

BABA ARTS LIMITED

3A, Valecha Chambers, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: 2673 3131 Fax : 2673 3375 email : babaartslimited@yahoo.com

CIN-L72200MH1999PLC119177 Website: www.babaartslimited.com

2nd January, 2019

The Listing Department
The BSE Limited
Dalal Street
Mumbai 400001

SCRIP CODE: 532380
SCRIP NAME : BABA

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

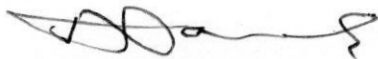
Dear Sir,

We enclose report under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizers Report (Results of E-Voting and Poll) for the Postal Ballot of our Company, BABA ARTS LIMITED, the results of which were declared on Wednesday the 2nd January, 2019 at 5.30 p.m.

Kindly acknowledge the receipt.

Thanking You,

Yours truly,
For **BABA ARTS LIMITED**



Naishadh H Mankad
Company Secretary



Encl: as below

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Voting Results for Postal Ballot (Including E-voting)

Sr. No.	Particulars	Details
1	Type of Meeting	Postal Ballot
2	Total number of shareholders on record date	2200
3	Record Date	16th November, 2018
4	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
5	No. of shareholders attended in the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable



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

1.	Date of Notice of Postal Ballot	13th November, 2018
2.	Record Date for reckoning voting rights	16th November, 2018
3.	Total number of shareholders on record date	2200
4.	Date of declaration of Postal Ballot Result	2nd January, 2019
5.	Whether Promoter / Promoter Group are interested in the Resolution	Yes
		Resolution No.1
6.	No. of Valid Postal Ballot Forms(Shares) received	
	Promoter and Promoter Group	Nil
	Public	6 (3,233)
	Public Institutional holders	Nil
7.	No. of Valid E-votes /(Shares)received	
	Promoter and Promoter Group	Nil
	Public	20 (31,31,234)
	Public Institutional holders	Nil



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Further the details of Postal Ballot voting results are given below

RESOLUTION : 1

Approval for buy-back of equity shares of the company through Tender Offer Route.

Kind of Resolution : Special Resolution

Mode of Voting : Postal Ballot & E-voting

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

Mode of Voting : Postal Ballot

Promoter and Promoter Group	4,43,64,875	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	1,56,53,425	3,233	0.0207	3,233	NIL	100	NIL
Total	6,00,18,300	3,233	0.0207	3,233		100	


Mode of Voting : E-Voting

Promoter and Promoter Group	4,43,64,875	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	1,56,53,425	30,31,234	19.3647	30,31,234	NIL	100	NIL
Total	6,00,18,300	30,31,234	19.3647	30,31,234		100	

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	10

For BABA ARTS LIMITED



Naishadh H. Mankad
Company Secretary



SCRUTINIZER'S REPORT

To,
Mr. Gordhan Tanwani
Chairman & Managing Director,
BABA Arts Limited
3A, Valecha Chambers,
New Link Road,
Andheri (West),
Mumbai – 400053.

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR SPECIAL RESOLUTION AS SET
OUT IN THE NOTICE DATED 13TH NOVEMBER, 2018 FOR POSTAL BALLOT.**

Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries ("firm") were appointed as the Scrutinizer by the Board of Directors of Baba Arts Limited ("the Company") at its Meeting held on 13th November, 2018, to scrutinize the Postal Ballot voting process (voting by Postal Ballot Form and e-voting) in connection with the subject matter.
2. I, CS Nrupang B. Dholakia, Designated Partner of the firm, submit my report as under.
 - 2.1 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Company at 3A, Valecha Chambers, New Link Road, Andheri (West), Mumbai - 400053.
 - 2.2 All Postal Ballot Forms, received up to the close of working hours i.e 5.00 p.m on 30th December, 2018, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.
 - 2.3 Envelopes containing Postal Ballot Forms received after 5.00 p.m on 30th December, 2018 were not considered for my scrutiny. These envelopes were not opened.
 - 2.4 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 30th December, 2018 at 5.00 p.m in my presence.
 - 2.5 Particulars of all the Postal Ballot Forms received from the members and the votes cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.
 - 2.6 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.

- 2.7 I have not found any defaced/mutilated Postal Ballot Form.
- 2.8 I have also received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited (CDSL)/(Agency) for providing and supervising electronic platform which was closed by CDSL on 30th December, 2018 at 5.00 p.m.
- 2.9 I am obligated under Section 110 of the Companies Act, 2013 and Rules framed thereunder to retain the Postal Ballot Forms till the time the minutes or proceedings are signed by you and till then, I will maintain the custody of the Postal Ballot Forms. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.
3. In accordance with the Basis of Acceptance (as per Annexure - I) and Basis of Rejection (as per Annexure - II), and on proper scrutiny of all the Ballot papers and electronic votes, I report the result of the Postal Ballot as under:

RESOLUTION NO 1 : APPROVAL FOR BUY-BACK OF EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER ROUTE.

(a) Details of Postal Ballot Forms received:

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
Total Number of Postal Ballot Forms Received	7	3,243
Less: Total Number of Invalid Postal Ballot Forms for this Resolution (Member have voted in e-voting and Physical Postal Ballot form)	1	10
Total Number of Valid Postal Ballot Forms for this Resolution	6	3,233



(b) Details of Voting by Electronic Mode, as received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
Total Votes received by electronic mode	20	30,31,234
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	20	30,31,234

(c) Combined Voting (Postal Ballot Forms and Electronic Mode):

Particulars	Aggregate of Physical Ballot Forms and Electronic Voting	No of Equity Shares of Re. 1 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	26	30,34,467	100
Assented to Resolution	26	30,34,467	100
Dissented to Resolution	NIL	NIL	NIL

4. You may accordingly declare the result of the voting by Postal Ballot.



CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 12884

Place : Mumbai

Date : 2nd January, 2019

"ANNEXURE-I"

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

1. Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form.
2. Assent or dissent has been given by any other mark for the special resolution, the voting has been considered.
3. Joint member(s) has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.
4. Member has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Member has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Member has voted for more than his actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MODE:

7. Member has voted only through e-voting i.e. electronic mode.



CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 12884

Place : Mumbai

Date : 2nd January, 2019

"ANNEXURE-II"

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Member has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot Form.
4. The specimen signature of the member is not available at the time of scrutiny of the Postal Ballot Form with the Registrar and Share Transfer Agent i.e. Universal Capital Securities Private Limited and consequently there is no way to verify the signature.
5. Member has put tick mark in both the column of assent and dissent without indicating number of shares.
6. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority is not attached with the Postal Ballot Form.
7. Member has signed the Postal Ballot Form in Pencil.
8. Signature not visible.
9. Member has signed in the Column for the purpose of Assent / Dissent.
10. Member has sent Scanned Copy of Postal Ballot Form via e-Mail.
11. Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.



B. VOTING THROUGH ELECTRONIC MODE:

12. Member has voted by Physical Ballot Form and e-Voting both, then voting done through valid e-Voting has been considered and Physical Postal Ballot has been treated as 'Invalid'.
13. Institutional Member (other than Individuals, HUF, NRI etc.) has not uploaded scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc.
14. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



Nrupang B.
CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 12884

Place : Mumbai

Date : 2nd January, 2019

