and society in general.

The paid-up share capital and net worth of the Company is below the threshold limit for the purpose of compliance of corporate governance provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). However, your Company has strived to voluntarily comply with most of the requirements of Corporate Governance stipulated under the Listing Regulations, and guidance note on board evaluation as prescribed by SEBI. The Company is in the process of fully complying with the said requirements.

### 2. BOARD OF DIRECTORS

#### • Composition and Category of Directors

The Board comprises of Non-Executive, Executive and Independent Directors. As on date of this report, the board consists of Six (6) members who include One (1) Executive Chairman & Managing Director, One (1) Executive Whole Time Director, One (1) Non-Independent & Non-Executive Director and Three (3) Independent Directors. The Independent Directors are free from any business or other relationship with the Company, promoters of the Company or other directors of the Company, that could materially influence their judgement.

#### Board Composition as on 31<sup>st</sup> March, 2024

Sr. No.	Name	Category
1.	Mr. Gordhan P. Tanwani	Promoter-Executive Director Chairman & Mg. Director
2.	Mr. Santosh A. Shah	Independent-Non-Executive Director
3.	Mr. Sanjiv L. Hinduja	Independent-Non-Executive Director
4.	Mrs. Malavika A. Acharya	Non-Independent-Non-Executive Director
5.	Mr. Nikhil G. Tanwani	Non-Independent-Executive-Whole Time Director

None of the directors on the Board is a member of more than ten committees or Chairman of five committees (Committees being Audit Committee and Stakeholders' Relationship Committee) across all the public companies in which he/she is a director. Necessary disclosures regarding their committee positions have been made by all directors.

During the year under review, the following changes took place in the composition of the Board of Directors:

- On the Recommendation of Nomination & Remuneration Committee and pursuant to Special Resolution passed by the members of the Company through Postal Ballot E-Voting, Mr. Hasmukh Shah (DIN 00150891), Mr. Shekhar Mennon (DIN 02262964) and Mr. Hemraj Chheda (DIN 00113766) were appointed as Independent Directors of the Company for a first term of five consecutive years with effect from 1<sup>st</sup> April, 2024.
- Mr. Santosh A. Shah (DIN 01259840) and Mr. Sanjiv L. Hinduja (DIN 00040858) have completed second consecutive term of their appointment and they retired as Independent Director of the Company with effect from closure of the business hours on 31<sup>st</sup> March, 2024.

#### Board Composition as on 21<sup>st</sup> May, 2024

Sr. No.	Name	Category
1.	Mr. Gordhan P. Tanwani	Promoter-Executive Director Chairman & Mg. Director
2.	Mr. Nikhil G. Tanwani	Non-Independent-Executive-Whole Time Director
3.	Mrs. Malavika A. Acharya	Non-Independent-Non-Executive Director
4.	Mr. Hasmukh Shah	Independent-Non-Executive Director
5.	Mr. Shekhar Mennon	Independent-Non-Executive Director
6.	Mr. Hemraj Chheda	Independent-Non-Executive Director

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Independent Directors are non-executive directors as defined under regulation 16(1)(b) of the Listing Regulations read with Section 149 (6) of the Companies Act, 2013 (“the Act”) along with rules framed thereunder. In terms of regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Based on the declarations received from the Independent Directors, the Board of Directors, after undertaking due assessment of the veracity of the same, has confirmed that they meet criteria of Independence as mentioned under Regulation 16(1) (b) of the Listing Regulations and that they are Independent of the management. Further, the Independent Directors have included their names in the Data Bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company did not have any pecuniary relationship or transaction with Non-Executive Directors.

The profiles of all directors are available on our website at <https://babaartslimited.com/men-behind-the-scenes/>.

- **The Details of Directors**

Sr. No.	Name, Category & Designation	No. of Shares Held in the Company As on 31.03.2024	No. of board meetings during the year 2023-24		Attendance at the last AGM	Directorship in other Companies/
			Held	Attended		
1.	<b>Mr. Gordhan P. Tanwani</b> Promoter-Executive Director Chairman & Mg. Director	2,66,00,000	4	4	Yes	1
2.	<b>Mr. Santosh A. Shah<sup>#</sup></b> Independent- Non- Executive Director	Nil	4	4	Yes	1
3.	<b>Mr. Sanjiv L. Hinduja<sup>#</sup></b> Independent-Non-Executive Director	7,600	4	4	Yes	—
4.	<b>Mr. Malavika A. Acharya</b> Non-Independent-Non-Executive Director	2,35,400 Jointly as second shareholder with Mr. Ajay D. Acharya	4	4	Yes	—
5.	<b>Mr. Nikhil G. Tanwani</b> Non-Independent-Executive-Whole Time Director	Nil	4	3	Yes	2
6.	<b>Mr. Has Mukh Shah<sup>##</sup></b> Independent-Non-Executive Director	Nil	4	N.A.	N.A.	3
7.	<b>Mr. Shekhar Mennon<sup>##</sup></b> Independent-Non-Executive Director	Nil	4	N.A.	N.A.	3
8.	<b>Mr. Hemraj Chheda<sup>##</sup></b> Independent-Non-Executive Director	20224	4	N.A.	N.A.	10

<sup>#</sup>Mr. Santosh A. Shah and Mr. Sanjiv L. Hinduja retired w.e.f. close of business hours on 31<sup>st</sup> March 2024 upon completion of their second consecutive term of appointment.

<sup>##</sup>Mr. Has Mukh Shah, Mr. Shekhar Mennon and Mr. Hemraj Chheda were appointed as Independent Directors w.e.f. 1<sup>st</sup> April, 2024 for the first term of five consecutive years.

None of the Directors is related to each other except Mr. Gordhan P. Tanwani and Mr. Nikhil G. Tanwani who are related to each other.

The Company has not issued any convertible securities.

- **Number of Meetings of the Board of Directors held and dates on which held:**

The board meets at least once a quarter to review the quarterly performance and the financial results. The notice of the meeting is sent well in advance and detailed agenda along with other board papers are also sent to all the directors before the board meeting for facilitating effective discussion and decision making. Considerable time is spent by the



Directors on discussions and deliberations at the board meetings. The board meetings are generally held at the registered office of the Company at Mumbai.

The Company Secretary and Compliance Officer is responsible for collation, review and distribution of all papers submitted to the board and committees thereof for consideration. The Company Secretary and Compliance Officer is also responsible for preparation of the agenda and convening of the board and committee meetings. The Company Secretary and Compliance Officer attends all meetings of the board and its committees.

During the financial year, four (4) board meetings were held on 25<sup>th</sup> May, 2023, 9<sup>th</sup> August, 2023, 3<sup>rd</sup> November, 2023, and 13<sup>th</sup> February, 2024. Interval between two consecutive board meetings was well within the maximum allowed gap of 120 days.

The necessary quorum was present for all the meetings.

During the year 2023-24, information as mentioned in Schedule II Part A of the Listing Regulations has been placed before the board for its consideration.

● **Separate Independent Directors' Meeting:**

During the financial year, a separate meeting of Independent Directors was held on 13<sup>th</sup> February, 2024. In the said meeting the Independent Directors inter alia-

- (i) Reviewed the performance of non-independent directors and the board of directors as whole.
- (ii) Reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.
- (iii) Assessed the quality, quantity and timelines of flow of information between the management of the Company and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

All Independent Directors of the Company have attended the meeting of Independent Directors held on 13<sup>th</sup> February, 2024.

Independent Directors of the Company are in compliance with provision of Regulation 16 of the Listing Regulations. Further, disclosures have been made by the Directors regarding their chairmanships/membership of the mandatory committees of the board and that the same are within the maximum permissible limit as stipulated under Regulation 17A of the Listing Regulations.

The terms and conditions of appointment of Independent Directors and details of the familiarization programme of the Independent Directors are available on the website of the Company: <https://babaartslimited.com/letter-of-appointment/397-2/> and <https://babaartslimited.com/wp-content/uploads/5.Familiarisation-Programme.pdf> respectively.

**Board Skill Matrix:**

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/ qualifications, professional background, sector expertise and special skills.

The following are the skills/expertise/competencies as identified by the Board:

<b>Core skills / expertise / competencies identified by the Board of Directors as required in the context of its business(es) and sector(s)</b>	<b>Names of Directors who have such skills / expertise / competence</b>
Business Operations, Industry Knowledge & Commercial Experience related to the Company's Business	Mr. Gordhan P. Tanwani, Mr. Santosh A. Shah, Mr. Sanjiv L. Hinduja, Mrs. Malavika A. Acharya, Mr. Nikhil G. Tanwani, & Mr. Hasmukh Shah
Finance, Law, Management, Administration, Corporate Governance related to the Company's business	Mr. Gordhan P. Tanwani, Mr. Santosh A. Shah, Mr. Sanjiv L. Hinduja, Mr. Nikhil G. Tanwani, Mr. Shekhar Mennon & Mr. Hemraj Chheda
Strategy, Risk Management, Sales related to the Company's business	Mr. Gordhan P. Tanwani, Mr. Santosh A. Shah, Mr. Sanjiv L. Hinduja, Mr. Nikhil G. Tanwani, Mrs. Malavika A. Acharya & Mr. Hasmukh Shah

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- **Directors' Tenure, Appointment/Re-appointment and Remuneration**

In terms of section 152 read with Section 149(13) of the Act, Mr. Gordhan P. Tanwani is liable to retire by rotation. The said director has offered himself for re appointment and resolution for his appointment is incorporated in the notice of the ensuing 25<sup>th</sup> Annual General Meeting.

The directors of the Company are appointed by members at the general meetings and two-third of total number of directors (other than Independent Directors) retire by rotation pursuant to the provisions of the Companies Act, 2013. The Executive Directors serve in accordance with their roles & responsibilities with the Company.

Mr. Santosh A. Shah (DIN 01259840) and Mr. Sanjiv L. Hinduja (DIN 00040858) have completed second consecutive term of their appointment and they retired as Independent Director of the Company with effect from closure of the business hours on 31<sup>st</sup> March, 2024.

On the Recommendation of Nomination & Remuneration Committee and pursuant to Special Resolution passed by the members of the Company only through Postal Ballot E-Voting, Mr. Hasmukh Shah (DIN 00150891), Mr. Shekhar Mennon (DIN 02262964) and Mr. Hemraj Chheda (DIN 00113766) were appointed as Independent Directors of the Company for a first term of five consecutive years with effect from 1<sup>st</sup> April, 2024.

Brief profile and other information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, relating to Mr. Gordhan P. Tanwani, director being reappointed, forms part of the notice of ensuing 25<sup>th</sup> Annual General Meeting.

### 3. **AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in line with provisions of Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013. The Committee acts as a link between the management, the auditors and board of directors of the Company and has full access to financial information.

- **Terms of Reference**

- (i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.;
- (ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Approval of payment to statutory auditors for any other services rendered by statutory auditors;
- (iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgement by management.
  - (d) Significant adjustments made in the financial statements arising out of audit findings.
  - (e) Compliance with listing and other legal requirements relating to financial statements
  - (f) Disclosure of any related party transactions.
  - (g) Qualifications in the draft audit report.
- (v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (vi) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the Company with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;





- (x) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk management systems;
- (xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors;
- (xviii) To review the functioning of the whistle blower mechanism.
- (xix) Approval of appointment of CFO (i.e. the whole time finance director or any other person heading the finance function of discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
- (xx) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- (xxi) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rs.100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
- (xxii) Consider and comment on rationale, cost-benefits and impact of schemes involving, merger, demerger, amalgamation etc. on the listed entity and its shareholders.

• **Composition, name of members and Chairperson**

<b>Composition of Audit Committee</b>	<b>As on 31<sup>st</sup> March, 2024</b>		<b>As on 21<sup>st</sup> May, 2024</b>	
	<b>Name of the Member</b>	<b>Category</b>	<b>Designation</b>	<b>Category</b>
Mr. Santosh A. Shah (Up to 31/03/2024)	Independent Director	Chairperson	N.A.	N.A.
Mr. Sanjiv L. Hinduja (Up to 31/03/2024)	Independent Director	Member	N.A.	N.A.
Mrs. Malavika A. Acharya	Non-Independent & Non-Executive Director	Member	Non-Independent & Non-Executive Director	Member
Mr. Hemraj Chheda (w.e.f. 01/04/2024)	N.A.	N.A.	Independent Director	Chairperson
Mr. Shekhar Mennon (w.e.f. 01/04/2024)	N.A.	N.A.	Independent Director	Member
Mr. Hasmukh Shah (w.e.f. 01/04/2024)	N.A.	N.A.	Independent Director	Member

All the members of the committee have relevant experience in financial matters.

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- **Meetings & Attendance during the year**

The Audit Committee met four (4) times during the year. The dates of the audit committee meetings and attendance of the committee members at the said meetings are given in table now:

Name of the Member	Category	Attendance at the meeting held on			
		25/05/2023	09/08/2023	03/11/2023	13/02/2024
Mr. Santosh A. Shah	Chairperson	Yes	Yes	Yes	Yes
Mr. Sanjiv L. Hinduja	Member	Yes	Yes	Yes	Yes
Mrs. Malavika A. Acharya	Member	Yes	Yes	Yes	Yes

The Chairperson of the Committee had attended the 24<sup>th</sup> Annual General Meeting of the Company for the year ended 31<sup>st</sup> March, 2023, held on 12<sup>th</sup> September, 2023.

The Managing Director, Mr. Gordhan P. Tanwani is permanent invitee to the meetings of audit committee. The meetings of the audit committee were also attended by the Statutory Auditors, Internal Auditors, Chief Financial Officer (CFO) and senior management staff of the Company whenever required to provide information and answer queries raised by the committee members. All the recommendations of the audit committee have been accepted by the board of directors. The Company Secretary acts as secretary of the audit committee.

#### 4. **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee (NRC) of the Company is constituted in line with provisions of Regulation 19 of the Listing Regulations, read with Section 178 of the Companies Act, 2013.

- **Terms of Reference**

- (i) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

For every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.

The person recommended to the board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:

- a. Use the services of an external agency, if required;
  - b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates
- (ii) To formulate criteria for evaluation of performance of independent directors and the board of directors.
  - (iii) To devise a policy on diversity of board of directors.
  - (iv) To identify persons who are qualified to become directors, key managerial personnel and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board their appointment and removal.
  - (v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent director.
  - (vi) Recommend to the board all remuneration, in whatever form payable to senior management.

The policy relating to the remuneration to the directors, key managerial personnel and other employees and the policy on evaluation of performance of the board is available on the Company's website viz: <https://babaartslimited.com/wp-content/uploads/13.-Nomination-and-Remuneration-Policy-NHM.pdf>



- **Composition, name of members and Chairperson**

Composition of Nomination & Remuneration Committee	As on 31 <sup>st</sup> March, 2024		As on 21 <sup>st</sup> May, 2024	
	Name of the Member	Category	Designation	Category
Mr. Sanjiv L. Hinduja (Up to 31/03/2024)	Independent Director	Chairperson	N.A.	N.A.
Mr. Santosh A. Shah (Up to 31/03/2024)	Independent Director	Member	N.A.	N.A.
Mrs. Malavika A. Acharya	Non- Independent & Non-Executive Director	Member	Non-Independent & Non-Executive Director	Member
Mr. Hemraj Chheda (w.e.f. 01/04/2024)	N.A.	N.A.	Independent Director	Chairperson
Mr. Shekhar Mennon (w.e.f. 01/04/2024)	N.A.	N.A.	Independent Director	Member
Mr. Hasmukh Shah (w.e.f. 01/04/2024)	N.A.	N.A.	Independent Director	Member

- **Meetings & Attendance during the year**

The NRC met three (3) during the year. The dates of NRC meetings and attendance of the committee members at the said meetings are given in table below:

Name of the Member	Category	Attendance at the meeting held on		
		25/05/2023	03/11/2023	13/02/2024
Mr. Sanjiv L. Hinduja	Chairperson	Yes	Yes	Yes
Mr. Santosh A. Shah	Member	Yes	Yes	Yes
Mrs. Malavika A. Acharya	Member	Yes	Yes	Yes

The Chairperson of the Committee had attended the 24<sup>th</sup> Annual General Meeting of the Company for the year ended 31<sup>st</sup> March, 2023, held on 12<sup>th</sup> September, 2023. The Company Secretary and Compliance Officer acts as the secretary of the committee.

