BABA ARTS LIMITED

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For The Attention Of The Shareholders/beneficial Owners Of Equity Shares Of Baba Arts Limited

This Public Announcement (the "Public Announcement") is being made pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the "Buy-back Regulations") and subsequent amendments, if any and contains the disclosures as specified in Part A of Schedule II of the Buy-back Regulations. OFFER FOR BUYBACK OF UPTO 2,58,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1/- (RUPEE ONE ONLY) EACH ("EQUITY SHARES") AT A PRICE OF ₹3/- (RUPEES THREE ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS. 1. The Buyback Offer

The Board of Directors of Baba Arts Limited ("the Company") at its meeting held on April 20, 2016 approved the proposal for maximum Buy Back of upto 2,58,00,000 fully paid-up equity shares of ₹ 1/- (Rupee One Only) each at a maximum price of ₹ 3/- (Rupees Three Only) per equity share for a total consideration not exceeding ₹7,74,00,000/- (Rupes Seven Crore Seventy Four Lakhs Only) which is 24.70% of the paid up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2015 (hereinafter referred to as "the Buy Back"), through "Tender Offer" route pursuant to relevant provisions of Memorandum of Association and Article 63 of the Articles of Association of the Company and in accordance with Section 68 and all other applicable provisions of Companies Act, 2013 (hereinafter referred to as "the Act") and Securities and Exchange Board of India (Buy Back of Securities) Regulations 1998 ("the Buy-back Regulations").

The Board of Directors at their meeting approved the Postal Ballot Notice dated April 20, 2016 ("Postal Ballot Notice"), to seek the approval of the Shareholders of the Company for the Buyback, through a Special Resolution.

The Shareholders of the Company approved the Buyback of the Company's fully paid-up Equity Shares from the existing shareholders/beneficial owners, on a proportionate basis, through the tender offer process pursuant to Article no. 63 of the Articles of Association of the Company and in accordance with provisions of the Companies Act and the Buy-back Regulations, by way of a Special Resolution, through the postal ballot ("Postal Ballot"), the results of which were announced on June 02, 2016 ("Shareholders' Approval"). As per the authority given by the shareholders through their postal ballot resolution, the Board of Directors of the Company in its meeting held on June 02, 2016 has fixed the final price at which the buy back will be made at ₹3/- (Rupees Three Only) per share. The Buyback Price per Equity Share and the Buyback Size do not include transaction costs including brokerage costs, securities transaction taxes, service tax, and stamp duty ("Transaction Costs"). The Buyback is subject to receipt of approvals of statutory, regulatory or governmental authorities, if any, as may be required under applicable laws including the Securities and Exchange Board of India ("SEB"), and the stock exchange on which the Equity Shares are listed, namely, BSE Limited ("BSE"/"Stock Exchange").

The Buyback shall be undertaken on a proportionate basis from the Shareholders as of June 10, 2016 through the tender offer process prescribed under Regulation 4(1)(a) of the Buy-Back Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 ("SEBI Circular").

In terms of the Buy-back Regulations, under tender offer route, the promoter and promoter group have the option to participate in the Buyback. In this regard, promoter / promoter group have informed the Company vide letter dated April 20, 2016, their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in clause 8 of this announcement.

The Buyback Offer price of ₹ 3/- (Rupees Three Only) per Equity Share represents

i) a premium of 35% over the average of the weekly high and low of the volume weighted average price of the Equity Shares on the BSE for 26 weeks preceding the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback:

and

weighted average price of the Equity Shares on the BSE for 2 weeks preceding the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback.

The aggregate paid-up equity share capital and free reserves of the Company as on March 31, 2015 was ₹ 3133.90 Lac and under the provisions of the Act, the funds to be deployed for Buyback shall not exceed 25% of the paid-up capital and free reserves of the Company under shareholder approval route. Accordingly, the maximum amount that can be utilised in the present Buyback is ₹ 783.47 Lac. The aggregate amount proposed to be utilised for the Buyback is 774.00 Lakh, which is 24.70% of the paid up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2015.

