

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

Email:investors@babaartslimited.com

23rd April, 2015

To,
General Manager
The Department of Corporate Services (CRD)
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

SCRIP CODE : 532380

Dear Sir,

Subject: Submission of details regarding the voting results of Postal Ballot under Clause 35A of Listing Agreement

We wish to inform you that the results in respect of three (3) special resolutions proposed to be passed by way of Postal Ballot in terms of the notice for passing of resolution by postal ballot dated 12th February, 2015 were declared on 23rd April, 2015.

As per the Scrutinizer's Report dated 22nd April, 2015 submitted by Mr. Bhumitra V. Dholakia, the three special resolutions as detailed hereunder were declared as duly passed by the requisite majority:

1. Special Resolution for Alteration of Main Objects and Ancillary Objects and Deletion of the Other Objects of Memorandum of Association of the Company.
2. Special Resolution, under Section 180(1)(a) of the Companies Act, 2013 authorizing Board of Directors to mortgage and/or create any charge on immovable and/or movable properties of the Company.
3. Special Resolution, under Section 181 of the Companies Act, 2013 authorizing to the Board of Directors to give Donation.

Pursuant to clause 35A of the Listing Agreement with BSE Ltd., the details of voting results in the specified format is enclosed.

Kindly take the same in your record.

Thanking you,
For Baba Arts Limited


Naishadh H. Mankad
Company Secretary



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Details of voting results as per clause 35A of Listing Agreement

1.	Date of Notice of Postal Ballot	12 th February, 2015		
2.	Record Date for reckoning voting rights	27 th February, 2015		
3.	Total number of shareholders on record date	1946		
4.	Date of declaration of Postal Ballot Result	23 rd April, 2015		
5.	No. of Valid Postal Ballot Forms received	Resolution No. 1	Resolution No.2	Resolution No.3
	Promoter and Promoter Group	1	1	1
	Public	5	5	5
	Public Institutional holders	--	--	--
6.	No. of Valid E-votes received	Resolution No. 1	Resolution No.2	Resolution No.3
	Promoter and Promoter Group	2	2	2
	Public	13	13	13
	Public Institutional holders	--	--	--

Further the details of Postal Ballot voting results are given below

RESOLUTION : 1							
Alteration of Main Objects and Ancillary Objects and Deletion of the Other Objects of Memorandum of Association of the Company.							
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	63310486	8000	0.01	8000	NIL	100	NIL
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	39889514	7300	0.02	7300	NIL	100	NIL
Total	103200000	15300	0.03	15300	NIL	100	NIL
Mode of Voting : E-Voting							
Promoter and Promoter Group	63310486	63302486	99.99	63302486	NIL	100	NIL
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	39889514	2607900	6.54	2607900	NIL	100	NIL
Total	103200000	65910386	63.87	65910386	NIL	100	NIL

Percentage of votes cast in favour: 63.90%

Percentage of votes cast against : NIL



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RESOLUTION : 2

Under Section 180(1)(a) of the Companies Act, 2013 authorizing Board of Directors to mortgage and/or create any charge on immovable and/or movable properties of the Company

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	63310486	8000	0.01	8000	NIL	100	NIL
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	39889514	7300	0.02	7300	NIL	100	NIL
Total	103200000	15300	0.03	15300	NIL	100	NIL

Mode of Voting : E-Voting

Promoter and Promoter Group	63310486	63302486	99.99	63302486	NIL	100	NIL
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	39889514	2607900	6.54	2607900	NIL	100	NIL
Total	103200000	65910386	63.87	65910386	NIL	100	NIL

Percentage of votes cast in favour: 63.90%

Percentage of votes cast against : NIL



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RESOLUTION : 3

Under Section 181 of the Companies Act, 2013 authorizing to the Board of Directors to give Donation.

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	63310486	8000	0.01	8000	NIL	100	NIL
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	39889514	7300	0.02	7300	NIL	100	NIL
Total	103200000	15300	0.03	15300	NIL	100	NIL

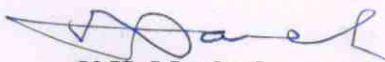
Mode of Voting : E-Voting

Promoter and Promoter Group	63310486	63302486	99.99	63302486	NIL	100	NIL
Public-Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-others	39889514	2607900	6.54	2607900	NIL	100	NIL
Total	103200000	65910386	63.87	65910386	NIL	100	NIL

Percentage of votes cast in favour: 63.90%

Percentage of votes cast against : NIL

For Baba Arts Limited



N.H. Mankad
Company Secretary



1.Scrutinizer's Report

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 RESOLUTIONS AS SET
OUT IN THE NOTICE DATED 12TH FEBRUARY, 2015 FOR POSTAL BALLOT**

Dear Sir,

1. I have been appointed as a Scrutinizer by the Board of Directors of BABA Arts Limited ("the Company") in their Meeting held on 12th February, 2015 for conducting the Postal Ballot process in connection with the above referred matter.
2. I submit my report as under:
 - 2.1 The Company completed the despatch of Notice of Postal Ballot along with the Postal Ballot Forms and self – addressed stamped envelopes through Registered Post / E-mail on 11th March, 2015 through Registrar and Share Transfer Agent i.e. M/s. Universal Capital Securities Private Limited to the Members, whose names appeared on the Register of Members/List of Beneficiaries as on 27th February, 2015.
 - 2.2 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.
 - 2.3 All Postal Ballot Forms, received up to the close of working hours (1800 hours) on 20th April, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.