- **Nomination and Remuneration Committee – Other Details**

Performance evaluation criteria for Independent Directors

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include:

- ▶ participation and contribution by a director
- ▶ commitment, effective deployment of knowledge and expertise
- ▶ effective management of relationship with stakeholders
- ▶ integrity and maintenance of confidentiality and
- ▶ independence of behaviour and judgement.

**Remuneration Policy:**

The Remuneration Policy of the Company is designed to attract, retain and motivate the Senior Management including its Key Managerial Personnel, evaluation of their performance and provide necessary report to the Board for further evaluation. It enables the Company to promote and develop a high performance workforce in line with the Company strategy.

The Managing Director of the Company has volunteered to provide his services without taking any remuneration from the Company. The Company pays a consolidated remuneration to its Whole Time Director. Periodical increments are recommended by the Nomination and Remuneration Committee based on the performance of the Company as well as of the Whole Time Director within the salary scale approved by the Board and Members.

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The Company pays sitting fee of Rs. 30,000/- per meeting to its Non-Executive Directors for attending meetings of the Board and Audit Committee. Sitting fee for attending meetings of Nomination and Remuneration Committee and Stakeholders' Relationship Committee is Rs. 20,000/- per meeting.

The remuneration policy is available on the website of the Company <https://babaartslimited.com/wp-content/uploads/13.-Nomination-and-Remuneration-Policy-NHM.pdf>

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with provisions of Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

- **Terms of Reference**

- (i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iii) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.

**Name of Non-Executive director heading the Committee & Composition of the Stakeholder's Relationship Committee.**

Composition of Stakeholder's Relationship Committee	As on 31 <sup>st</sup> March, 2024		As on 21 <sup>st</sup> May, 2024	
	Category	Designation	Category	Designation
Mr. Sanjiv L. Hinduja (Up to 31/03/2024)	Non-Executive Independent Director	Chairperson	N.A.	N.A.
Mr. Gordhan P. Tanwani	Executive Director	Member	Executive Director	Member
Mr. Santosh A. Shah (Up to 31/03/2024)	Non-Executive Independent Director	Member	N.A.	N.A.
Mr. Hasmukh Shah (w.e.f. 01/04/2024)	N.A.	N.A.	Non-Executive Independent Director	Chairperson
Mr. Shekhar Mennon (w.e.f. 01/04/2024)	N.A.	N.A.	Non-Executive Independent Director	Member
Mr. Hemraj Chheda (w.e.f. 01/04/2024)	N.A.	N.A.	Non-Executive Independent Director	Member

All the investor complaints that are not settled by the Registrar and Transfer Agents and /or the Compliance Officer are required to be forwarded to this committee for final settlement. However, no complaint was referred to this committee during the year.

- **Meeting and attendance during the year**

Name of the Member	Category	Attendance at the meeting held on			
		25/05/2023	09/08/2023	03/11/2023	13/02/2024
Mr. Sanjiv L. Hinduja	Chairman	Yes	Yes	Yes	Yes
Mr. Gordhan P. Tanwani	Member	Yes	Yes	Yes	Yes
Mr. Santosh A. Shah	Member	Yes	Yes	Yes	Yes



- **Name and Designation of Compliance Officer**

Mr. Naishadh H. Mankad, Company Secretary has been designated as the Compliance Officer.

- **Details of Complaints**

Details of Investors' complaints received and resolved during the year is as under:

No. of Complaints pending at the beginning of the year	Nil
No. of Complaints received during the year	Nil
No. Complaints resolved to the satisfaction of the shareholders	Nil
No. Complaints unresolved at the end of the quarter	Nil
No. of Share Transfers pending at the end of the year	Nil

The "SCORES" website of SEBI for redressing of grievances of the investors is being visited at regular intervals by the Company Secretary and there are no pending complaints registered with SCORES for the Financial Year 2023-24.

As per Regulation 46 of the Listing Regulations the exclusive email ID of the investor Grievance Department of the Company is [investors@babaartslimited.com](mailto:investors@babaartslimited.com).

The number of pending requests for share transfers and pending requests for dematerialization as on 31st March, 2024 were Nil.

## 5. RISK MANAGEMENT COMMITTEE

The provisions of Regulation 21 of the Listing Regulations are not applicable to the Company.

## 6. PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

Name of the Senior Management Person	Category
Mr. Ajay D. Acharya	Chief Financial Officer
Mr. Naishadh H. Mankad	Company Secretary
Mr. Rajendra V. Wadekar	Accountant

There was no change in senior management personnel since the close of the previous financial year.

## 7. REMUNERATION OF DIRECTORS

- The Company did not have any pecuniary relationship or transaction, except payment of sitting fees for attending meetings of board and committee, with Non-Executive Directors.

- **Remuneration Policy and Details of Remuneration**

The decisions regarding remuneration of executive and non-executive directors are taken by the entire Board based on recommendation of the Nomination and Remuneration Committee and subject to statutory and regulatory compliances as may be necessary. The Company does not pay any remuneration to non-executive directors except sitting fees for attending Board/ Committee meetings.

**(i) Managing Director & Whole Time Director**

Mr. Gordhan P. Tanwani the present Managing Director of the Company did not draw any remuneration during the financial year 2023-24.

Mr. Nikhil G. Tanwani, Whole Time Director was paid gross remuneration of Rs. 0.50 Lakh per month aggregating to total remuneration of Rs. 6.00 Lakhs during the financial year 2023-24.

**(ii) Non-Executive Directors**

The Non-Executive Directors are not entitled to any remuneration except sitting fees for attending the meetings of the board of directors and committees thereof. Total amount of sitting fees paid to the Non-Executive Directors during the year was Rs. 5.50 Lakhs as per details given hereunder: **Rs. in Lakhs**

	Rs. in Lakhs
Mr. Santosh A. Shah	1.90
Mr. Sanjiv L. Hinduja	1.90
Mrs. Malavika A. Acharya	1.70

**(iii) The Company has not issued any Stock Options.**

**8. GENERAL BODY MEETINGS**

- **Location and time and special resolutions passed in the previous three Annual General Meetings held**

	<b>Date</b>	<b>Time</b>	<b>Location</b>	<b>Special Resolution Passed</b>
22 <sup>nd</sup> AGM	Wednesday, 22 <sup>nd</sup> September, 2021	11.30 a.m.	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")	None
23 <sup>rd</sup> AGM	Tuesday, 20 <sup>th</sup> September, 2022	11.30 a.m.	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")	None
24 <sup>th</sup> AGM	Tuesday, 12 <sup>th</sup> September, 2024	11.30 a.m.	Juhu Vile Parle Gymkhana Club, Orchid Hall, Second Floor, Opp. Juhu Bus Depot, Juhu, Mumbai-400049	1. Reappointment of Mr. Gordhan P. Tanwani as Managing Director of the Company.

- **Details of special resolution passed through Postal Ballot, the persons who conducted the Postal Ballot exercise, details of voting pattern and procedure of Postal Ballot:**

The Company had sought the approval of the shareholders by way of a Special Resolution through Notice of Postal Ballot dated 13<sup>th</sup> February, 2024 for:

- (1) Mr. Hasmukh Shah (DIN 00150891) as Non-Executive Independent Director of the Company for term of five consecutive years with effect from 1<sup>st</sup> April, 2024.
- (2) Mr. Shekhar Menon (DIN 02262964) as Non-Executive Independent Director of the Company for term of five consecutive years with effect from 1<sup>st</sup> April, 2024.
- (3) Mr. Hemraj Chheda (DIN 00113766) as Non-Executive Independent Director of the Company for term of five consecutive years with effect from 1<sup>st</sup> April, 2024.

All the aforesaid resolutions were duly passed and the results of which announced on 29<sup>th</sup> March, 2024.

Mr. Nrupang B. Dholakia (Membership No. FCS 10032), Designated Partner of M/s Dholakia & Associates LLP, Company Secretaries in whole time practice, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in fair and transparent manner.

**Details of voting pattern are provided below:**

<b>Resolution passed through Postal Ballot</b>	<b>Votes in the favour of the Resolution</b>		<b>Votes against the Resolution</b>		<b>Invalid Voted</b>
	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding share</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding share</b>	
Mr. Hasmukh Shah (DIN 00150891) as Non-Executive Independent Director of the Company for term of five consecutive years with effect from 1 <sup>st</sup> April, 2024.	27055262	51.5338	--	--	--
Mr. Shekhar Menon (DIN 02262964) as Non-Executive Independent Director of the Company for term of five consecutive years with effect from 1 <sup>st</sup> April, 2024.	27055262	51.5338	--	--	--
Mr. Hemraj Chheda (DIN 00113766) as Non-Executive Independent Director of the Company for term of five consecutive years with effect from 1 <sup>st</sup> April, 2024.	27055262	51.5338	--	--	--



**Procedure of Postal Ballot:** The Postal Ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular Nos.14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and subsequent circulars issued in this regard, the latest being 9/2023 dated 25<sup>th</sup> September, 2023, respectively issued by Ministry of Corporate Affairs.

**Details of special resolution proposed to be conducted through Postal Ballot**

None of the business proposed to be transacted at the ensuing AGM requires passing of special resolution through Postal Ballot

**9. MEANS OF COMMUNICATION**

- Quarterly/Half yearly and Annual Results of the Company are published in the newspapers and posted on the website of the Company at <https://babaartslimited.com/newspaper-publications/>. The quarterly/half yearly and annual results along with the segment report are generally published in the Free Press Journal, Mumbai and Navshakti, Mumbai. The Company's financial results are intimated to stock exchange.
- The meetings of Board of Directors for approval of quarterly financial results during the financial year ended on 31<sup>st</sup> March, 2024 were held on the following dates:

First Quarter Results	9 <sup>th</sup> August, 2023
Second Quarter and Half Year Results	3 <sup>rd</sup> November, 2023
Third Quarter Results	13 <sup>th</sup> February, 2024
Fourth Quarter and Annual Results	21 <sup>st</sup> May, 2024

- Company's Corporate Website**

The Company's website is a comprehensive reference on the Company's management, investor relations, clients etc. The section on "Investor Relations" serves to inform the shareholders, by giving complete financial details, corporate governance, composition of board, contact information relating to our registrar and transfer agent etc.

- Release of Official News**

The Company intimates to the stock exchange any official news and places the same on its website also.

- Presentation to Institutional Investors or to analyst**

The Company has not made any presentation to institutional investors or equity analyst.

**10. GENERAL SHAREHOLDER INFORMATION**

- Annual General Meeting (AGM)- Date, Time & Venue**

<b>Annual General Meeting</b>	Twenty Fifth Annual General Meeting
<b>Day, Date &amp; Time</b>	Wednesday, 18 <sup>th</sup> September, 2024 at 11.30 a.m. (IST)
<b>Venue</b>	Juhu Vile Parle Gymkhana Club, Activity Hall, Ground Floor, Opp. Juhu Bus Depot, Juhu, Mumbai-400049
<b>Financial Year</b>	1 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024
<b>Dividend Payment Date</b>	The Board of Directors has not recommended any dividend for the year ended 31 <sup>st</sup> March, 2024.

- Listing on Stock exchanges & Stock Code**

<b>Listing on Stock exchange</b>	<b>BSE Limited</b>
	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
Stock Code/Scrip Name	532380/BABA
Corporate Identification Number (CIN)	L72200MH1999PLC119177
Payment of Listing Fees	Listing fee for the year 2024-25 has been paid to the BSE Limited, Mumbai
Date of Book Closure	Not Applicable
Demat ISIN for NSDL & CDSL	INE893A01036
<b>Tentative Calendar for F.Y.2024-25</b>	
Result for the Quarter ending 30 <sup>th</sup> June, 2024	2 <sup>nd</sup> Week of August, 2024
Result for the Quarter ending 30 <sup>th</sup> September, 2024	2 <sup>nd</sup> Week of November, 2024
Result for the Quarter ending 31 <sup>st</sup> December, 2024	2 <sup>nd</sup> Week of February, 2025
Result for the Quarter & Year ending 31 <sup>st</sup> March, 2025	4 <sup>th</sup> Week of May, 2025

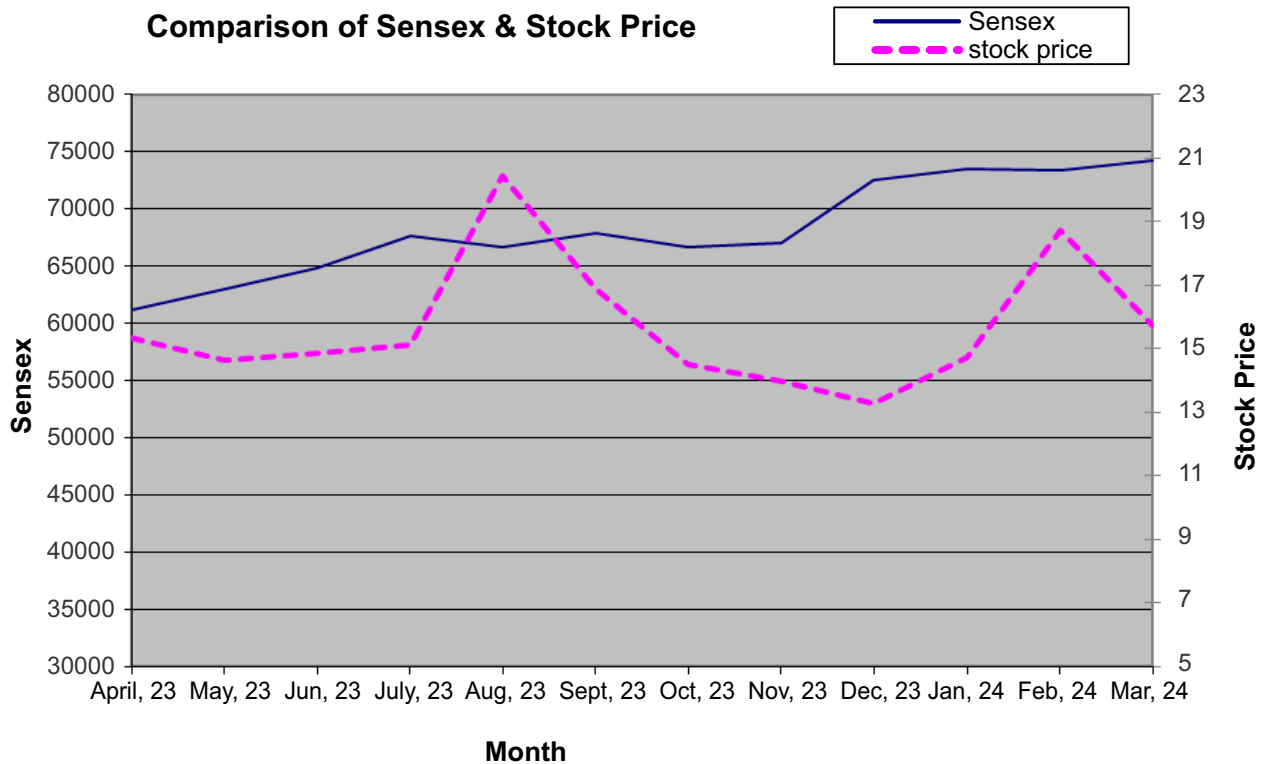
## ANNUAL REPORT 2023-2024

- Market Price Information**

Monthly high and low quotations of Company's equity shares traded on BSE Limited during 2023-24 are as follows:

Month	Share Price (Rs.)		BSE Sensex		
	High	Low	High	Low	Close
<b>2023</b>					
April	15.34	12.60	61209.46	58793.08	61112.44
May	14.65	12.15	63036.12	61002.17	62622.24
June	14.86	11.20	64768.58	62359.14	64718.56
July	15.10	12.11	67619.17	64836.16	66527.67
August	20.44	12.70	66658.12	64723.63	64831.41
September	16.89	12.05	67927.23	64818.37	65828.41
October	14.49	10.20	66592.16	63092.98	63874.93
November	13.96	12.05	67069.89	63550.46	66988.44
December	13.29	12.12	72484.34	67149.07	72240.26
<b>2024</b>					
January	14.74	12.16	73427.59	70001.60	71752.11
February	18.70	14.22	73413.93	70809.84	72500.30
March	15.73	11.35	74245.17	71674.42	73651.35

**Performance of Company's Share Price in comparison with BSE Sensex**



- The securities of the Company are not suspended from trading by the Stock Exchange on which the said securities are listed.