Further, under the Act, the number of equity shares that can be bought back during the financial year shall not exceed 25% of the paid-up equity shares of the Company. Accordingly, the number of equity shares that can be bought back during the financial year cannot exceed 2.58.00.000 equity shares being 25% of 10.32.00.000 equity shares of face value of ₹ 1/- each. Since the Company proposes to buyback up to 2,58,00,000 equity shares, the same is within the aforesaid limit of 25%.

Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the promoter and promoter group in the Company may increase over the existing 67.83% holding in the total equity capital and voting rights of the Company. The promoter and promoter group of the Company are already in control over the Company and therefore such further increase in voting rights of the promoter group will not result in any change in control over the Company.

In terms of the Buyback Regulations, under the Tender Offer route, Shri. Gordhan P. Tanwani and Shri. Pravin J. Karia, the Promoters of the Company have the option to participate in the Buyback. In this regard, Shri Gordhan P. Tanwani has expressed his intention vide letter dated April 20, 2016, to participate in the Buyback and offer up to 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares or any such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback. In order to be in compliance with 10(4)(C) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the promoter director i.e. Shri, Gordhan P. Tanwani did not participate in the board meeting held on April 20, 2016 for approval of buyback. Further, the Promoters also did not participate in the postal ballot process for approval of buy-back.

A copy of this Public Announcement is expected to be available on the Securities and Exchange Board of India ("SEBI") website www.sebi.gov.in during the period of the Buyback

2. Necessity for the buy-back:

The Company has accumulated substantial cash reserves out of the operations in the past. The Company doesn't have any expansion plans/new projects to be undertaken in near future and neither it has any debt to be repaid. The Company wishes to return the portion of the cash to the shareholders and propose to utilize the cash reserve to buyback its equity shares. It is also observed that the equity shares of Company are infrequently traded on the Stock Exchange limiting the opportunity for the shareholders to buy and sel equity shares. The buyback of equity shares shall also provide an opportunity to shareholders to offer their equity shares to the Company resulting in improve financial ratios and maximization of overall shareholders' value. The buy-back is a more efficient form of distributing surplus cash to the equity shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:

The buy-back gives an option to the equity shareholders to either participate in the buyback and receive cash in lieu of Equity Shares accepted under the buy-back or not participate in the buy-back and enjoy a resultant increase in their percentage shareholding in the Company post the buy-back:

ii. The buy-back would help in improving certain key financial ratios of the Company; iii. The buy-back, which is being implemented through the Tender Offer route as prescribed under the Buy-back Regulations, would involve a reservation for small shareholders as defined in the Buy-back Regulations. As defined in the Buy-back Regulations, a "small shareholder" is a shareholder who holds equity shares having market value of not more than ₹ 2,00,000 (Rupees Two Lakhs only) as on the Record Date on the basis of closing price on the recognized stock exchange i.e. BSE Limited in which highest trading volume in respect of such equity shares.

held by the respective shareholder on the Record Date and the ratio of the buy-back applicable in the category to which such shareholder belongs.

The participation of the equity shareholders of the Company in the buy-back will be voluntary. Equity shareholders may also tender a part of their entitlement. Equity shareholders also have the option of tendering additional shares (over and above their entitlement) and their application for such additional shares would be considered in case there is a shortfall created due to non-participation of some other equity shareholders. If the buy-back entitlement for any shareholder is not a whole number, then the fractional entitlement shall be rounded off to the next higher integer for computation of buy-back entitlement to tender equity shares in the buy-back. Adjustment for excess resulting from such rounding off would be made in the entitlement of entities belonging to promoter.

Detailed instructions for participation in the buy-back as well as the relevant Schedule of Activities will be included in the Letter of Offer which will be sent in due course to the equity shareholders as on the Record Date.

