

process, the Company's Broker may also process the orders received from the Shareholders. The contact details of the Company's Broker are as follows:



Ventura Securities Limited

Address: 8th, Floor, Tower B, I Think Techno Campus, Behind Viviana Mall, Off. Pokhran Road No.2, Thane (W), Pin Code 400607, Maharashtra
Contact Person: Mr. D. P. Singh; **Email:** compliance@ventura1.com
Tel: 022-67547000 **Fax:** 022-25498580

Website: www.ventura1.com

The Company will request BSE Limited to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Shareholders who wish to tender Equity Shares in the Buyback. BSE Limited would be the Designated Stock Exchange for this Buyback.

During the tendering period, the order for selling Equity Shares will be placed by eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The stock brokers can enter orders for demat shares as well as physical shares.

13. Procedure to be followed by Shareholders holding Equity Shares in the dematerialised form:

Shareholders who desire to tender their Equity Shares in the dematerialized form under Buyback would have to do so through their respective Seller Member by indicating to them the details of Equity Shares they intend to tender under the Buyback.

The Seller Member would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. ("Clearing Corporation") for the transfer of the Equity Shares to the special account of the Clearing Corporation specifically created for the purpose of Buyback ("Special Account"). This shall be validated at the time of order/bid entry.

The details of the Special Account of Clearing Corporation shall be informed in the offer opening Circular that will be issued by BSE Limited or Clearing Corporation. For Custodian Participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.

Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

14. Procedure to be followed by Registered Shareholders holding Equity Shares in the Physical form:

Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder's PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

Based on these documents, the concerned Seller Member shall place the bid on behalf of Shareholders holding Equity Shares in physical form using the Acquisition Window of BSE Limited. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

The Seller Member/Shareholder has to deliver the original share certificate(s) & documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the Registrar to the Buy Back (at the address mentioned at paragraph 18 below or the collection centres of the Registrar to the Buy Back, details of which will be included in the Letter of Offer) within 2 (two) days of bidding by Seller Member. The envelope should be superscribed as "Baba Arts Buyback Offer 2017". One copy of the TRS will be retained by the Registrar to the Buy Back and it will provide acknowledgement of the same to the Seller Member/Shareholder.

Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. Registrar to the Buy Back will verify such bids based on the documents submitted on a daily basis and till such time BSE Limited shall display such bids as 'Unconfirmed Physical Bids'. Once, Registrar to the Buy Back confirms the bids it will be treated as 'Confirmed Bids'

Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

The cumulative quantity tendered shall be made available on the website of BSE Limited- www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

15. Method of settlement

Upon finalization of the basis of acceptance as per Buy-back Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Seller Member will receive funds payout in their settlement bank account.
- The Equity Shares bought back in the demat form would be transferred directly to the demat account of the Company (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.
- Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to the Selling Member by Clearing Corporation in payout. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buy Back.
- The Seller Member would issue contract note & pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.

16. The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

17. Investor service centre and compliance officer

The Company has designated Shri. N.H.Mankad as the Compliance Officer for the Buyback. The contact details of Shri. N.H. Mankad are as given below

Name:	Shri. N.H.Mankad
Designation:	Company Secretary & Compliance Officer
Address:	Baba Arts Limited, 3A, Valecha Chambers, New Link Road, Andheri (West), Mumbai 400053
Email:	babaartslimited@yahoo.com, investors@babaartslimited.com
Contact:	Tel: 022 26733131, Fax: 022 26733375

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 am & 5 pm on all working days, at the above mentioned address.

18. Registrar to the Buyback

The Company has appointed **Universal Capital Securities Pvt. Ltd.** as the Registrars to the Buyback. Their contact details are as under

UCS **Universal Capital Securities Pvt. Ltd.**
21, Shakil Niwas, Mahakali Caves Rd.
Andheri (E), Mumbai 400093
Contact Person: Mr. Ravi Utekar
Phone: 022 28207203; **Email:** deva@unisec.in

In case of any query, the Shareholders may contact the Registrar, from Monday to Friday between 10 am & 5 pm on all working days at the above mentioned address.

19. Manager to the buyback

The Company has appointed **Keynote Corporate Services Limited** as Manager to the Buyback. Their contact details are as under

KEYNOTE

Keynote Corporate Services Limited,
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028;
Tel: +91-22-30266000-3; **Fax:** +91-22- 3026 6088;
E-mail: mbd@keynoteindia.net; **Website:** www.keynoteindia.net;

Contact Person: Ms. Saili Sonawane ;
SEBI Registration No.: INM C00003606; **AMBI No.:** AMBI/ 040

In case of any query, the Shareholders may contact the Manager to the offer, from Monday to Friday between 10 am & 5 pm at the above mentioned address.

20. Directors' responsibility statement

In terms of Regulation 19(1)(a) of the Buy-Back Regulations, the Board of Directors of the Company accept responsibility for all the information contained in this Public Announcement.

By order of the Board
For Baba Arts Limited

Sd/-
N.H.Mankad
Company Secretary

Place: Mumbai
Date: September 04, 2017