- **Name & Address of the registrar and Share Transfer Agent**

**LINK INTIME INDIA PRIVATE LIMITED\* (Link Intime)**

C-101, 247 Park, 1st Floor, LBS Road,  
Gandhi Nagar, Vikhroli (West),  
Mumbai-400083  
Tel: (022) 4918 6000  
Fax: +91 22 4918 6060  
Email: [ram.jaiswar@linkintime.co.in](mailto:ram.jaiswar@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

\*Erstwhile Universal Capital Securities Private Limited, merged with Link Intime India Private Limited with effect from 22<sup>nd</sup> December, 2023.

Documents will be accepted at the above address between 10.00 a.m. and 5.00 p.m. (Monday to Friday except bank holidays)

- **Share Transfer System**

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019 except in case of request received for transmission or transposition and relogged transfers of securities. Further SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2<sup>nd</sup> December, 2020 had fixed 31<sup>st</sup> March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. The requests for effecting transfer/transmission / transposition of securities shall not be processed unless the securities are held in the demat form. Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

Share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale / purchase transaction from the broker, shareholders should approach the Depository Participant ('DP') with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account.

- **Distribution of Shareholding as on 31<sup>st</sup> March, 2024**

Range of Holding	No. of Share Holders	% to Total Shareholders	Shareholdings	Share Amount (Rs.)	% to Total Share Capital
1-500	6650	83.5008	458331	458331	0.87
501-1000	496	6.2280	406319	406319	0.77
1001-2000	362	4.5455	561273	561273	1.07
2001-3000	137	1.7202	339952	339952	0.65
3001-4000	82	1.0296	299169	299169	0.57
4001-5000	59	0.7408	278442	278442	0.53
5001-10000	76	0.9543	573521	573521	1.09
10001 and above	102	1.2808	49582993	49582993	94.44
<b>Total</b>	<b>7964</b>	<b>100.0000</b>	<b>52500000</b>	<b>52500000</b>	<b>100.00</b>

**Categories of Shareholders as on 31<sup>st</sup> March, 2024**

Sr. No.	Category of Members	No. of Shares Held	% to Total Capital
1.	Body Corporate/LLP	1331422	2.540
2.	Clearing Members	1486	0.002
3.	Hindu Undivided Family	160158	0.305
4.	Investor Education and Protection Fund	217204	0.413
5.	Non-Resident (Non Repatriable)	564981	1.076
6.	Non-Resident Indians	14941	0.028
7.	Other Bodies Corporate	2745513	5.229
8.	Promoters	39208000	74.681
9.	Public	8256295	15.726
	<b>Total</b>	<b>52500000</b>	<b>100.000</b>

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\*\* For the purpose of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, the following persons are to be considered as Promoters/ Persons Acting in Concert (PAC) with Promoters.

Sr. No.	Name of the Person	Category	Relationship with Promoter	Shareholding as on 31.03.2024
1.	Mr. Gordhan P. Tanwani	Promoter I	Self	26600000
2.	Mr. Rahul G. Tanwani	Promoter II	Son of Promoter I	12600000
3.	Mr. Pravin J. Karia	PAC	Person Acting in Concert	8000

- **Dematerialization of Shares and Liquidity**

The trading in Company's Shares is compulsorily in demat segment only through two depositories namely NSDL and CDSL. The status of dematerialization as on 31<sup>st</sup> March 2024 was as under:

Particulars	No. of Shares	% to Capital	No. of Accounts / Folios
NSDL	30164510	57.46	1636
CDSL	22142362	42.17	6257
Total Shares under Demat	52306872	99.63	7893
Physical	193128	0.37	71
Total Capital	52500000	100.00	7964

All the demat requests have been approved within 21 Days.

- **Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity.**

The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments in the past and hence as on 31<sup>st</sup> March, 2024, the Company does not have any outstanding GDRs/ADRs/ Warrants or any convertible instruments.

- **Commodity price risk or foreign exchange risk and hedging activities:**

The Company is not exposed to any commodity price risk or foreign exchange risk and hedging activities.

- **Plant Locations**

The Company's Post Production Studio is located at:  
B1 & B4, Baba House, 86, M.V. Road,  
Andheri (East), Mumbai-400093.

- **Address for Correspondence**

Investors may address correspondence to

**Mr. Naishadh H. Mankad**  
Company Secretary & Compliance Officer

**Baba Arts Limited**  
B1 & B4, Baba House, 86, M.V. Road,  
Andheri (East),  
Mumbai-400093  
Phone: 022-35996612  
Email: [investors@babaartslimited.com](mailto:investors@babaartslimited.com)  
[babaartslimited@yahoo.com](mailto:babaartslimited@yahoo.com)

**Mr. Ravi Utekar**  
General Manager

**Link Intime India Private Limited**  
C-101, 247 Park, 1st Floor, L.B.S Road,  
Gandhinagar, Vikhroli (West)  
Mumbai-400083.  
Phone:022 4918 6000  
Fax: 022 4918 6060  
Email: [ram.jaiswar@linkintime.co.in](mailto:ram.jaiswar@linkintime.co.in)

- **Credit Rating**

The Company has not issued any debt instrument and the Company does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds and as such the Company has not obtained credit rating from any Credit Rating Agency.

### 11. OTHER DISCLOSURES

- **Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:**

There are no material significant transactions with related parties that have potential conflict with the interest of the Company.



Transactions entered into with related parties during F.Y.2023-24 were in ordinary course of business and at arms' length basis and were approved by the audit committee including Independent Directors. The Board's approved Policy for related party transactions is uploaded on the Company's website <https://babaartslimited.com/wp-content/uploads/7.-POLICY-ON-RELATED-PARTY-TRANSACTIONS-NHM.pdf>

- **Details of non-compliance by Company, penalties, strictures imposed on the Company by stock exchange or the board or any statutory authority on any matter related to capital markets during the last three years:**

The Company has complied with all the requirements under the applicable laws and regulations. No penalty has been imposed or strictures passed by stock exchange, SEBI, or any other statutory authority on any matter related to capital markets during the last three years.

- **Details of establishment of vigil mechanism/whistle blower policy and affirmation that no personnel have been denied access to the audit committee.**

The Company has formulated and adopted a comprehensive Whistle Blower Policy applicable to all the permanent employees and directors of the Company. The Whistle Blower Policy has been circulated to all the board members and senior management personnel of the Company. A copy of the policy has been posted on the Company's website <https://babaartslimited.com/wp-content/uploads/6.Whistle-Blower-Policy.pdf>

The board of directors hereby confirms that no employee of the Company is denied direct access to the audit committee.

- **Reconciliation of Share Capital Audit Report**

A qualified practicing Company Secretary carries out reconciliation of share capital audit on quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL.

- **Insider Trading Code**

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**"the PIT Regulations"**). The PIT Regulations has come into effect from 15<sup>th</sup> May, 2015 and replaced the earlier regulations. The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed company.

The Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders (**"the Code"**) in accordance with the requirements of the PIT Regulations. The Code lays down guidelines for procedures to be followed and disclosures to be made while trading in securities of the Company.

The Code of Corporate Disclosure Practices along with the Policy for Determination of Legitimate Purposes is also available on the website of the Company at <https://babaartslimited.com/wp-content/uploads/4.-CODE-OF-PRACTICES-AND-PROCEDURES-FOR-FAIR-DISCLOSURES-OF-UPSI-NHM.pdf>

The Code is applicable to promoters and promoter's group, all directors and such designated employees who are expected to have access to UPSI relating to the Company. The Company Secretary is the Compliance Officer for monitoring & adherence to the said regulations.

The Company has also formulated **"The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)** in compliance with SEBI (Prohibition of Insider Trading), Regulations, 2015. This Code is displayed on the Company's Website <https://babaartslimited.com/wp-content/uploads/4.-CODE-OF-PRACTICES-AND-PROCEDURES-FOR-FAIR-DISCLOSURES-OF-UPSI-NHM.pdf>

- **Compliance with Mandatory Requirements and adoption of Non-Mandatory Requirements**

The Company has strived to voluntarily comply with most of the requirements of the Listing Regulations including the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulations (2) of Regulation 46. The status of compliance with non-mandatory requirement is as under:

- (i) **Maintenance of the Chairman's Office:**

The Company has an Executive Chairman and the office provided to him is also used by him in his capacity as Chairman of the Board. No Separate office is maintained for the Non-Executive Chairman of the audit committee but secretarial and other assistance is provided to him, whenever needed, in performance of his duties.

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**(ii) Shareholders Rights:**

Unaudited quarterly financial results were published in Free Press Journal & Navshakti, Mumbai. All the Results were posted on website of the Company <https://babaartslimited.com/quarterly-results/>.

**(iii) Audit Qualification:**

So far there have been no qualifications by the Auditors in their report on the accounts of the Company. The Company shall endeavor to continue to have unqualified financial statements.

**(iv) Separate Posts of Chairman and CEO:**

The Position of Chairman & CEO is at present common.

**(v) Reporting of Internal Auditor:**

The Internal Auditors directly report to the audit committee.

**(vi) Shareholding of the Non- Executive Directors in the Company**

Sr. No.	Name of the Non-Executive Director	No. of Shares held as on 31 <sup>st</sup> March, 2024
1.	Mr. Santosh A. Shah	Nil
2.	Mr. Sanjiv L. Hinduja	7600
3.	Mrs. Malavika A. Acharya Jointly as second holder with Mr. Ajay D. Acharya	235400

• **Web link where policy for determining material subsidiaries is disclosed:**

The Company does not have any subsidiary.

• **Web link where policy on dealing with related party transactions is disclosed:**

The policy on Related Party Transactions has been posted on the Company's Website

<https://babaartslimited.com/wp-content/uploads/7.-POLICY-ON-RELATED-PARTY-TRANSACTIONS-NHM.pdf>

• **Disclosure of commodity price risks and commodity hedging activities**

The Company is not exposed to any commodity price risk or foreign exchange risk and hedging activities.

• **Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified.**

During the year the Company has not raised funds through preferential allotment or qualified institutional placement.

• **A Certificate has been received from Dholakia & Associates LLP, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.**

**No Disqualification Certificate from Company Secretary in Practice**

**(Pursuant to Regulation 34(3) read with Schedule V Para –C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To  
The Members  
**Baba Arts Limited**  
**(CIN: L72200MH1999PLC119177)**  
©B1 & B4, BABAHOUSE,  
86, M.V ROAD, Chakala Midc  
ANDHERI (EAST), Mumbai- 400093

1. We have been engaged to issue certificate that none of the Directors on the Board of the **Baba Arts Limited (“Company”)** having **CINL72200MH1999PLC119177** have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India (SEBI)/Ministry of Corporate Affairs or any such statutory authority in terms of Para C Clause 10(i) of Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations):



2. We have examined the following:
- The declaration given by each of the Directors of the Company with respect to their interest in other entities as Director or otherwise along with names of their relatives in pursuance of Section 184 of the Companies Act, 2013 and taken on record by the Company;
  - Declarations pursuant to Section 164 of the Companies Act, 2013 given by each of the Directors of the Company confirming that he/she is not disqualified to hold the Office of Director as on 31<sup>st</sup> March, 2024 in Form No DIR-8 and taken on record by the Company;
  - The particulars of Directors of the Company as displayed on the web portal of the Ministry of Corporate Affairs and;
  - General Search on the website of the Securities and Exchange Board of India;
3. Based on the above verification and to the best of our information and according to the explanations provided to us, we are of the opinion that none of the following Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority as on 31<sup>st</sup> March, 2024:

Sr No	Name of the Director	Designation/Category	Director Identification Number
1.	Mr.Gordhan Prabhudas Tanwani	Chairman & Managing Director/Promoter	00040942
2.	*Mr.Santosh Anilkumar Shah	Non-Executive/Independent Director	01259840
3.	*Mr. Sanjiv Laxmichand Hinduja	Non-Executive/Independent Director	00040858
4.	Mrs. Malavika Ajay Acharya	Non-Executive /Non-Independent Director	07007469
5.	Mr. Nikhil Gordhan Tanwani	Whole Time Director	01995127
6.	§Mr. Hasmukh Nanji Shah	Non-Executive/Independent Director	00150891
7.	§Mr. Shekhar Mennon	Non-Executive/Independent Director	02262964
8.	§Mr. Hemraj Ganghi Chheda	Non-Executive/Independent Director	00113766

\*The Second tenure of Mr. Santosh Anilkumar Shah and Mr. Sanjiv Laxmichand Hinduja as an Independent Director of the Company was completed on 31<sup>st</sup> March 2024. Therefore, the said Directors were retired effective 31<sup>st</sup> March, 2024.

§Mr. Hasmukh Nanji Shah, Mr. Shekhar Mennon and Mr. Hemraj Gangji Chheda were appointed as Non-Executive, Independent Directors of the Company effective 1<sup>st</sup> April, 2024 in place of retired Independent Directors. We have verified the Form DIR-8 i.e. Declaration of their appointment and qualification and form MBP-1 i.e. Disclosure of Interest at the time of their appointment and we are of the opinion that the said Directors are not debarred or disqualified from being appointed or continuing as Directors.

4. It should be noted that our responsibility is to express a reasonable assurance in the form of an opinion as to the qualification/eligibility of each of the Directors of the Company to hold the office as Director in the Companies in accordance with the generally accepted procedure and the process of due-diligence followed based on the available information on best efforts basis as on 31<sup>st</sup> March, 2024 and it is neither an audit nor an expression of opinion on the personal credentials of the Directors of the Company.
5. This certificate is issued to the Company solely for the purpose of complying with the aforesaid Listing Regulations and may not be used for any other purpose.

**For DHOLAKIA & ASSOCIATES LLP  
(Company Secretaries)**

**ICSI Unique Code : P2014MH034700  
Peer Review Certificate No: 2404/2022  
Place: Mumbai  
Date: May 21, 2024  
UDIN: F010032E000380776**

**CS Nrupang B. Dholakia  
Designated Partner  
FCS-10032 CP No. 12884**

© The Registered Office of the Company has changed with effect from 17<sup>th</sup> April 2024

**Note: The paid-up share capital and net worth of the listed entity is below the threshold limit for the purpose of compliance of corporate governance provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). However, this certificate under Regulation 34(3) read with Schedule V Para –C Clause 10(i) of LODR is being submitted by the listed entity on voluntary basis.**

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- The Board of Directors has accepted all the recommendations of the Committees of the Board during the year.
- Total fees for all services paid by the Company to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part:

During the year the Company has paid fees to the Statutory Auditor as follows:

(Rs. in Lakhs)

a.	Statutory Audit Fee	0.80
b.	Certification Fee	0.25
c.	Other Matters (Taxation)	0.25
	<b>Total</b>	<b>1.30</b>

- **Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal), Act, 2013**

a.	No. of Complaints filed during the financial year	Nil
b.	No. of Complaints disposed off during the financial year	Nil
c.	No. of Complaints pending as on end of the financial year	Nil

- **Disclosure about Loans and Advances in nature of loans to firms / companies in which directors are interested by name and amount**

The Company has not given any loan or advance in the nature of loans to firms / companies in which directors are interested.

- **Details of material subsidiaries of listed entity including the date and place of incorporation and the name and date of appointment of Statutory Auditors of such subsidiaries:**

The Company does not have any subsidiary.

### 12. DISCLOSURE OF NON-COMPLIANCE OF REQUIREMENTS OF CORPORATE GOVERNANCE:

The paid-up share capital and net worth of the company is below the threshold limit for the purpose of compliance of corporate governance provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). The Company has strived to voluntarily comply with the requirements of Corporate Governance. The Company is in the process of fully complying with the requirements of Corporate Governance.