The buy-back from non-resident members. Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as are required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any

7. Aggregate shareholding of the Promoters, the directors of the Promoter companies holding shares in the Company and of Persons who are in control of the Company as on the date of this Public Announcement:

The aggregate shareholding of promoters who are in control of the Company

Sr. No.	Name of the Shareholders	No. of Shares Held	Percentage (%)		
1	Shri Gordhan P Tanwani	6,99,96,587	67.83		
2	Shri Pravin J Karia	8,000	0.007		
None of the directors and key managerial personnel of the Company hold any equity shares in the Company except for the following:					
Sr. Shareholding of each Directors & each No. of Shares Percentage (%)					

No.	Key Managerial Personnel	Held	
1	Shri Sanjiv Hinduja - Director	8,000	0.007
2	Smt. Malavika Acharya Jtly. With	19,00,000	1.84

Shri Aiav A Acharva - Director 61 600 0.059 3 Shri N.H. Mankad - Company Secretary No equity shares have been purchased or sold by any member of the Promoter Promoter Group, directors and key managerial personnel of the Company during the

period of six months preceding the date of the Board Meeting at which the buy-back was approved till the date of this Public Announcement. 8. Intention of the Promoters and Promoters Group of the Company to tender

equity shares for buy-back:

In terms of the Buyback Regulations, under the Tender Offer route, Shri. Gordhan P. Tanwani and Shri. Pravin J. Karia, the Promoters of the Company have the option to participate in the Buyback. In this regard, Shri Gordhan P. Tanwani has expressed his intention vide letter dated 20th April, 2016, to participate in the Buyback and offer up to 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares or any such lower number of shares as required in compliance with the Buyback Regulations/ferms of the Buyback. In order to be in compliance with 10(4)(C) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 the promoter director i.e. Shri, Gordhan P. Tanwani did not articipate in the board meeting held on April 20, 2016 for approval of buyback. Further, the Promoters also did not participate in the postal ballot process for approval of buy-back.

Details of the date and price of acquisition of the equity shares held by Shri. Gordhan P. Tanwani who intends to tender his equity shares are set-out below. Shri. Pravin J. Karia does not intend to tender any equity shares under the buyback offer