Scrutinizer's Report – BABA Arts Limited - 2015



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- 2.4 Envelopes containing Postal Ballot Forms received after 1800 hours on 20th April, 2015 were not considered for my scrutiny. These envelopes were not opened.
- 2.5 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 20th April, 2015 after 1800 hours in the presence of my authorised representative.
- 2.6 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.
- 2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.
- 2.8 I have not found any defaced/mutilated Postal Ballot Form.
- 2.9 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 on 20th April, 2015 which was closed by CDSL on 20th April, 2015 at 1800 hours.
- 2.10 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:



A. RESOLUTION NO. 1 – ALTERATION OF MAIN OBJECTS AND ANCILLARY OBJECTS AND DELETION OF THE OTHER OBJECTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

(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	15,750
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	1	450
Total Number of Valid Postal Ballot Forms for this Resolution	6	15,300

(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	15	6,59,10,386
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	15	6,59,10,386

(c) Details of Voting:

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	21	6,59,25,686	100.00
Assented to Resolution	21	6,59,25,686	100.00
Dissented to Resolution	NIL	NIL	NIL



B. RESOLUTION NO. 2 – AUTHORIZING BOARD OF DIRECTORS TO MORTGAGE AND/OR CREATE ANY CHARGE ON IMMOVABLE AND/OR MOVABLE PROPERTIES OF THE COMPANY.

(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	15,750
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	1	450
Total Number of Valid Postal Ballot Forms for this Resolution	6	15,300

(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	15	6,59,10,386
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	15	6,59,10,386

(c) Details of Voting:

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	21	6,59,25,686	100.00
Assented to Resolution	21	6,59,25,686	100.00
Dissented to Resolution	NIL	NIL	NIL



C. RESOLUTION NO. 3 – AUTHORIZING TO THE BOARD OF DIRECTORS TO GIVE DONATION.

(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	15,750
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	1	450
Total Number of Valid Postal Ballot Forms for this Resolution	6	15,300

(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	15	6,59,10,386
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	15	6,59,10,386

(c) Details of Voting:

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	21	6,59,25,686	100.00
Assented to Resolution	21	6,59,25,686	100.00
Dissented to Resolution	NIL	NIL	NIL



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



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

Place : Mumbai

Date : 22nd April, 2015

"ANNEXURE-I"BASIS OF ACCEPTANCEA. PHYSICAL BALLOT FORM:

1. Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form downloaded from the Website of the Company i.e. www.babaartslimited.com.
2. Assent or dissent has been given by any other mark for a 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.
7. Member has voted validly for any one or more out of the three resolutions, then voting done for that resolution(s) have been considered Valid and the rest have been rejected.

B. VOTING THROUGH ELECTRONIC MODE:

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



[Signature]
CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

Place : Mumbai
Date : 22nd April, 2015

"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. M/s. 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. Member has sent a Photocopy of the Postal Ballot Form.
7. 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 together with attested specimen signatures of the duly authorised signatory is not attached with the Postal Ballot Form.
8. Member has signed the Postal Ballot Form in Pencil.
9. Signature not visible.
10. Member has signed in the Column for the purpose of Assent / Dissent.
11. Member has sent Scanned Copy of Postal Ballot Form via E-Mail.
12. 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.
13. Member has voted validly for any one or more out of the three resolutions, then voting done for that resolution(s) have been considered Valid and the rest have been rejected.
14. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.



B. VOTING THROUGH ELECTRONIC MODE:

15. Member has voted by Physical Ballot Form and e-Voting both, then voting done through valid Physical Postal Ballot Form has been considered and e-Voting has been treated as 'Invalid'.
16. 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. together with attested specimen signatures of the duly authorised signatory.
17. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

Place : Mumbai
Date : 22nd April, 2015

"ANNEXURE-III"REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.**A. RESOLUTION NO. 1 - ALTERATION OF MAIN OBJECTS AND ANCILLARY OBJECTS AND DELETION OF THE OTHER OBJECTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Re. 1/- each)
<u>PHYSICAL BALLOT FORM:</u>			
1.	Signature not tallied	1	450
2.	Forms found in Mutilated form	NIL	NIL
<u>TOTAL</u>		1	450

B. RESOLUTION NO. 2 - AUTHORIZING BOARD OF DIRECTORS TO MORTGAGE AND/OR CREATE ANY CHARGE ON IMMOVABLE AND/OR MOVABLE PROPERTIES OF THE COMPANY.

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Re. 1/- each)
<u>PHYSICAL BALLOT FORM:</u>			
1.	Signature not tallied	1	450
2.	Forms found in Mutilated form	NIL	NIL
<u>TOTAL</u>		1	450



C. RESOLUTION NO. 3 - AUTHORIZING TO THE BOARD OF DIRECTORS TO GIVE DONATION.

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Re. 1/- each)
<u>PHYSICAL BALLOT FORM:</u>			
1.	Signature not tallied	1	450
2.	Forms found in Mutilated form	NIL	NIL
<u>TOTAL</u>		1	450

Place : Mumbai

Date : 22nd April, 2015



[Handwritten Signature]
 CS Bhumitra V. Dholakia
 Designated Partner
 Dholakia & Associates LLP
 (Company Secretaries)
 C. P. No. 507