### 13. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V of the Listing Regulations, details of equity shares in the suspense account are as follows:

Sr. No.	Particulars	No. of Shareholders	No. of Equity Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year as 1st April, 2023.	Nil	Nil
2	Number of shareholders who approached issuer for transfer of shares from suspense account during the year 2023-24.	Nil	Nil
3	Number of shareholders to whom shares were transferred from suspense during the year 2023-24.	Nil	Nil
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year 31st March, 2024.	Nil	Nil



The voting rights on the shares outstanding in the suspense as on 31<sup>st</sup> March, 2024 shall remain frozen till the rightful owner of such shares claims the shares.

**14. TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND**

The Company was not required to transfer any unclaimed shares to IEPF Authority during the financial year 2023-24.

**15. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

There are no agreements other than those in the normal course of business, entered in to by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the company or of the company's holding, subsidiary or associate companies, among themselves or with the company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to impact the management or control of the company or impose any restriction or create any liability upon the company.

**16. DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34 (3) READ WITH PARAD OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015**

To,

**The Members of Baba Arts Limited**

I, Gordhan P. Tanwani, Chairman & Managing Director of Baba Arts Limited, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct of Board of Directors and Senior Management, for the year ended 31<sup>st</sup> March, 2024.

**Gordhan P. Tanwani**  
**Chairman & Managing Director**

**Date: 21<sup>st</sup> May, 2024**

**Place: Mumbai**

**MANAGING DIRECTOR (MD) /CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

**To,  
The Board of Directors  
Baba Arts Limited**

Dear Members of the Board,

We, Gordhan P. Tanwani, Chairman & Managing Director and Ajay D. Acharya, Chief Financial Officer (CFO) of Baba Arts Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet as at 31<sup>st</sup> March, 2024, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended 31<sup>st</sup> March, 2024.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have:
  - a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Indian Accounting Standards (Ind AS).
  - c) Evaluated the effectiveness of the Company's disclosure, controls and procedures.
  - d) Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
  - a) Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - b) Any significant changes in internal controls during the year covered by this report.
  - c) All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
  - d) Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistle blowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

**For BABAARTS LIMITED**

**Place: Mumbai  
Date: 21<sup>st</sup> May, 2024**

**Gordhan P. Tanwani  
Chairman & Managing Director (MD)**

**Ajay D. Acharya  
Chief Financial Officer (CFO)**





Certificate No. MMNCO/2023-24/May/0028

**INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**TO THE MEMBERS OF BABA ARTS LIMITED**

1. We, **M M Nissim & Co LLP**, Chartered Accountants, the Statutory Auditors of **BABA ARTS LIMITED** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

**MANAGEMENT'S RESPONSIBILITY**

2. The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**AUDITORS' RESPONSIBILITY**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**OPINION**

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31 March 2024.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

**RESTRICTIONS ON USE**

9. The Certificate is addressed and provided to the Members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for any event or circumstances occurring after the date of this Certificate.

**For M M NISSIM & CO LLP**

Chartered Accountants

Firm Regn. No. 107122W/W100672

**Hiren P Muni**

Partner

Mem. No.: 142067

Mumbai

UDIN:- 24142067BKHJBM4634

**Date: 21<sup>st</sup> May, 2024**

**INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF BABA ARTS LIMITED**

**Report on the Audit of the Standalone Financial Statements**

**1. Opinion**

We have audited the Separate financial statements (also known as Standalone Financial Statements) of **Baba Arts Limited** (“the Company”), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March 2024, and its profit (financial performance including Other Comprehensive Income), the Changes in Equity and its Cash Flows for the year ended on that date.

**2. Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

**3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S No	Key Audit Matter	How the matter was addressed in our audit
1	<p><b>Evaluation of Provisions and Contingent Liabilities w.r.t. litigations and claims</b></p> <p>The Company has material uncertain positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Note No. 26 of the Financial Statements</p>	<p><b>Our audit procedures included:</b></p> <ul style="list-style-type: none"> <li>• We obtained details of completed tax assessments and demands for the year ended March 31, 2024 from management.</li> <li>• We discussed with appropriate senior management and evaluated management’s underlying key assumptions in estimating the tax provisions and;</li> <li>• Assessed management’s estimate to the possible outcome of the disputed cases.</li> </ul>

**4. Information Other than the Standalone Financial Statements and Auditor’s Report thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Management Discussion and Analysis, Report on Corporate Governance, but does not include the Standalone Financial Statements and our auditor’s report thereon. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



## **6. Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, Changes in Equity and Cash Flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

## **7. Auditor's Responsibility for the audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought

to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### 8. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, based on our audit, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- g) As required by section 197(16) of the Act, based on our audit, we report that the Company has paid and provided for remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 25 to the Standalone Financial Statements;
  - ii. The Company has no long-term contracts including derivative contracts; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) As represented to us by the management and to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding whether recorded in writing or otherwise that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



- (b) As represented to us by the management and to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.

The Company has not paid any dividend during the year under audit and hence Section 123 of the Companies Act, 2013 is not applicable.

- v. Based on our examination which included test checks, the company has used accounting software viz. Tally ERP9 for maintaining its books of account which has a inbuilt feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

**For M M Nissim & Co LLP**  
**Firm Reg.No.107122W/W100672**

**Hiren P. Muni**  
**Partner**  
**Mem.No. 142067**  
**UDIN: 24142067BKHJBL2317**  
**Place: Mumbai**  
**Date: 21<sup>st</sup> May 2024**

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### ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BABAARTS LIMITED

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- B. The Company does not hold any intangible assets as on balance sheet date or during the year.
- (b) The Property, Plant and Equipment were physically verified during the year by the Management which, in our opinion, is at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) Based on our examination of the registered sale deed / transfer deed / conveyance deed / property tax paid documents (which evidences title) provided to us, we report that, the title in respect of self – constructed buildings and title deeds of all other immovable properties, (other than immovable properties where the Company is the lessee and where the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
- (e) As per the explanation and information given to us and on the basis of our audit procedures, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2024 for holding any benami property under the Benami Transaction (Prohibition) Act, 1988, as amended and rules made thereunder.
- (ii) (a) The Company is in the business of making Films, Web Series and Audio/ Video Songs as well as trading of Intellectual Property Rights and accordingly, does not hold any inventory (.i.e. goods). Therefore, the Para 3(ii) of the order relating to physical verification of Inventories is not applicable.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 Crore, in aggregate, at any points of time during the year, from banks or financial Institutions on the basis of security of current assets and hence reporting under Clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not made investments in, provided any guarantee or security and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Hence reporting under clause (iii) of the order is not applicable.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or provided any guarantee or security or made investment as specified under Sections 185 and 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 as amended. Accordingly, the provisions of clause 3(v) of Para 3 of the Order are not applicable to the Company.
- (vi) In our opinion and, and according the information and explanations given to us and on the basis of our audit procedures Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act, for any of the activities of the company.
- (vii) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1st July, 2017, these statutory dues has been subsumed into GST.
- (a) The Company is regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, duty of customs, cess and any other statutory dues with appropriate authorities, where applicable. There are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2024 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, the statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March 2024 on account of any dispute, are as follows:

Act under which demand is raised	Particulars	Financial Year	Demand Outstanding (Rs.)	Authority with which pending
Maharashtra Value Added Tax	Sales Tax	2013-14	2,853	Commissioner of Sales Tax
Service Tax Act	Sales Tax	2011-15	7,64,70,058	Appeal before CESTAT

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.



- (ix) (a) The Company has not taken any loan or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the order is not applicable to the company.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, the Company has not raised any funds on short-term basis have, hence clause 3(ix)(d) of the Order is not applicable.
- (e) The Company did not have any subsidiary or joint venture during the year. The Company has not taken any funds from any entity or person on account of or to meet the obligation of its associates.
- (f) The Company did not have any subsidiary or associate Company or joint venture during the year. Accordingly, reporting on clause (ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of Initial public offer or further public offer (Including debt instruments), during the year and hence reporting under Clause (x) (a) of Para 3 of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of share or fully convertible debentures (fully, partially or optionally convertible) during the year and accordingly provisions of clause (x)(b) of Para 3 of the Order are not applicable to the Company.
- (xi) (a) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any material fraud on the Company has been noticed or reported during the year, nor have we been informed of any such case by the management.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and accordingly provisions of clause (xii)of Para 3 of the order are not applicable to the Company.
- (xiii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and 188 of the Act, and the details have been disclosed in the Standalone Financial Statements in Note 30 as required by the applicable Indian Accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non -cash transactions with directors or persons connected with the directors and hence provisions of Sec 192 of the Companies Act, 2013 are not applicable to the company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, provisions of clause (xvi)(a) of Para 3 of the Order are not applicable to the Company.
- (b) During the year, the Company has not conducted any Non-Banking Financial or Housing Finance activities and accordingly, provisions of clause (xvi)(b) of Para 3 of the Order are not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the Regulations made by the Reserve Bank of India and accordingly the provisions of clause (xvi)(c) of Para 3 of the Order is not applicable to the Company.
- (d) The group does not have any CIC as a part of the group and accordingly reporting under clause (xvi)(d) of Para 3 of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the Financial Year covered by our audit and in the immediately preceding Financial Year.

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- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Since the Company does not satisfy the conditions specified in the act, Section 135 of the act is not applicable. Accordingly, provisions of clause 3(xx)(a) and 3(xx)(b) of para 3 of the order are not applicable to the Company.

**For M M Nissim & Co LLP**  
**Chartered Accountants**  
**Firm Reg.No.107122W / W100672**

**Hiren P. Muni**  
**Partner**  
**Mem.No.142067**  
**UDIN: 24142067BKHJBL2317**  
**Place: Mumbai**  
**Date: 21<sup>st</sup> May 2024**





**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BABAARTS LIMITED.**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“the Act”)**

**1. OPINION**

We have audited the internal financial controls with reference to Standalone Financial Statements of BABAARTS LIMITED (“the Company”) as of March 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal financial control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the Institute of Chartered Accountants of India (ICAI).

**2. MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

**3. AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements includes obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to Standalone Financial Statements.

**4. MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS**

A Company’s internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being

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made only in accordance with authorisations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **5. INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For M M Nissim & Co LLP**  
**Chartered Accountants**  
**Firm Reg.No.107122W / W100672**

**Hiren P. Muni**  
**Partner**  
**Mem.No.142067**  
**UDIN: 24142067BKHJBL2317**  
**Place: Mumbai**  
**Date: 21<sup>st</sup> May 2024**



## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2024

(Rupees in Lakhs)

Particulars	Note	As at March 31,2024	As at March 31,2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipment	2	136.38	139.53
Financial Assets			
(i) Other Financial Assets	3	1.03	150.37
Income Tax Assets (Net)	4	52.58	7.14
Other Non-Current Assets	5	181.67	208.45
		<u>371.66</u>	<u>505.49</u>
<b>Current Assets</b>			
Inventories	6	483.81	546.35
Financial Assets			
(i) Trade Receivables	7	66.47	27.15
(ii) Cash & Cash Equivalents	8	80.44	172.76
(iii) Bank Balance other than Cash & Cash Equivalents	9	1675.00	1027.41
(iv) Other Financial Assets	3	62.93	31.25
Other Current Assets	5	62.60	114.16
		<u>2431.25</u>	<u>1919.08</u>
		<u>2802.92</u>	<u>2424.57</u>
<b>TOTAL ASSETS</b>			
<b>EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	SOCE	525.00	525.00
Other Equity	SOCE	2010.80	1812.54
		<u>2535.80</u>	<u>2337.54</u>
<b>Non-Current Liabilities</b>			
Financial Liabilities			
(i) Other Financial Liabilities	10	-	5.33
Provisions	11	2.96	6.54
Deferred Tax Liabilities (Net)	12	16.72	17.58
		<u>19.68</u>	<u>29.45</u>
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Trade Payables	13		
Total Outstanding dues of micro enterprises and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		53.98	16.49
(ii) Other Financial Liabilities	10	156.16	24.77
Other Current Liabilities	14	18.98	1.58
Provisions	11	18.32	14.75
		<u>247.44</u>	<u>57.58</u>
		<u>2802.92</u>	<u>2424.57</u>
<b>TOTAL EQUITY &amp; LIABILITIES</b>			
Material Accounting Policies	1		
The accompanying notes are an integral part of the financial statements	25-40		

As per our report of even date  
**For M M Nissim & Co LLP**  
Chartered Accountants  
Firm Reg. No.: 107122W/W100672

**For and on behalf of Board of directors**

**Gordhan P. Tanwani**  
Chairman & Managing Director  
[DIN : 00040942]

**Hiren P. Muni**  
[Partner]  
Membership No. 142067

**Hasmukh Shah**  
[Director]  
[DIN 00150891]

**Shekhar Mennon**  
[Director]  
[DIN 02262964]

**Hemraj Chheda**  
[Director]  
[DIN 00119766]

**Nikhil Tanwani**  
Whole Time Director  
[DIN 01995127]

**Malavika Acharya**  
Director  
[DIN 07007469]

**Place: Mumbai**  
**Date: 21<sup>st</sup> May, 2024**

**Ajay Acharya**  
Chief Financial Officer

**Naishadh Mankad**  
Company Secretary & Compliance Officer

## ANNUAL REPORT 2023-2024

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rupees in Lakhs Except EPS)

Particulars	Note	Year Ended March 31,2024	Year Ended March 31,2023
<b>INCOME</b>			
Revenue from Operations	15	1146.18	278.75
Other Income	16	101.65	103.78
<b>TOTAL INCOME</b>		<b>1247.83</b>	<b>382.53</b>
<b>EXPENSES</b>			
Cost of Production of Films/Web Series	17	350.44	296.12
Purchase of Stock in Trade	18	375.00	46.67
Changes in Inventories of Finished goods, Stock in Trade & Work in Progress	19	62.54	(277.64)
Employee Benefit Expense	20	43.34	45.78
Finance Cost	21	0.26	0.87
Depreciation & Amortisation Expense	22	5.40	5.89
Other Expenses	23	138.53	131.60
<b>TOTAL EXPENSES</b>		<b>975.51</b>	<b>249.29</b>
<b>Exceptional items</b>		<b>-</b>	<b>-</b>
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>272.32</b>	<b>133.24</b>
<b>Tax Expense:</b>			
Current Tax		68.30	36.03
Prior Period Taxes		7.75	(5.44)
Deferred Tax		(1.15)	0.44
<b>Total Tax Expense</b>		<b>74.90</b>	<b>31.03</b>
<b>PROFIT/(LOSS) FOR THE YEAR</b>		<b>197.42</b>	<b>102.21</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not be classified to statement of Profit &amp; Loss</b>			
Remeasurements of Defined Benefit Plans		1.13	(0.97)
Income Tax relating to items that will not be reclassified to Statement Profit & Loss (including impact of change in tax regime)		(0.28)	0.27
<b>TOTAL OTHER COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR (NET OF TAX)</b>		<b>0.84</b>	<b>(0.70)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>198.26</b>	<b>101.51</b>
<b>Earnings Per Share (EPS):</b>			
(1) Basic	24	0.376	0.195
(2) Diluted		0.376	0.195
Material Accounting Policies	1		
The accompanying notes are an integral part of the financial statements	25-40		

As per our report of even date  
**For M M Nissim & Co LLP**  
Chartered Accountants  
Firm Reg. No.: 107122W/W100672

**For and on behalf of Board of directors**

**Gordhan P. Tanwani**  
Chairman & Managing Director  
[DIN : 00040942]

**Hiren P. Muni**  
[Partner]  
Membership No. 142067

**Hasmukh Shah**  
[Director]  
[DIN 00150891]

**Shekhar Mennon**  
[Director]  
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**Hemraj Chheda**  
[Director]  
[DIN 00119766]

**Nikhil Tanwani**  
Whole Time Director  
[DIN 01995127]

**Malavika Acharya**  
Director  
[DIN 07007469]

**Place: Mumbai**  
**Date: 21<sup>st</sup> May, 2024**

**Ajay Acharya**  
Chief Financial Officer

**Naishadh Mankad**  
Company Secretary & Compliance Officer



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rupees in Lakhs)

Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT BEFORE TAX	272.32	133.24
Adjustment for:		
Depreciation & Amortisation	5.41	5.89
Finance Cost	0.26	0.87
Interest Income	(97.39)	(80.10)
Rental Income	(4.25)	(12.65)
<b>OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES</b>	<b>176.35</b>	<b>47.25</b>
(Increase)/Decrease in Trade Receivables	(39.32)	188.26
(Increase)/ Decrease in Other Financial Assets	227.68	(232.36)
(Increase)/ Decrease in Inventories	62.54	(277.64)
Increase/ (Decrease) in Other Financial Liabilities	163.54	(56.55)
Increase/ (Decrease) in Other Liabilities & Provisions	18.53	2.78
<b>CASH GENERATED FROM OPERATIONS</b>	<b>609.32</b>	<b>(328.25)</b>
Direct Taxes	(121.49)	147.48
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>487.83</b>	<b>(180.77)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of PPE & Intangibles	(2.25)	(0.11)
Repayment of Loans given	-	425.00
Fixed Deposits (placed)/matured	(647.59)	(528.41)
Interest Income	65.71	69.90
Rent Income	4.25	12.65
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<b>(579.88)</b>	<b>(20.97)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	(0.26)	(0.87)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(92.31)</b>	<b>(202.61)</b>
<b>OPENING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>172.76</b>	<b>375.37</b>
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>80.45</b>	<b>172.76</b>

**Note to Cash Flow Statement**

- The above cash flow statement has been prepared under the Indirect Method as set out in Indian Accounting Standard-7- Cash Flow Statement
- Cash & Cash Equivalents consists of cash on hand and balance with banks including Fixed Deposits with Bank having maturity of less than three months
- Previous figures have been regrouped/rearranged wherever necessary.