ides not inte	end to tender any et	fully shales u	idel tile buyba	CK UIIEI.	24.02.2014	500	11
Date	No. of shares	Nominal	Issue	Consideration	25.02.2014	62	1
Duto				Consideration	26.02.2014	9,600	1
	acquired/(sold)	value (In <)	Price (in <)		04.03.2014	10,000	1
.08.2003	5.800	10	4.00	Open Offer	07.02.2014		
08 2003	1600,000	10		Open Offer - Acquisition of	07.03.2014	4,250	1
.08.2003 .08.2003			2.50		11.03.2014	1,053	1
.00.2003	2400,000	10	2.50	equity shares under	12.03.2014	169	1
.08.2003	1100,010	10	2.50		19.03.2014	3,085	1
.03.2004	(47,680)	10	14.72	Open Market	21.03.2014	4,605	1
.03.2004	(73,150)	10	14.06	Open Market	24.03.2014	1,27,901	1
.03.2004	(73,832)	10	14.05	Open Market	25.03.2014	03 375	1
.11.2004	20.000	10	11.75	Open Market	26.03.2014	93,375 1,42,265	1
.11.2004	10,000	10	12.00	Open Market			
.11.2004	15.000	10	11.75	Open Market	10.04.2014	15,700	1
					11.04.2014	9,926	1
.11.2004	17,000	10	12.14	Open Market	15.04.2014	5,104	1
.11.2004	28,300	10	12.82	Open Market	16.04.2014	1,996	1
.11.2004	17,400	10	12.52	Open Market	17.04.2014	3	1
.11.2004	12,385	10	12.13	Open Market	28.04.2014	500	1
.11.2004	5,000	10	12.25	Open Market	29.04.2014	1,900	1
.12.2004	16,830	10	11.43	Open Market	30.04.2014	4,600	1
.12.2004	6,941	10	11.80	Open Market	05.05.2014	4,000	1
.12.2004	18,200	10	11.78	Open Market	05.05.2014		
.12.2004	10,200		11.86		06.05.2014	8,500	1
.12.2004	25,000	10		Open Market	11.06.2014	50,000	1
.02.2005	33,300	10	8.81	Open Market	25.06.2014	9,500	1
.02.2005	22,200	10	9.06	Open Market	23.07.2014	36,000	1
.02.2005	26,900	10	8.96	Open Market	24.07.2014	2,01,618	1
.02.2005	1,600	10	8.96	Open Market	25.07.2014	1,59,825	1
.02.2005	20,300	10	9.06	Open Market	08.08.2014	(4,33,808)	1
.02.2005	27,849	10	10.55	Open Market	11.08.2014		1
.02.2005	44,750	10	11.18	Open Market		(21,508)	
.02.2005	40,000	10	11.57	Open Market	12.08.2014	(5,70,001)	1
				Open Market	13.08.2014	(2,50,000)	1
.02.2005	42,013	10	11.30	Open Market	14.08.2014	(2,00,000)	1
.02.2005	40,402	10	11.31	Open Market	18.08.2014	(95,872)	1
Reduct	ion of face value f	rom ₹ 10/- to	₹ 4/- per equ	ity share as approved by	27.08.2014	(500)	1
	Bombay High	n Court vide it	s order dated	11-02-2005.	03.09.2014	(10,166)	1
.09.2005	45,500	4	19.39	Open Market	09.09.2014	(8)	1
.09.2005	25,941	4	20.50	Open Market	10.09.2014	(315)	1
.09.2005	53,000	4	20.60	Open Market	12.09.2014	(14,818)	1
.06.2006	(38,991)	4	24.82	Open Market		(31.003)	1
.06.2006	(25,000)	4	22.42	Open Market	15.09.2014		
.06.2006	(7,178)	4	21.51		16.09.2014	(11,422)	1
				Open Market	23.03.2015	2,53,994	1
.06.2006	(17,500)	4	19.95	Open Market	24.03.2015	4,34,171	1
.06.2006	(2,000)	4	18.42	Open Market	25.03.2015	3,75,000	1
.06.2006	(70,700)	4	17.20	Open Market	26.03.2015	3,81,594	1
.06.2006	(12,500)	4	17.00	Open Market	27.03.2015	5,82,399	1
.06.2006	(24,008)	4	16.67	Open Market	06.04.2015	4,38,249	1
06 2006	(22,850)	4	17.10	Open Market	07.04.2015	5,38,978	1
.06.2006	(25,042)	4	16.88	Open Market	08.04.2015	3,02,175	1
.06.2006	(36,050)	4	17.64	Open Market			
.06.2006	(65,000)	4	17.40	Open Market	09.04.2015	2,82,300	1
		4		Open Market	10.04.2015	4,98,576	1
.06.2006	(17,330)		17.77	Open Market	13.04.2015	2,00,000	1
.06.2006	(67,067)	4	18.49	Open Market	15.04.2015	2,47,210	1
.11.2006	(11,500)	4	26.91	Open Market	16.04.2015	2,38,671	1
.11.2006	(48,000)	4	22.80	Open Market	17.04.2015	1,98,530	1
.11.2006	(40,500)	4	23.06	Open Market	20.04.2015	5,638	1
.11.2006	(29,278)	4	23.75	Open Market	21.04.2015	2,497	1
.11.2006	(40.000)	4	23.91	Open Market	24.04.2015	419	1
.11.2006	(30,721)	4	23.11	Open Market	27.04.2015		1
.09.2007	(2,15,000)	4	50.47	Open Market	27.04.2015	32,400	
.02.2007	(70,000)	4	27.14		28.04.2015	5,01,300	1
				Open Market	29.04.2015	4,80,000	1
.02.2008	(88,804)	4	29.25	Open Market	30.04.2015	7,00,000	1
.02.2008	(21,940)	4	27.21	Open Market	26.05.2015	51,50,757	1
.06.2008	6,00,000	4	44.00	Conversion of Warrants	Total	6,99,96,587	
.07.2008	1,00,000	4	44.00	Conversion of Warrants		ares intended to I	be tendered
.07.2008	2,00,000	4	44.00	Conversion of Warrants			
00 2000	10 520	1	44.00	Conversion of Warrante	9 No Defa	aults.	

its state of affairs, be rendered insolvent within a period of 1 year from the date of

passing of the board resolution. This report has been prepared for and only for the Company and is in reference to proposed buy-back of Equity Shares in pursuance of the provisions of the Act and the Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

