

Managing Partner
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

Designated Partner
CS Michelle Martin
B. Com, A.C.S, L.L.B

SCRUTINIZER'S REPORT

To,
The Chairman,
Baba Arts Limited,
Address: B1& B4, Baba House, 86, M.V. Road,
Andheri (East), Mumbai 400093

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR THE RESOLUTIONS AS SET OUT IN THE
NOTICE OF POSTAL BALLOT DATED OCTOBER 22, 2024**

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"), to scrutinize the Postal Ballot voting process (remote e-voting process only) in connection with the subject matter.
2. I, CS Nrupang B. Dholakia, Managing Partner of the firm, submit my report as under:
 - 2.1 The Company completed the despatch of Notice of Postal Ballot through electronic mode to the Members whose name appeared in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited and Central Depository Services (India) Limited ("the Depositories") as on the Cut-off date, Friday the November 22, 2024, and whose email IDs are registered with the Company/ Depositories.
 - 2.2 The electronic voting / remote e-voting commenced on Tuesday, December 3, 2024 at 9.00 a.m. (IST) and ends on Wednesday, January 1, 2025 at 5.00 p.m. (IST).
 - 2.3 I have received a complete record of votes cast by electronic mode from Link Intime India Private Limited, the agency engaged by the Company for providing the facility of remote e-voting to the members of the Company on January 1, 2025 which was closed by Link Intime India Private Limited on January 1, 2025 at 5.00 p.m. (IST). The electronic voting / remote e-voting result was unblocked at Mumbai from the website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in> on January 2, 2025.

Regd Office: A/302, Sarvodaya CHSL, Bldg No. 11, Nr. P.F. Office, Service Road, Khernagar, Bandra (E), Mumbai – 400051.
Tel No. +91 22 35501554. E-Mail: info@dholakia-associates.com LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR

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3. In accordance with the Basis of Acceptance and Basis of Rejection (as per **Annexure – I**), and on proper scrutiny of all votes cast by way of electronic voting / remote e-voting, I report the result of the Postal Ballot as under:

3.1. RESOLUTION NO. 1 –CHANGE IN DESIGNATION OF MR. NIKHIL G. TANWANI (DIN 01995127) FROM “WHOLE TIME DIRECTOR” TO “CHAIRMAN & MANAGING DIRECTOR” OF THE COMPANY, WITH EFFECT FROM NOVEMBER 1, 2024 FOR THE REMAINING PERIOD OF HIS TENURE OF DIRECTORSHIP I.E. UPTO MAY 31, 2027- SPECIAL RESOLUTION

(a) Details of voting by electronic mode / remote e-voting process, as received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No of Equity Shares of Re. 1/- each (Votes cast)
Total votes received by electronic mode / remote e-voting process	57	3,97,15,894
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	57	3,97,15,894

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(b) Details of e-voting:

Particulars	Electronic Voting / Remote e-voting process	No of Equity Shares of Re. 1 each (Votes cast)	% of Valid Votes Received
Total valid electronic votes / remote e-voting process received for this Resolution	57	3,97,15,894	100
Assented to Resolution	57	3,97,15,894	100
Dissented to Resolution	NIL	NIL	NIL

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

CS Nrupang B. Dholakia
Managing Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 C. P. No. 12884

ICSI Unique Code: P2014MH034700
Peer Review Certificate No: 2404/2022
ICSI UDIN: F010032F003548677
Place: Mumbai
Date: January 2, 2025

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“ANNEXURE – I”

I. BASIS OF ACCEPTANCE

1. Member has voted through remote e-voting / electronic mode during the period commencing from 9.00 a.m. (IST) on Tuesday, December 3, 2024 and ending at 5.00 p.m. (IST) on Wednesday, January 1, 2025.
2. Members whose names are appearing in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, November 22, 2024, being the cut-off date.

II. BASIS OF REJECTION

1. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent by email at scrutinizer@dholakia-associates.com or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc.
2. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

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(Company Secretaries)
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