As per our report of even date  
**For M M Nissim & Co LLP**  
 Chartered Accountants  
 Firm Reg. No.: 107122W/W100672

**For and on behalf of Board of directors**

**Gordhan P. Tanwani**  
 Chairman & Managing Director  
 [DIN : 00040942]

**Hiren P. Muni**  
 [Partner]  
 Membership No. 142067

**Hasmukh Shah**  
 [Director]  
 [DIN 00150891]

**Shekhar Mennon**  
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**Nikhil Tanwani**  
 Whole Time Director  
 [DIN 01995127]

**Malavika Acharya**  
 Director  
 [DIN 07007469]

**Place: Mumbai**  
**Date: 21<sup>st</sup> May, 2024**

**Ajay Acharya**  
 Chief Financial Officer

**Naishadh Mankad**  
 Company Secretary & Compliance Officer

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### STATEMENT OF CHANGES IN EQUITY (SOCE)

##### A. Equity Share Capital

Particulars	Number		Amount	
	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Authorised Share Capital				
Equity Share Capital	30,00,00,000	30,00,00,000	3000.00	3000.00
Issued, Subscribed and Fully Paid-Up Equity Share Capital				
Equity Shares of Re.1/- each	5,25,00,000	5,25,00,000	525.00	525.00

##### Notes:

- 5,16,00,000 equity shares of Re. 1/- each fully paid issued by way of Bonus Shares by utilisation of Securities Premium and Reserves.
- 1,29,00,000 equity shares of Rs. 4/- each were subdivided into 5,16,00,000 equity shares of Re. 1/- each pursuant to the special resolution passed at the AGM held on 29th September, 2009.
- 28,49,530 equity shares issued on conversion of Optionally Fully Convertible Warrants.
- 2,58,00,000 equity shares of Re. 1/- each were bought back at price of Rs. 3.00/- per share and extinguished on 29th July, 2016.
- 1,73,81,700 equity shares of Re. 1/- each were bought back at price of Rs. 3.00/- per share and extinguished on 08th November, 2017.
- 75,18,300 equity shares of Re. 1/- each were bought back at price of Rs. 4.50/- per share and extinguished on 11th March, 2019.

##### (a) Terms of Equity Shares

The Company has only one class of equity shares of Re.1/- each with same rights, preference and restrictions attached to it. In the event of liquidation equity shareholders shall get the surplus amount available after payment of preferential amounts.

##### (b) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31 <sup>st</sup> March, 2024 No. of Shares	As at 31 <sup>st</sup> March, 2023 No. of Shares
Balance at the beginning of the year	5,25,00,000	5,25,00,000
Issued During the year	-	-
Balance at end of the year	5,25,00,000	5,25,00,000

##### (c) Disclosure of Shareholding of Promoters

	Promoter Name	No. of Shares		% of total shares		% Change during the year	
		As on 31/03/2024	As on 31/03/2023	As on 31/03/2024	As on 31/03/2023	31/03/2024	31/03/2023
1.	Gordhan P. Tanwani	2,66,00,000	2,66,00,000	50.67	50.67	-	-
2.	Rahul G. Tanwani	1,26,00,000	1,26,00,000	24.00	24.00	-	-
3.	Pravin J Karia	8,000	8,000	0.01	0.01	-	-
	<b>Total</b>	<b>3,92,08,000</b>	<b>3,92,08,000</b>	<b>74.68</b>	<b>74.68</b>	<b>-</b>	<b>-</b>



**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

**(d) Details of Shareholders holding more than 5% shares in the Company**

Sr. No.	Particulars	%		Shares	
		As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
1.	Gordhan P. Tanwani	50.67	50.67	2,66,00,000	2,66,00,000
2.	Rahul G. Tanwani	24.00	24.00	1,26,00,000	1,26,00,000

**(e) Shares held by holding company or ultimate holding company or by subsidiaries or associate of holding company or the ultimate holding company in aggregate.**

Name of the holding company or ultimate holding company or by subsidiaries or associate of holding company or the ultimate holding company	Class of Shares	No. of Shares
The Company is not a subsidiary of any other Company.		

**(f) Shares reserved for issue under options and contracts/commitments for the sale of shares/ disinvestment, including the terms and amounts:**

Particulars	Class of Shares	No. of Shares	Terms & Amount
For issue under options Contracts/commitment for sale of shares/disinvestment	NOT APPLICABLE		

**(g) For the period of 5 years immediately preceding the date of this balance sheet**

Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash	Nil
Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil
Aggregate number and class of shares bought back	Nil

**(h) Terms of Securities convertible into equity/preference shares**

Type of Security	Date of conversion*
The Company has not issued any convertible security	

\*in descending order starting from the farthest date

**(i) Calls unpaid**

Particulars	Class of Shares	No. of Shares	Amount
By Directors & Officers	N.A.	N.A.	N.A.
By Others	N.A.	N.A.	N.A.

**(j) Forfeited Shares**

Particulars	Class of Shares	No. of Shares	Amount
NIL			

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

**(k) The amount of dividends proposed to be distributed for the year ended March 31, 2024:**

Particulars	Total Amount	Per Share Dividend
To equity shareholders	N.A.	N.A.
To preference shareholders	N.A.	N.A.

**(l) Arrears of Fixed Cumulative dividends on Preference shares**

Year for which dividend is in arrears	Amount
NIL	

**B. Other Equity**

**(1) Current Reporting Period**

Particulars	Reserves & Surplus				Total
	Capital Redemption Reserve	General Reserve	Retained Earnings	Remeasurements of Defined Benefit Plans	
Balance as on 1 <sup>st</sup> April, 2022	507.00	110.00	1094.72	(0.69)	1711.03
Profit for the year	-	-	102.21	(0.70)	101.51
Balance as on 31 <sup>st</sup> March 2023	507.00	110.00	1196.93	(1.39)	1812.54
Profit for the year	-	-	197.42	0.84	198.26
Balance as on 31 <sup>st</sup> March, 2024	507.00	110.00	1394.35	(0.55)	2010.80

Particulars	Nature & Purpose
Capital Redemption Reserve	Amount equal to nominal value of the shares purchased by the Company out of its Free Reserves and Securities Premium. It is utilised in accordance with provisions of Section 69 of the Companies Act, 2013.
General Reserve	Amount transferred from retained earnings for appropriation purpose. It is a free reserve.
Retained Earnings	Accumulated balance of Total Comprehensive Income earned during the respective years.
Remeasurements of Defined Benefit Plans	Gains / (Losses) arising on Remeasurements of Defined Benefit Plans are recognised in the Other Comprehensive Income as per Ind As-19 and shall not be reclassified to the Statement of Profit or Loss in the subsequent years.

As per our report of even date  
**For M M Nissim & Co LLP**  
 Chartered Accountants  
 Firm Reg. No.: 107122W/W100672

**For and on behalf of Board of directors**

**Gordhan P. Tanwani**  
 Chairman & Managing Director  
 [DIN : 00040942]

**Hiren P. Muni**  
 [Partner]  
 Membership No. 142067

**Hasmukh Shah**  
 [Director]  
 [DIN 00150891]

**Shekhar Mennon**  
 [Director]  
 [DIN 02262964]

**Hemraj Chheda**  
 [Director]  
 [DIN 00119766]

**Nikhil Tanwani**  
 Whole Time Director  
 [DIN 01995127]

**Malavika Acharya**  
 Director  
 [DIN 07007469]

**Place: Mumbai**  
**Date: 21<sup>st</sup> May, 2024**

**Ajay Acharya**  
 Chief Financial Officer

**Naishadh Mankad**  
 Company Secretary & Compliance Officer





## Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

### Note 1 - Material Accounting Policies under IND AS

#### A. General Information

Baba Arts Limited (the "Company") is a limited company, incorporated on 30<sup>th</sup> March, 1999. The Company is promoted by Mr. Gordhan P. Tanwani and is principally in the business of Cinematic and Television Content Production and Distribution, Trading in Intellectual Property Rights of Films and Post Production Activities. The equity shares of the Company are publicly traded on BSE Limited, Mumbai.

The Registered Office of the Company is situated at B-1& B4, Baba House, M.V. Road, Andheri (East), Mumbai 400093.

#### B. Basis of preparation of Financial Statements

The principal accounting policies applied in the preparation of these Financial Statements are set out in para C below. These policies have been consistently applied to all the years presented.

##### i. Statement of Compliance

These Separate Financial Statements (also known as Standalone Financial Statements) have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

##### ii. Basis of preparation and presentation

The Financial Statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013, except for the following material item that has been measured at fair value as required by relevant Ind AS. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

- Certain financial assets/liabilities measured at fair value (Refer Note 1 (C 7) and
- Any other item as specifically stated in the accounting policy. (Refer Note 25)

The Financial Statement are presented in INR and all values are rounded off to Rupees Lakhs unless otherwise stated.

The Company reclassifies comparative amounts, unless impracticable and whenever the Company changes the presentation or classification of items in its Financial Statements materially.

The Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 were authorised for issue in accordance with a resolution of the directors on 21<sup>st</sup> May, 2024.

##### iii. Major sources of Estimation Uncertainty

In the application of accounting policy which are described in note (C) below, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

##### ► Property, Plant and Equipment:

Useful life of Property, Plant and Equipment and Intangible Assets are as specified in Schedule II to the Companies Act, 2013 and on certain assets based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support. The Company reviews the useful life of Property, Plant and Equipment at the end of each reporting period. This reassessment may result in change in depreciation charge in future periods. (Refer Note 1(C 1))

##### ► Impairment of Non-financial Assets:

For calculating the recoverable amount of non-financial assets, the Company is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs to disposal. For calculating value in use the Company is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

**► Impairment of Financial Assets:**

The Company impairs financial assets other than those measured at fair value through profit or loss or designated at fair value through other comprehensive income on expected credit losses. The estimation of expected credit loss includes the estimation of probability of default (PD), loss given default (LGD) and the exposure at default (EAD). Estimation of probability of default apart from involving trend analysis of past delinquency rates includes an estimation on forward-looking information relating to not only the counterparty but also relating to the industry and the economy as a whole. The probability of default is estimated for the entire life of the contract by estimating the cash flows that are likely to be received in default scenario. The lifetime PD is reduced to 12 months PD based on an assessment of past history of default cases in 12 months. Further, the loss given default is calculated based on an estimate of the value of the security recoverable as on the reporting date. The exposure at default is the amount outstanding at the balance sheet date. (Refer Note 1(C 7))

**► Defined Benefit Plans:**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. (Refer Note 32)

**► Income Taxes**

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. (Refer Note 1 (C 6))

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

**► Allowance for credit losses on receivables:**

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to customers the Company deals with. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

**C. Summary of Material Accounting Policies**

Ind AS 1 was amended vide notification no G.S.R.242(E) dated 31<sup>st</sup> March 2023 to require disclosure of Material Accounting Policy information from accounting periods beginning on or after 1<sup>st</sup> April 2023 instead of significant accounting policy disclosure by amending paragraph 117, inserting paragraphs 117A to 117E and deleting paragraphs 118 to 121. Paragraph 117 of Ind AS 1 states when an information on accounting policy is considered as 'Material Accounting Policy information' as follows:

*Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.*

Each of the policy disclosed herein below has been tested to determine whether the information disclosed is Material Accounting Policy information.

**1. Property, Plant & Equipment (PPE)**

The Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognised as of the transition date, measured as per the Previous GAAP and use that carrying value as its deemed cost.



## Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss with other income or other expense line item on net basis, respectively.

The depreciable amount of an asset is determined after deducting its residual value. Depreciation on the property, plant and equipment, is provided over the useful life of assets based on management estimates which is in line with the useful life indicated in Schedule II to the Companies Act, 2013. Depreciation on all assets is provided on straight line basis. Given below are the estimated useful lives for each class of property, plant and equipment:

Description of the Asset	Estimated Useful life (On Single shift working)
<b>Tangible (Owned Assets):</b>	
Building – Office /Studio Premises	30 Years
Plant and Equipment (Including Computers)	1-15 Years
Furniture and Fixtures	10Years
Office Equipment	5 Years
Vehicles	8 Years

### 2. Inventories

#### ▶ Intellectual Property Rights (IPR) (Copy Rights):

IPR of Films are valued at lower of cost or net realizable value

#### ▶ Under Production Films/Television Serials-Own or acquired Digital Content

Cost of films are valued at actual cost incurred/ accrued which includes amount paid, bills settled and advance paid for which the bills are awaited.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.

In case of films/recorded music which are released during the year, the realization from the sale of rights are reduced from the cost of production and the balance cost if any, is carried forward till the time the negative rights of the films/recorded music are not exploited. The excess or deficit of the cost of production after exploitation of "negative" rights will be treated as profit or loss in the profit & loss a/c as the case may be.

Inventory of Television Serials/ Digital Content is valued at actual cost. The cost of content is amortized in the ratio of current revenue to expected total revenue. At the end of each accounting period, balance unamortized cost is compared with the net expected revenue. If net expected revenue is less than the unamortized cost, the same is written down to net expected revenue.

The Company is engaged in business of production of films/recorded audio or video music wherein the expected Operating Cycle for production is in the range of 18 to 24 months. Accordingly, Inventory (under production films) / Advances / Assets / Liabilities relating to film production are classified as Current Assets / Liabilities.

### 3. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed on the basis of judgment of management / independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

### 4. Cash Flows and Cash and Cash Equivalents

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant IND AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

**5. Revenue Recognition:**

The Company derives revenue primarily from New Media & Digital Content Syndication across various Digital Platforms, In addition traditionally the revenue source for the company have been Cinematic and Television Content Production and Distribution, Trading in Intellectual Property Rights of Films.

For Revenue recognition the Company identifies and evaluates each performance obligation under the contract. It is then based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation in the contract has been performed ('point in time' recognition) or 'over time' as control of the performance obligation is transferred to the customer in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Revenue generated from internet/ web series produced for the broadcasters is recognized over the period of the contract.

Revenue from recorded music audio and audio video songs and/or albums, mainly involves when the audio of the song is ready depending on song the team which would then shoot with a particular cast and get the song ready for their Audio and Video Distribution along with marketing the same across various social media platforms. Any and all music distributed is either produced internally and or acquired directly from other companies or independent artist or music composers, etc. All revenues from recorded music are derived from licensing and self-exploiting the content across various digital OTT platforms like Youtube, Facebook, Instagram, Sportify, Jio Saavan, and many such audio and video platforms.

