



## BABA ARTS LIMITED

(CIN: L72200MH1999PLC119177)

**Regd. Address:** 3A, Valecha Chambers, New Link Road, Andheri (West), Mumbai-400053

**Tel No.** 2673 3131; **Fax:** 2673 3375; **Email:** babaartslimited@yahoo.com, investors@babaartslimited.com **Website:** www.babaartslimited.com

### POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr.No.:

1. Name and registered address of the sole/first member/Beneficial Owner	:	
2. Name(s) of Joint Member(s), if any:	:	
3. *DP ID & Client ID No. or Registered Folio No. (*Applicable to members holding shares in demat form)	:	
4. No. of Equity Share(s) held	:	

5. I/We hereby exercise my/our vote in respect of the Special Resolutions as proposed to be passed by means of Postal Ballot for the business stated in the Notice issued by the Company dated July 29, 2017 by sending my/ our assent or dissent to the said resolutions by placing tick (✓) mark at the appropriate box below:

Brief Particulars of the Item	No. of equity shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
<b>Item No. 1</b> Special Resolution under Section 68 of the Companies Act, 2013, authorizing the Board of Directors for buy-back of up to 1,74,00,000 (One Crore Seventy Four Lacs) Equity Shares of the face value of ₹ 1/- per share representing 22.48% of the total number of equity shares in the paid up capital of the Company, from all equity shareholders, on a proportionate basis through "Tender Offer" route as prescribed under the SEBI (Buy Back of Securities) Regulations, 1998, at a maximum price of ₹ 3/- per equity share aggregating to ₹ 5,22,00,000/- (Rupees Five Crore Twenty Two Lac Only).			
<b>Item No. 2</b> Special Resolution under Section 186 of the Companies Act, 2013 authorising the Board of Directors to give loan, provide guarantee, to give security and to acquire securities up to a maximum limit of ₹ 200 Crore.			

Place:

Date:

\_\_\_\_\_  
Signature of the Member / Power of Attorney Holder

### ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
August 3, 2017 at 10.00 A.M	September 1, 2017 at 5.00 P.M

#### Note:

- If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- Please read the instructions printed overleaf carefully before filling this Form and for E-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is September 1, 2017 up to 5.00 p.m.

## INSTRUCTIONS

### Please read the following instructions carefully:

1. A member desiring to exercise his/her vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage prepaid self-addressed envelope. Postal Ballot Form deposited in person or sent by post or courier at the expense of the Member will also be accepted. It is however clarified that those shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot form is dispatched to the Scrutinizer.
2. A shareholder may convey his/ her/ its assent/ dissent /abstain in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the shareholder must be accorded by placing a tick mark (√) in the appropriate column.
3. The self addressed pre-paid envelope bears name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The postal ballot form should be completed and signed by the members (as per specimen signature registered with the Company or furnished by NSDL/CDSL) in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this form must be completed and signed by the first named member and in his/her absence, by the next named member.
5. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be treated as final and binding.
6. The Postal Ballot Form duly completed should reach the Scrutinizer not later than 5.00 p.m. (IST) on September 1, 2017. Postal Ballot Form received after this date will be treated as if the reply from the shareholder has not been received.
7. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
8. A member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrar & Transfer Agents :  
Universal Capital Securities Pvt. Ltd.  
21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai 400093  
Phone: 022 28366620, Fax: 022 28211996  
Email: baba@unisec.in
9. The Postal Ballot shall not be exercised by a proxy.
10. Members are requested to fill the postal ballot form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
11. Voting rights shall be reckoned on the paid up value of the equity shares registered in the names of the members / list of beneficial owners received from NSDL/CDSL on the cut off date i.e. Friday the July 28, 2017.
12. The Company has appointed the Company Secretary as the person responsible for the entire postal ballot voting process
13. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of the Postal Ballot Form will be treated as final.
15. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
16. The results of the voting will be declared on or before September 4, 2017 at 5.30 p.m. at the Registered Office of the Company. The results declared along with scrutinizer's report shall be placed on Company website [www.babaartslimited.com](http://www.babaartslimited.com) and on the website of CDSL and communicated to BSE Limited where the shares of the Company are listed. The results will also be displayed at the Registered Office of the Company.