The recorded music rights may be licensed for a specific period to digital platforms or channels and OTT platforms or assigned on perpetual basis. In case of assignment on perpetual basis, the revenues are recognized when the control is transferred to the customer. In case of licensing of recorded music rights, the digital platforms or channels and OTT platforms, as per industrial practice, share the data / reports of usage by subscribers or visitors to their platforms and share the revenue with the Company at variable rates as most of the revenue is from AVOD subscriptions and the company gets a part of the revenue from each platform from the ads services on the content licensed and broadcasted therein. The Company, accordingly, recognizes the revenues based upon the usage reports received from the digital platforms and channels or OTT platforms.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Interest income is recognized using the effective interest method.

Dividend income is recognized when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**6. Employee Benefits:**

▶ **Short term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences and performance incentives, are recognised during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

▶ **Long Term Employee Benefits:**

The cost of providing long term employee benefit is measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period. The expected costs of the benefit is accrued over the period of employment using the same methodology as used for defined benefits post-employment plans. Actuarial gains and losses arising from the experience adjustments and changes in actuarial assumptions are charged or credited to profit or loss section of the Statement of Profit or Loss in the period in which they arise except those included in cost of assets as permitted. The benefit is measured annually by independent actuary.



## Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

### ▶ **Post-Employment Benefits:**

The Company provides the following post-employment benefits:

- Defined benefit plans such as gratuity; and
- Defined contribution plans such as provident fund

### ▶ **Defined Benefits Plans:**

The cost of providing benefits on account of gratuity are determined using the projected unit credit method on the basis of actuarial valuation made at the end of each balance sheet date.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest) are recognised in other comprehensive income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

### ▶ **Defined Contribution Plans:**

Payments to defined contribution retirement benefit plans, viz., Provident Fund for certain eligible employees, Pension Fund are recognised as an expense when employees have rendered the service entitling them to the contribution.

## 7. Taxes on Income

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the profit or loss section of the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

### ▶ **Current Tax:**

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in Other Income.

### ▶ **Deferred Tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilized.

## 8. Financial Instruments

### ▶ **Financial assets other than investment in subsidiaries:**

Financial assets of the Company comprise trade receivable, cash and cash equivalents, Bank balances, Investments in equity shares of companies other than in subsidiaries, Investment in units of Mutual Funds, loans/Debt instrument/advances to employee / related parties / others, security deposit, claims recoverable etc.

### ▶ **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at Transaction Price. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

▶ **Subsequent measurement**

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost.
- Financial assets at fair value through OCI – Debt Instruments.
- Financial assets at fair value through profit or loss.

▶ **Financial assets measured at amortized cost**

Bank deposits are measured at amortized cost. Financial assets are measured at amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financials assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss.

▶ **Financial assets at fair value through OCI (FVTOCI)**

Investment in Debt instruments are measured at FVTOCI. Financial assets are mandatorily measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes relating to financial assets measured at FVTOCI are recognised in the other comprehensive income (OCI). On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to Profit or Loss.

▶ **Financial assets at fair value through profit or loss (FVTPL)**

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss

▶ **Derecognition**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

▶ **Impairment of financial assets**

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortized cost.
- Financial assets (excluding equity instruments) measured at fair value through other comprehensive income (FVTOCI).

ECL is measured through a loss allowance on a following basis after considering the value of recoverable security:-

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.



## Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in profit and loss.

▶ **Financial Liabilities**

The Company's financial liabilities includes, trade payable, accrued expenses and other payables.

▶ **Initial recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

▶ **Financial Liabilities classified as Amortised Cost:**

All Financial Liabilities other than derivatives are measured at amortised cost. Interest expense that is not capitalised as part of costs of assets is included as Finance costs in Profit or Loss.

▶ **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

### 9. Segment Reporting

The Company identifies segments as operating segments whose operating results are regularly reviewed by the Management to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment assets include all operating assets used by the business segments and consist of property plant and equipment, intangible assets, debtors and inventories. Segment liabilities include the operating liabilities that result from operating activities of the business segment. Assets and Liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities, respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expenses.

### 10. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### Note No. 2 : Property, Plant & Equipment

Particulars	Building	Plant & Machinery	Furniture	Equipment	Vehicle	Total
<b>Gross Block</b>						
<b>Balance as at 01.04.2022</b>	<b>157.29</b>	<b>9.87</b>	<b>1.24</b>	<b>6.64</b>	<b>5.60</b>	<b>180.64</b>
Additions during the year	-	0.11	-	-	-	0.11
Disposals during the year	-	-	-	-	-	-
<b>Balance as at 31.03.2023</b>	<b>157.29</b>	<b>9.98</b>	<b>1.24</b>	<b>6.64</b>	<b>5.60</b>	<b>180.75</b>
<b>Balance as at 01.04.2023</b>	<b>157.29</b>	<b>9.98</b>	<b>1.24</b>	<b>6.64</b>	<b>5.60</b>	<b>180.75</b>
Additions during the year	-	2.07	-	0.18	-	2.25
Disposals during the year	-	-	-	-	-	-
<b>Balance as at 31.03.2024</b>	<b>157.29</b>	<b>12.05</b>	<b>1.24</b>	<b>6.82</b>	<b>5.60</b>	<b>183.00</b>
<b>Accumulated Depreciation</b>						
<b>Balance as at 01.04.2022</b>	<b>19.78</b>	<b>5.42</b>	<b>1.17</b>	<b>4.14</b>	<b>4.81</b>	<b>35.32</b>
Depreciation charged during the year	3.30	1.83	-	0.76	-	5.89
Disposals during the year	-	-	-	-	-	-
<b>Balance as at 31.03.2023</b>	<b>23.08</b>	<b>7.25</b>	<b>1.17</b>	<b>4.90</b>	<b>4.81</b>	<b>41.21</b>
<b>Balance as at 01.04.2023</b>	<b>23.08</b>	<b>7.25</b>	<b>1.17</b>	<b>4.90</b>	<b>4.81</b>	<b>41.21</b>
Depreciation charged during the year	3.30	1.33	-	0.78	-	5.41
Disposals during the year	-	-	-	-	-	-
<b>Balance as at 31.03.2024</b>	<b>26.38</b>	<b>8.58</b>	<b>1.17</b>	<b>5.68</b>	<b>4.81</b>	<b>46.62</b>
<b>Net Block</b>						
<b>Balance as at 31.03.2023</b>	<b>134.22</b>	<b>2.73</b>	<b>0.06</b>	<b>1.73</b>	<b>0.79</b>	<b>139.53</b>
<b>Balance as at 31.03.2024</b>	<b>130.91</b>	<b>3.47</b>	<b>0.06</b>	<b>1.14</b>	<b>0.79</b>	<b>136.38</b>

#### Footnote:

Title deeds in respect of building is based on documents constituting evidence of legal ownership of the Company.





## Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

### Note 3 : Other Financial Assets (at Amortised Cost)

Particulars	Non-current		Current	
	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Security Deposit	1.03	0.37	-	-
Bank Deposits with more than 12 months maturity	-	1.50	-	-
Interest accrued on Fixed Deposit	-	-	62.93	31.25
Interest accrued on Loans	-	-	-	-
<b>Total</b>	<b>1.03</b>	<b>150.37</b>	<b>62.93</b>	<b>31.25</b>

### Note 4 : Income Tax Assets (Net)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Advance Income Tax-Prior Years (Net of Provisions)	-	7.71
Advance Income Tax-Current Year (Net of Provisions)	52.58	(0.57)
<b>Total</b>	<b>52.58</b>	<b>7.14</b>

### Note 5 : Other Assets

Particulars	Non-current		Current	
	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>Unsecured-Considered Good</b>				
Advance to Suppliers	101.10	126.10	6.00	46.19
Balance with Government Authorities	80.57	80.57	24.56	41.13
Prepaid Expenses	-	-	0.09	0.22
Accrued Revenue	-	-	30.17	23.14
Other Advances	-	1.78	1.79	3.48
<b>Unsecured, Considered Doubtful</b>				
Advance to Suppliers	-	-	0.21	0.21
Less: Provision for Doubtful Advances	-	-	(0.21)	(0.21)
<b>Total</b>	<b>181.67</b>	<b>208.45</b>	<b>62.60</b>	<b>114.16</b>

### Note 6: Inventories (at lower of cost & net realizable value)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Underproduction Films/Web series/Songs	139.86	197.63
Film Rights/TV Serial Rights/Song Rights	343.95	348.72
<b>Total</b>	<b>483.81</b>	<b>546.35</b>

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### Note 7: Trade Receivables

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Unsecured, Considered Good</b>		
Trade Receivables	66.47	27.15
<b>Credit Impaired</b>	-	-
Trade Receivables	-	0.59
Less: Impairment Provision on Expected Credit Loss Model	-	(0.59)
		-
<b>Total</b>	<b>66.47</b>	<b>27.15</b>

#### Footnotes:

- (a) Of the above, trade receivables due from related party is Rs. 65.10 Lakhs (Previous Year 23.74 Lakhs) (Refer Note No.29)
- (b) The Company has used a practical experience for computing expected credit loss allowance for trade receivables, taking into account historical credit experience and future foreseeable credit loss and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.

#### Trade Receivables ageing schedule

Particulars	Less than 6 months	6 months- 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Undisputed-Considered Good	66.17	0.28	0.02	-	-	66.47
	(27.15)	(-)	(-)	(-)	(-)	(27.15)
Undisputed-Considered Significant Increase in Credit Risk	-	-	-	-	-	-
	(-)	(-)	(-)	(0.59)	(-)	(0.59)
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-
	(-)	(-)	(-)	(0.59)	(-)	(0.59)
<b>Total</b>	<b>66.17</b>	<b>0.28</b>	<b>0.02</b>	<b>-</b>	<b>-</b>	<b>66.47</b>
	(27.15)	(-)	(-)	(-)	(-)	(27.15)

Previous Year's figures in Bracket.

#### Note 8: Cash and Cash Equivalents (As per Cash Flow Statement)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Balances with Banks</b>		
(of the nature of cash and cash equivalents)		
In Current Account	80.37	172.64
Cash on Hand	0.08	0.12
<b>Total</b>	<b>80.45</b>	<b>172.76</b>

#### Note 9: Bank Balances other than Cash and Cash Equivalents

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Bank Deposit with 3-12 months-Maturity	1675.00	1027.41
<b>Total</b>	<b>1675.00</b>	<b>1027.41</b>



## Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

### Note 10: Other Financial Liabilities (at Amortised Cost)

Particulars	Non-current		Current	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Security Deposit	-	4.11	-	20.31
Liability for Expenses	-	-	156.16	4.11
Deferred Rent Income	-	1.22	-	0.35
<b>Total</b>	<b>-</b>	<b>5.33</b>	<b>156.16</b>	<b>24.77</b>

### Note 11: Provisions

Particulars	Non-current		Current	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Employee Benefit Obligation Provision for Gratuity (Refer Note 32)	2.96	6.54	18.32	14.75
<b>Total</b>	<b>2.96</b>	<b>6.54</b>	<b>18.32</b>	<b>14.75</b>

### Movement of provision for employee benefits:

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Opening balance	21.29	18.14
Add: Addition during the year	1.22	3.15
Less: Utilization during the year	1.23	0
Closing balance	21.28	21.29

### Note 12: Deferred Tax Liabilities

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Deferred Tax Liabilities (Net)	16.72	17.58
<b>Total</b>	<b>16.72</b>	<b>17.58</b>

### Deferred Tax Asset/(Liabilities) as on 31<sup>st</sup> March 2024

Particulars	Opening Balance	Recognised in Profit & Loss	Recognised in OCI	Others	Closing Balance
<b>Relating to:</b>					
Property Plant Equipment	23.73	(1.61)	-	-	22.12
Employee Benefit Expenses	(5.92)	0.28	0.28	-	(5.36)
Others	(0.23)	0.18	-	-	(0.05)
<b>Closing Balance</b>	<b>17.58</b>	<b>(1.15)</b>	<b>0.28</b>	<b>-</b>	<b>16.72</b>

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### Deferred Tax Asset/(Liabilities) as on 31<sup>st</sup> March 2023

Particulars	Opening Balance	Recognised in Profit & Loss	Recognised in OCI	Others	Closing Balance
<b>Relating to:</b>					
Property Plant Equipment	22.97	0.76	-	-	23.73
Employee Benefit Expenses	(5.05)	(0.60)	(0.27)	-	(5.92)
Others	(0.51)	0.28	-	-	(0.23)
<b>Closing Balance</b>	<b>17.41</b>	<b>0.44</b>	<b>(0.27)</b>	<b>-</b>	<b>17.58</b>

#### THE INCOME TAX EXPENSES FOR THE YEAR CAN BE RECONCILED TO THE ACCOUNTING PROFIT AS FOLLOWS:

Particulars	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Profit before tax from continuing operations</b>	<b>272.32</b>	<b>133.24</b>
Income tax expenses calculated at 25.17% (31 March, 2023: 27.82%) (Company's domestic tax rate)	68.54	37.07
Effect of income that is deductible/exempt from taxation	(2.96)	(9.29)
Effect of expenses not deductible for tax computation	2.00	2.88
Effect of income taxable under other head of income as per Income Tax	0.72	5.37
Changes in recognised deductible temporary differences	(1.15)	0.44
Tax for prior period	7.75	(5.44)
<b>Total tax expenses</b>	<b>74.90</b>	<b>31.03</b>

#### Note:

Section 115BAA of the Income tax Act, 1961 as amended by the Finance Act 2020 has allowed an option to the domestic companies to switch to a lower tax rate structure of 22% (25.17% including surcharge and cess) from the earlier 25% (27.82% including surcharge and cess) on certain conditions. The Company has elected to switch to the new lower tax rate structure with effect from the financial year 2023-24.

#### Note 13: Trade Payables

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Total Outstanding due of Micro and Small Enterprises	-	-
Total Outstanding due of Creditors other than Micro and Small Enterprises	53.98	16.49
<b>Total</b>	<b>53.98</b>	<b>16.49</b>

#### Of the Above;

- (a) Acceptances-Nil (Previous Year Nil)  
(b) Payable to related party Nil (Previous Year Nil) (Refer Note No.29)

#### Trade Payables ageing schedule

Particulars	Less than 6 months	6 months- 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Dues to Micro, Small & Medium enterprises	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Others	43.83	10.15	-	-	-	53.98
	(16.49)	(-)	(-)	(-)	(-)	(16.49)
Disputed MSME	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Disputed Others	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
<b>Total</b>	<b>43.83</b>	<b>10.15</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>53.98</b>
	<b>(16.49)</b>	<b>(-)</b>	<b>(-)</b>	<b>(-)</b>	<b>(-)</b>	<b>(16.49)</b>

Previous Year's figures in Bracket.



## Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

### Note 14: Other Liabilities

Particulars	Non-current		Current	
	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Statutory Dues	-	-	18.98	1.58
<b>Total</b>	<b>-</b>	<b>-</b>	<b>18.98</b>	<b>1.58</b>

### Note 15: Revenue from Operations

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>Sale of Services</b>		
Revenue from Contract with Customers		
-Income from Post Production activity	6.67	7.84
-Income from Sale/Royalty/Commission on Rights	1139.51	270.91
<b>Total</b>	<b>1146.18</b>	<b>278.75</b>

#### Footnote:

Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
Contract Prices	1146.18	278.75
Reduction towards variable consideration components	NIL	NIL
Recognised revenue	1146.18	278.75

### Note 16: Other Income

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>Interest Income</b>		
On Fixed Deposit with Banks	97.39	47.74
On Security Deposit	-	0.34
On Income Tax Refund/VAT Refund	-	10.74
On Loans and Advances	-	21.29
Rent Income	4.25	12.89
Miscellaneous Income	0.01	0.04
Property Tax Refund	-	9.97
Cessation of Liability	-	0.77
<b>Total</b>	<b>101.65</b>	<b>103.78</b>

### Note 17: Cost of production of Films/Web Series

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Writer Fees	4.50	7.75
Creative Producer Fees	-	20.00
Writing Story, Screenplay, Dialogues Fees	37.25	15.00
Production Expenses	81.88	253.37
Digital License Cost	199.84	-
Revenue Sharing Cost	26.96	-
<b>Cost of production of films/web series</b>	<b>350.44</b>	<b>296.12</b>

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### Note 18: Purchase of Stock-in-trade

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Purchases during the year	375.00	46.67
<b>Total</b>	<b>375.00</b>	<b>46.67</b>

#### Note 19: Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Opening Stock		
Owned Films/Song Rights	222.22	11.92
Trading Film Rights	126.50	140.50
Underproduction Film/Web Series/Songs	197.63	116.29
<b>Total</b>	<b>546.35</b>	<b>268.71</b>
<b>Less: Closing Stock</b>		
Owned Films/Song Rights	17.61	222.22
Trading Film Rights	326.34	126.50
Underproduction Film/Web Series/Songs	139.86	197.63
<b>Total</b>	<b>483.81</b>	<b>546.35</b>
<b>Changes in Inventories</b>	<b>62.54</b>	<b>(277.64)</b>

#### Note 20: Employee Benefits Expense

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Salaries and Wages	40.12	38.55
Contribution to Provident, Gratuity and Other Funds	3.04	2.90
Staff Welfare Expenses	0.18	4.33
<b>Total</b>	<b>43.34</b>	<b>45.78</b>

#### Note 21: Finance Cost

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Other Interest	0.11	0.43
Foreign Exchange	0.08	0.22
Bank Charges	0.07	0.22
<b>Total</b>	<b>0.26</b>	<b>0.87</b>

#### Note 22: Depreciation

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Depreciation on Property, Plant and Equipment	5.40	5.89
<b>Total</b>	<b>5.40</b>	<b>5.89</b>



**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

**Note 23: Other Expenses**

Particulars		Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>Operating Expenses</b>			
Electricity Expenses		3.27	3.49
Professional & Technical Fees		17.67	35.30
Studio Expenses		0.45	4.61
Negative Cleaning Expenses		0.45	-
<b>Sub-Total (A)</b>		<b>21.84</b>	<b>43.40</b>
<b>Selling and Distribution Expenses</b>			
Advertisement Expenses		1.15	1.69
Commission Expenses		-	1.30
Doubtful advances Written Off		25.00	-
Business Promotion/Marketing Expenses		43.96	36.90
Other Selling Expenses		2.50	2.08
Bad Debts written off-	0.59		
Less: Provision for doubtful debts	(0.59)	-	-
<b>Sub-Total (B)</b>		<b>72.61</b>	<b>41.97</b>
<b>Administrative Expenses</b>			
Communication Expenses		0.66	0.61
Directors Sitting Fees		5.50	3.60
Insurance Charges		0.26	0.35
Legal, profession & Consultancy Charges		9.52	7.77
Office Expenses		0.31	1.04
Postage & Telegram Expenses		0.23	0.25
Printing & Stationary		0.93	0.94
Rates & Taxes		0.72	13.29
Municipal Taxes		5.13	5.13
Repairs & Maintenance to Building		7.21	2.95
Repairs & Maintenance to Others		1.40	1.64
Listing Fee		3.25	3.00
Other Expenses		6.10	3.43
Travelling & Conveyance Expenses		0.52	0.46
Trademark Registration Fees		0.43	0.72
AGM Expenses		0.61	-
Payment to Auditors-			
Statutory Audit Fee		0.80	0.80
Tax Audit Fees		0.25	0.25
Other Matters		0.25	-
<b>Sub-Total (C)</b>		<b>44.08</b>	<b>46.23</b>
<b>Total (A+B+C)</b>		<b>138.53</b>	<b>131.60</b>

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### Note 24: Earning Per Share

The following reflects the profit and share data used in the basic and diluted EPS Computations:

Particulars	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Profit after tax for the year	197.42	102.21
Nominal value of equity shares (Rs. Per share)	1.00	1.00
Weighted Average number of equity shares outstanding at the end of the year	5,25,00,000	5,25,00,000
EPS-Basic and Diluted (Rs. Per Share)	0.376	0.195

#### 25. Contingent Liability

##### A. Maharashtra Value Added Tax:

Demand of Rs.2,853/- (including interest of Rs. 1,853/-) towards MVAT for the year 2013-14 raised by the Dy. Commissioner of Sales Tax, Mumbai on account of disallowance of input tax credit of Rs. 23,21,351/-. As per VAT return for the year 2013-14 filed by the Company there was a refund of Rs. 23,22,304/-, however due to disallowance of input tax credit of Rs. 23,21,351/- by the Dy. Commissioner of Sales Tax an amount of Rs. 1,000/- is determined as payable and with interest of Rs. 1853/- the total demand is of Rs. 2,853/-. The appeal filed by the Company before the Commissioner of Sales Tax, Mumbai against the said order of Dy. Commissioner of Sales Tax has been rejected by the Commissioner. The Company has now filed an appeal before the Sales Tax Appellate Tribunal and the Company is confident that the demand of Rs. 2,853/- will be withdrawn and there will be no liability towards the same. Further, the Company is confident of receiving refund against input tax credit of Rs. 23,21,351/- with interest thereon. In the mean time the Company has paid full amount of Rs. 2,853/- to the Sales Tax Department.

##### B. Service Tax

The Company had received show cause cum demand notice in respect of FY 2011-12 to 2014-15 for an amount of Rs. 7,64,70,058/- plus appropriate interest and penalty from Dy. Commissioner of Service Tax, Mumbai VI. The Company had replied to the said show cause cum demand notice and contested the said demand before the Commissioner of Service Tax, Mumbai VI. The Commissioner of Service Tax Mumbai VI has confirmed the said demand vide his order dated 28/02/2018 issued on 14/03/2018 and the Company has filed an appeal before CESTAT, Mumbai against the said order of the Commissioner of Service Tax and is confident that the said demand will be withdrawn as such the Company does not expect any liability on this account. The Company has deposited an amount of Rs. 57,35,255/- with the Service Tax Department at the time of filing the appeal before CESTAT.

Note: Considering the nature of disputes and dependency on decisions pending with various forums, it is not practicable for the Company to estimate the timing of cash outflows at this stage with respect to the above contingent liabilities.

#### 26. Remuneration to Directors

Remuneration paid during the year ended 31<sup>st</sup> March, 2024 to Chairman & Managing Director Rs. Nil (P.Y.- Nil). Remuneration paid to Whole Time Director during the year ended 31<sup>st</sup> March, 2024 Rs. 6.00 Lakhs (P.Y. – Rs. 5.00 Lakhs)

Sitting Fees paid to Non- Executive/ Independent Directors –

Remuneration	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
Sitting Fees	5.50	3.60

#### 27. Earnings and Expenditure in Foreign Currency

Particulars	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
Earning in Foreign Currency	27.24	70.52
<b>Expenditure in Foreign Currency</b>		
Purchase of Music Album	Nil	6.02





**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

28. In the opinion of the Board and to the best of their knowledge and belief, the value on realization of the Current Assets, Loans & Advances in the ordinary course of the business will not be less than the value stated in the Balance Sheet and provision for all known liabilities are adequate and not in excess of the amount reasonably required to be provided.

**29. Related Party Disclosure as per INDAS 24**

<b>A. List of Related Parties</b>			
<b>(a) Key Management Personnel (KMP)</b>			
(i)	Mr. Gordhan P. Tanwani Chairman & Managing Director		
(ii)	Mrs. Malavika A. Acharya Non-Executive Non-Independent Director		
(iii)	Mr. Santosh A Shah Non-Executive Independent Director (up to 31 <sup>st</sup> March, 2024)		
(iv)	Mr. Sanjiv L Hinduja Non-Executive Independent Director (up to 31 <sup>st</sup> March, 2024)		
(v)	Mr. Nikhil G. Tanwani Whole Time Director		
(vi)	Mr. Hasmukh Shah Non-Executive Independent Director (w.e.f. 1 <sup>st</sup> April, 2024)		
(vii)	Mr. Shekhar Mennon Non-Executive Independent Director (w.e.f. 1 <sup>st</sup> April, 2024)		
(viii)	Mr. Hemraj Chheda Non-Executive Independent Director (w.e.f. 1 <sup>st</sup> April, 2024)		
(ix)	Mr. Ajay D. Acharya Chief Financial Officer		
(x)	Mr. Naishadh H. Mankad Company Secretary		
<b>B. Relatives of Key Management Personnel</b>			
(i)	Mrs. Jyoti G. Tanwani Wife of Mr. Gordhan P. Tanwani & Mother of Mr. Nikhil G. Tanwani		
(ii)	Mr. Rahul G. Tanwani Son of Mr. Gordhan P. Tanwani & Brother of Mr. Nikhil G. Tanwani		
(iii)	Mr. Raju P. Tanwani Brother of Mr. Gordhan P. Tanwani		
<b>C. Other Related Parties (Companies/ Enterprises in which director or their relatives have significant influence)</b>			
(i)	Bhagwati Media Private Limited	(ii)	Graceland New Media LLP
(iii)	Bhagwati Holdings Private Limited	(iv)	M/s Baba Developers
(v)	M/s. Om Enterprises	(vi)	M/s. Baba Digital LLP
(vii)	M/s. Larry's Impex LLP	(viii)	M/s. Baba Films
(ix)	M/s. G.R.Pet Preform	(x)	M/s Threads & Homes
(xi)	M/s. Nikhil Plast	(xii)	M/s. Super Plast

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### A. Details of transaction during the period with related parties

(Rs. In Lakhs)

Nature of Transaction	KMP	Other Related Parties	Total
<b>Remuneration paid</b>			
(a)(v)	6.00		6.00
	(5.00)		(5.00)
(a)(ix)	14.40	-	14.40
	(14.40)		(14.40)
(a)(x)	9.90	-	9.90
	(9.90)		(9.90)
<b>Sitting Fee</b>			
(a) (ii)	1.70		1.70
	(1.20)		(1.20)
(a) (iii)	1.90	-	1.90
	(1.20)		(1.20)
(a) (iv)	1.90	-	1.90
	(1.20)		(1.20)
<b>Rent Income</b>			
(c)(vii)		4.25	4.25
		(12.89)	(12.89)
<b>Purchase-TV Serial Rights</b>			
(c)(ii)		375.00	375.00
		(46.67)	(46.67)
<b>Share of Advertising Income-IPR</b>			
(c)(ii)		38.29	38.29
		(71.87)	(71.87)
<b>Sale of Audio Rights – Income</b>			
(c)(ii)		500.00	500.00
		(--)	(--)
<b>Share of Advertising Expense-IPR</b>			
(c)(viii)		15.22	15.22
		(--)	(--)



**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

**B. Closing Balances**

(Rs. In Lakhs)

Nature of Transaction	KMP	Other Related Parties	Total
<b>Other Financial Liabilities (Non- Current)</b>			
(c) (vii)	–	–	–
	--	(5.33)	(5.33)
<b>Other Financial Liabilities (Current)</b>			
(c) (vii)	–	–	–
	--	(0.65)	(0.65)
<b>Other Current Liabilities</b>			
(a)(v)	0.35		0.35
	(0.35)		(0.35)
(a)(ix)	1.04		1.04
	(1.04)		(1.04)
(a)(x)	0.73		0.73
	(0.73)		(0.73)
<b>Other Financial Assets:</b>			
<b>Current</b>			
(c)(ii)		--	--
		(27.53)	(27.53)
<b>Trade Receivables</b>			
(c)(ii)		65.10	65.10
		(23.74)	(23.74)

**Footnotes :**

- 1) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2023: Rs. Nil). This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.
- 2) Above amounts are excluding GST wherever applicable.
- 3) Figures in brackets are as at March 31, 2023.

**30. Disclosure as per Regulation 34 (3) and 53 (f) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 (4) of the Companies Act, 2013.**

- a) Amount of Loans and advances in the nature of loans outstanding from subsidiaries and Associate Companies Rs. Nil (Previous Year Rs. Nil)
- b) Investment by Loanee in the shares of the Company- Not applicable (Previous Year Not applicable)
- c) Loans and Advances to Associate Companies/ firms in which Directors are Interested (excluding Subsidiary and Associate Companies): Rs Nil.

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

Details of Loan given, Investments made, Guarantees given and Securities provided during the year covered under Section 186 (4) of the Companies Act, 2013.

(i) Loan given during the year:

Particulars	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
Loan given during the year	Nil	Nil

(ii) Details Loan, Guarantee and Investments made during the year 2023-24.

(a) Loan Given

Name of Entity	Relation	Rs. In Lakhs	Particulars of Loan Guarantee and Investments	Purpose for which the loans, guarantee and Investments are proposed to be utilized
		Nil (Previous Year – Nil)		

(b) Investment made

Name of Entity	Relation	Rs. In Lakhs	Particulars of Loan Guarantee and Investments	Purpose for which the loans, guarantee and Investments are proposed to be utilized
		Nil (Previous Year – Nil)		

(c) Guarantees given and Securities provided by the Companies in respect of Loan

Name of Entity	Relation	Rs. In Lakhs	Particulars of Loan Guarantee and Investments	Purpose for which the loans, guarantee and Investments are proposed to be utilized
		Nil (Previous Year – Nil)		

### 31. Disclosures as per INDAS-19 Employee Benefits

(a) Defined Contribution Plan

The contributions to the Provident Fund of certain employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution. The Company recognized Rs. 0.70 Lakhs for year ended March 31, 2024. (Rs. 0.72 Lakhs for March 31, 2023) contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(b) Defined Benefit Plans

The Company provides for gratuity payable to qualifying employees as per the Payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The liability towards Gratuity is not funded.

During the year, the Company has recognised the following amounts in the statement of profit and loss:

Particulars	As at 31 <sup>st</sup> March, 2024 (Rs. In Lakhs)	As at 31 <sup>st</sup> March, 2023 (Rs. In Lakhs)
Employer's contribution to provident fund [refer footnote (I)]	0.70	0.72

Footnote:

(i) Included in "Contribution to provident, gratuity and other fund" (Note 20)

(ii) The Valuation results for the defined benefit gratuity plan as at 31-03-2024 are produced in the tables below:



**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

Amount recognized in respect of gratuity cost (defined benefit plan) is as follows:

Particulars	As at 31 <sup>st</sup> March, 2024 (Rs. In Lakhs)	As at 31 <sup>st</sup> March, 2023 (Rs. In Lakhs)
<b>Liability for employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the IND AS 19 the details of which are as follows:</b>		
<b>a) Gratuity</b>		
<b>Changes in present value of defined benefit obligations</b>		
Opening of defined benefit liability/ (asset)	21.29	18.14
Current service cost	1.31	1.20
Past service cost	–	–
Interest cost	1.04	0.98
Benefits paid	1.23	--
Re-measurement (gain) / loss (through OCI)	(1.13)	0.97
<b>Net liability</b>	<b>21.28</b>	<b>21.29</b>
Amounts in balance sheet		
Liability	21.28	21.29
Assets	–	–
<b>Net liability</b>	<b>21.28</b>	<b>21.29</b>
<b>Expenses to be recognised in the statement of profit &amp; loss</b>		
Current service cost	1.31	1.20
Interest on defined benefit obligation	1.04	0.98
Expected return on plan assets	–	–
Net actuarial losses/(gains) recognised in year	--	--
Total, included in "Employee benefit expense"	2.35	2.18
Actual return on plan assets	-	-
<b>Remeasurement of the net defined benefit liability/(asset):</b>		
Remeasurements- due to financial assumptions	0.15	(0.64)
Remeasurements- due to experience adjustments	(1.28)	1.61
<b>Total remeasurement in other comprehensive income</b>	<b>(1.13)</b>	<b>0.97</b>
<b>Principal actuarial assumptions (expressed as weighted averages)</b>		
Discount rate (p.a.)	7.20%	7.45%
Expected rate of return on assets (p.a.)	N.A.	N.A.
Salary escalation rate (p.a.)	8.00%	8.00%

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### Historical Information

Particulars	As at 31/03/2024	As at 31/03/2023	As at 31/03/2022	As at 31/03/2021	As at 31/03/2020
Present value of defined benefit obligation	21.28	21.29	18.14	17.00	15.43
Fair value of plan assets	NIL	NIL	NIL	NIL	NIL
Liability recognised	21.28	21.29	18.14	17.00	15.43

#### Maturity profile of defined benefit obligation:

Particulars	As at 31 <sup>st</sup> March, 2024 (Rs. In Lakhs)	As at 31 <sup>st</sup> March, 2023 (Rs. In Lakhs)
Within 1 year	18.32	14.75
1-2 years	–	–
2-3 years	–	–
3-4 years	–	–
4-5 years	–	–
5-10 years	–	–
More than 10 years	14.74	35.45
<b>Total</b>	<b>33.06</b>	<b>50.20</b>

#### Demographic assumptions:

##### Retirement Age:

The employees of the Company are assumed to retire at the age of 65 years.

##### Sensitivity Analysis

Particulars	As at 31 <sup>st</sup> March 2024		As at 31 <sup>st</sup> March 2023	
	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
Defined benefit obligation (DBO) on increase in 50 bps	20.98	21.61	20.65	21.99
Impact of increase in 50 bps on DBO (%)	(1.61)	1.78	(3.00)	3.32
Defined benefit obligation (DBO) on decrease in 50 bps	21.61	20.98	22.00	20.65
Impact of decrease in 50 bps on DBO (%)	1.80	(1.61)	3.35	(2.99)

### 32. Leases

A contract is, or contains a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a Lessee

The Company does not have any contract where the Company is a lessee of any asset.

#### Company as a Lessor

As on the date of these financial statements, the Company does not have any contract where the Company is a Lessor.



## Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

### 33. Financial Instruments and Risk Factors

#### (A) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, in the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk. The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price i.e. fair value of the consideration given or received.

#### Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Rs. in Lakhs)

Particulars	Carrying Amount			Total	Fair Value
	FVPTL	FVOCI	Amortised Cost		
<b>Financial Assets</b>					
Investments	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Trade Receivables	-	-	66.47	66.47	66.47
	(-)	(-)	(27.15)	(27.15)	(27.15)
Cash & Cash Equivalent	-	-	80.44	80.44	80.44
	(-)	(-)	(172.76)	(172.76)	(172.76)
Bank Balances other than above	-	-	1675.00	1675.00	1675.00
	(-)	(-)	(1027.41)	(1027.41)	(1027.41)
Other Financial Assets	-	-	63.96	63.96	63.96
	(-)	(-)	(181.62)	(181.62)	(181.62)
Financial Liabilities	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Other Financial Liabilities	-	-	156.16	156.16	156.16
	(-)	(-)	(30.10)	(30.10)	(30.10)
Trade Payable	-	-	53.98	53.98	53.98
	(-)	(-)	(16.49)	(16.49)	(16.49)

Previous Year figures are given in brackets.

The carrying value of trade receivables, cash and cash equivalents, other bank balances, current loans, trade payables and other financial assets and liabilities are considered to be the same as their fair values due to their short-term nature. The fair value of non-current financial assets is not materially different than its carrying value.

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in valuation technique. The hierarchy gives highest priority to quoted prices in active market for identical assets or liabilities (Level 1 measurement) and lowest priority to unobservable inputs (Level 3 measurement). The categories used are as follows:

Level – 1: Hierarchy includes financial instruments measured using quoted price. Mutual funds are valued at the closing NAV.

**Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024**

(All amount in Rupees Lakhs, unless otherwise stated)

Level – 2: The fair value of financial instruments that are not traded in an active market is determined using valuation technique which maximize the use of observable market data and rely as little as possible on entity – specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level – 2.

Level – 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level – 3.

**(B) Financial Risk Management**

The Company's business activities expose it to various risks viz: market risk, credit risk, liquidity risk. The Board of Directors of the Company has approved a risk management policy to address and mitigate the risks associated with the business of the Company. The Board of Directors of the Company regularly monitors and reviews the risks and takes actions to respond to and mitigate the risks.

Various sources of risks and their management in the financial statements is given below:

**Credit Risks**

Credit risk arises on account of credit exposure to customers, loans given to parties, security deposits given, deposits with banks and financial institution. The credit risk is assessed and managed on an ongoing basis. The Company uses its internal market intelligence while dealing with the customers and parties to whom loans are given. The Company manages the credit risk based on internal rating system. The Company has dealings only with nationalized and high rated private banks and financial institutions for its banking transactions and placement of deposits.

Default of a financial asset occurs when the counterparty fails to make contractual payment within 365 days of due date of payment. This definition of default is determined by considering the business environment in which the entity operates, ongoing business relationship with the counterpart and other macro – economic factors.

**Liquidity Risk Management**

Liquidity risk management involves management of the Company's short-, medium- and long-term fund requirement efficiently by maintaining sufficient cash and cash equivalent and availability of funding through adequate amount of committed credit facilities to meet the obligations when due. The management of the Company manages the liquidity risk by maintaining adequate surplus cash in short term deposits. The management regularly monitors the forecast of liquidity position and cash and cash equivalents on the basis of expected cash flows.

(Rs. in Lakhs)

Particulars	< 1 Year	1-5 Years	>5 Years	Total
Trade Payables	43.83	10.15	-	53.98
	(16.49)	(-)	(-)	(16.49)
Other Financial Liability	156.16	--	-	156.16
	(24.77)	(5.33)		(30.10)

**Market Risk**

Market risk can arise on account of fluctuation in future market prices which will impact the fair value or future cash flows of financial instruments. The fluctuation in market price can be in the form of Currency Risk, Interest Rate Risk or other price risk such as Equity Price Risk. The Company is not exposed to Currency Risk as it does not have any foreign exchange exposure. Similarly the Company does not have any equity price risk as it does not have any material investment in equity shares nor does the Company trade in any investment. The Company manages Interest Rate Risk on its loan exposures by controlling the exposure within acceptable parameters and at the same time getting optimum returns on its surplus funds.

**Foreign Currency Risk**

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where transaction references more than one currency or where assets/liabilities are denominated in currency other than functional currency of the entity. Considering the countries and economic development in which Company operates, its operations are subject to risks arising from fluctuations in exchange rate in those countries. The Company primarily is working in the local environment hence it is not exposed to major foreign currency risks.





## Notes to Financial Statement for the Year ended 31st March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

### 34. Capital Management

The objectives of capital management are:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for the other stakeholders and
- Maintain an optimal capital structure to reduce the cost of capital.

The Company does not have any exposure towards debt. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

### 35. Segment Information

The Company's Managing Director is the Chief Operating Decision Maker (CODM). Based on his examination of Company's performance from a product and geographical perspective he has identified following three business segments of the Company:

- Trading IPR of Film Rights
- Production & Distribution of Films & TV Serials
- Digital Media Content (P.Y.-Post Production Services)

The CODM uses a measure of profit & loss before tax to assess the performance of the operating segments. He also reviews the information about the segment revenue and assets on quarterly basis.

Particulars	Trading in IPR of Films		Production & Distribution of Films & TV Serials		Digital Media Content (Pr. Yr. Post Production Services)		Total	
	As at 31 <sup>st</sup> March		As at 31 <sup>st</sup> March		As at 31 <sup>st</sup> March		As at 31 <sup>st</sup> March	
	2024	2023	2024	2023	2024	2023	2024	2023
<b>Gross Revenue (including operating and other revenue)</b>								
External Revenue	405.09	58.41	-	-	734.41	212.50	1139.50	270.91
Intersegment Revenue	-	-	-	-	-	-	-	-
Total Gross Revenue	405.09	58.41	-	-	734.41	212.50	1139.50	270.91
<b>Segment Result</b>								
Segment Profit /(Loss)	27.45	(31.56)	(61.91)	(0.73)	282.37	135.44	247.91	103.15
Less: Interest Expense	-	-	-	-	-	-	(0.26)	(0.87)
Add: Interest/Other Income	-	-	-	-	-	-	24.67	30.97
<b>Profit Before Taxation</b>	-	-	-	-	-	-	272.32	133.25
Tax Expenses	-	-	-	-	-	-	(74.90)	(31.03)
<b>Profit for the Year</b>	-	-	-	-	-	-	197.42	102.21
<b>Other Information</b>								
Segment Assets	206.91	356.38	120.59	323.34	409.35	393.92	736.85	1073.64
Unallocable Assets	-	-	-	-	-	-	2066.07	1350.93
<b>Total Assets</b>	-	-	-	-	-	-	2802.92	2424.57
Segment Liabilities	-	6.74	-	0.11	218.14	35.83	218.14	42.68
Unallocable Liabilities	-	-	-	-	-	-	48.98	44.35
<b>Total Liabilities</b>	-	-	-	-	-	-	267.12	87.03
Capital Expenditure	-	-	-	-	-	-	2.25	0.11
Depreciation- Allocable Assets	2.11	1.23	-	-	-	-	2.11	1.23
Depreciation- Unallocable Assets	-	-	-	-	-	-	3.30	4.66

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

Geographical Revenue is allocated based on location of customer

Country	As at 31 <sup>st</sup> March, 2024 (Rs. In Lakhs)	As at 31 <sup>st</sup> March, 2023 (Rs. In Lakhs)
Singapore	--	58.33
Hongkong	26.54	12.18
United Kingdom	0.70	--
India	1118.94	208.24
<b>Total</b>	<b>1146.18</b>	<b>278.75</b>

All non-current assets of the Company are located in India.

#### Information of major customers

During the year as well as previous year, there were three customers with whom the company has earned turnover of more than 10% of its revenue (aggregating to Rs. 1,024.06 lakhs during CY and Rs. 164.04 Lakhs in PY).

#### 36. Additional regulatory information as required under Schedule III to the Companies Act, 2013

- The Company has not received any disclosure from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid or payable under this act are not stated in these financials.
- The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent In September 2020. The Code has been published In the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related Impact In the period the Code becomes effective.
- As per the MCA notification dated August 05, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain back-up of the books of account and other relevant books and papers in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create backup of accounts on servers physically located in India on a daily basis.

The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times and a backup is maintained on server physically located in India for back-up of books of account and other relevant books and papers, on a daily basis, pursuant to the amendment.

#### • Ratios:

(Rs. in Lakhs)

Particulars	Numerator	Denominator	31st March 2024	31st March 2023	Variance	Reasons change in ratio by 25%
Current ratio	Current Assets	Current Liability	9.83	33.32	-70.50%	Due to increase in current liabilities on account of provision for bills awaited.
Debt- equity ratio	Total Debt	Shareholders' Equity	Not applicable as the Company does not have any debt.	Not applicable as the Company does not have any debt.	-	
Debt service coverage ratio	Earnings available for debt service	Debt service	Not applicable as the Company does not have any debt.	Not applicable as the Company does not have any debt.	-	



Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(Rs. in Lakhs)

Particulars	Numerator	Denominator	31st March 2024	31st March 2023	Variance	Reasons change in ratio by 25%
Return on equity ratio	Net Profit after taxes	Average Shareholders' Equity	8.10%	4.47%	81.27%	Increase in revenue and consequent increase in profits.
Inventory Turnover Ratio	Cost of goods sold or sale	Average inventory	2.23	There was no turnover of inventory.	--	Not comparable since there was no turnover of inventory in the previous year
Trade receivable turnover ratio	Revenue	Average Trade Receivable	24.49	2.30	964.69%	Impact of increase in revenue and better recovery from customers
Trade payable turnover ratio	Purchases of services and other expenses	Average Trade payables	20.59	6.52	-70.60%	Impact of immediate payment to Creditors
Net capital turnover ratio	Revenue	Working Capital	0.52	0.15	249.90%	Impact of increase in revenue
Net profit ratio	Net Profit	Revenue	0.17	0.37	-52.77%	Impact of increase in direct cost
Return on capital employed	Earning before interest and taxes	Capital Employed*	10.68%	5.69%	87.53%	Impact of better utilisation of funds in income generating business.
Return on investment	Income generated from investments	Time weighted average investments	N.A.	N.A.	-	
*Capital employed = Tangible net worth +/- deferred tax						

## ANNUAL REPORT 2023-2024

### Notes to Financial Statement for the Year ended 31<sup>st</sup> March, 2024

(All amount in Rupees Lakhs, unless otherwise stated)

#### 37. Corporate Social Responsibility (CSR)

The Company does not meet the applicability threshold limit as prescribed under Section 135 of the Companies Act, 2013 and as such the Company was not required to spend any amount towards CSR.

#### 38. Other Statutory Information

- The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
  - The Company did not have any transactions with Companies struck off.
  - The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
  - The Company has not traded or invested in crypto currency or virtual currency during the respective financial years/period.
  - The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
    - ▶ Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
    - ▶ Provide any guarantee, security or like to or on behalf of the Ultimate Beneficiaries
  - The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
    - ▶ Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries)
    - ▶ Provide any guarantee, security or the like on the behalf of the Ultimate Beneficiaries,
  - The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provision of Income Tax Act, 1961).
  - The Company has not been declared willful defaulter by any bank or financial institution or other lender.
  - The Company does not have any scheme of arrangements which have been approved by the Competent Authority in terms of Section 230 to 237 of the Act.
  - The Company does not have any subsidiary and therefore provision regarding the number of layers prescribed under Section 2 (87) of the Act read with the Companies (Restriction on number of layers) Rules, 2017 is not applicable to the Company.
39. Previous year's figures have been regrouped/ rearranged wherever considered necessary.
40. The Notes referred to above form an integral part of Balance Sheet and Profit & Loss Account.

As per our report of even date  
**For M M Nissim & Co LLP**  
Chartered Accountants  
Firm Reg. No.: 107122W/W100672

**For and on behalf of Board of directors**

**Gordhan P. Tanwani**  
Chairman & Managing Director  
[DIN : 00040942]

**Hiren P. Muni**  
[Partner]  
Membership No. 142067

**Hasmukh Shah**  
[Director]  
[DIN 00150891]

**Shekhar Mennon**  
[Director]  
[DIN 02262964]

**Hemraj Chheda**  
[Director]  
[DIN 00119766]

**Nikhil Tanwani**  
Whole Time Director  
[DIN 01995127]

**Malavika Acharya**  
Director  
[DIN 07007469]

**Place: Mumbai**  
**Date: 21st May, 2024**

**Ajay Acharya**  
Chief Financial Officer

**Naishadh Mankad**  
Company Secretary & Compliance Officer

Form No. MGT-11

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN : L72200MH1999PLC119177  
Name of the Company : BABA ARTS LIMITED  
Registered Company : B & B4, Baba House, 86, M.V. Road, Andheri (E), Mumbai-400093  
Name of the member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Folio No./Client Id : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ equity shares of the above named company hereby appoint

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday the 18th September, 2024 at 11.30 a.m (IST) at Juhu Vile Parle Gymkhana Club, Activity Hall, Ground Floor, Opp: Juhu Bus Depot, Juhu, Mumbai 400049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
	<b>Ordinary Business-Ordinary Resolution</b>		
1	Consider and adopt the financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31st March, 2024.		
2.	Appointment of Mr. Gordhan P. Tanwani, a Director retiring by rotation		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2024

Signature of Shareholder

Signature of Proxy holder(s)



Affix Revenue Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**BABA ARTS LIMITED**

(CIN: L72200MH1999PLC119177)

Regd. Address: B1 & B4, Baba House, 86, M.V. Road, Andheri East, Mumbai-400093

Contact: 022 35996612 Website: www.babaartslimited.com Email: babaartslimited@yahoo.com, investors@babaartslimited.com

I hereby record my presence at the TWENTY FIFTH ANNUAL GENERAL MEETING of the company held at Juhu Vile Parle Gymkhana Club, Activity Hall, Ground Floor, Opp. Juhu Bus Depot, Juhu, Mumbai – 400049 on Wednesday, 18th September, 2024 at 11.30 a.m. (IST).

Full name of Member (IN BLOCK LETTERS) .....

Reg. Folio No./ Demat ID.....

No. of shares held.....

Full name of Proxy (IN BLOCK LETTERS) .....

Member's / Proxy Signature .....