Thanking You Yours faithfully

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Close Out

7.92 3.15 7.95 7.88 7.99 5.87

6.00 6.00

7.48 5.04

5.23 5.00

3.23 3.85 5.41

6.00 6.00 6.37 6.48 6.38

5.65 6.05

5.75 5.75 5.75 5.75 6.00 6.15 6.27 6.10 5.99 5.93

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6.80 6.71 7.00 6.98 7.00

5.20 5.41 5.5

5.3 5.5 5.2 5.1 5.0

6.50

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48,076 37,039 16,624

4,698

<u>305</u> 3,411

2.80

7,50

2,28

68 41,00

2,46

2,322 8,463 8,578 9,319 2,552 936 1,67

2.38

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80 16,55 12,00 50,00 16,35 10,63

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For Prakkash Muni & Associates

Chartered Accountants Firm Registration No.111792W

Sd/-

Open Market Prakkash R Muni-PARTNER Open Market Open Market Open Market Open Market Membership No.030544

Date:20th April, 2016

The Board of Directors of the Company at the meeting held on May 24, 2016 approved the Financial Results of the Company for the Financial Year 2015-16. As per the Audited Financials of the Company, for the Financial Year 2015-16, the Paid-up equity share capital of the Company is Rs. 1032 lakh, Reserves & Surplus of Rs. 2106.29 lakh and a Networth of Rs. 3138.29 Lakh.

12. Process and methodology for buyback

The Buyback is open to all Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialized form on the Record Date.

The Buyback shall be implemented using the "Mechanism for acquisition of shares horough Stock Exchange "notified by SEBI Circular ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buy-back Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

For implementation of the Buyback, the Company has appointed Prabhudas Lilladher Private Limited as the registered broker to the Company (the "Company's Broker") to facilitate time process of tendering of Equity Shares through Stock Exchange Mechanism for the Buyback as described under point no 13. In the tendering 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:

Prabhudas Prabhudas Lilladher Private Limited

3rd Floor, Sadhana House, 570, P. B. Marg, Behind Mahindra Tower, Worli, Mumbai - 400 018

Contact Person: Mr. Vikas Vaid; Email: vikasvaid@plindia.com Tel: +91 22 66322222; Fax: +91 22 66322229; Website: www.plindia.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 nder 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 norma 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 ing Corporation specifically created for the purpose of Buyback ("Special "). This shall be validated at the time of order/bid entry. e Clea Account").

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 order sy casted in participant. The value 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 resolutionspecimen 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 o 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 2016". 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 wil 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 til 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'

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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

Total

(ii) a premium of 47.32 % over the average of the weekly high and low of the volume

3. Maximum amount required under the buy-back & its percentage of the total paid-up capital and free reserves and the sources of funds from which the buyback would be financed:

The maximum amount required under the buy-back will be ₹ 7 74 00 000 (Rupees Seven Crore Seventy Four Lakhs Only) which is 24.70% of the aggregate of equity share capital and free reserves of the Company as per the audited accounts of the Company for the financial year ended March 31, 2015. The buy-back would be financed out of current surplus and / or cash and cash equivalents and / or internal accruals of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet. The Company confirms that as required under Section 63(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid up equity share capital and free reserves after the Buyback

4. Maximum buy-back price and the basis of arriving at the Maximum buy-back price:

The maximum buy-back price of ₹ 3/- (Rupees Three Only) per share has been arrived at after considering various factors such as Book Value of the Company as on March 31, 2015 and volume weighted average prices of the equity shares of the Company on BSE Ltd. where the equity shares of the Company are listed. The maximum buy-back price of ₹ 3/- (Rupees Three Only) per equity share represents a premium of 35% over the average of the weekly high and low of the volume weighted average price of the Company's equity shares on BSE Ltd. for 26 weeks preceding the date of interaction to the Stock Exchange regarding the Board Meeting to consider the proposal of the buy-back and 47.32 % over the average of the weekly high and low of the volume weighted average prices of the Company's equity shares for 2 weeks preceding the date of intimation to the Stock Exchange regarding the Board Meeting to consider the proposal of the buy-back.

Shri Gordhan P. Tanwani, one of the Promoter of the Company intends to offer up to a maximum of 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares or such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback and to maintain minimum public shareholding.

The Promoter/Promoter Group of the company i.e. Shri Gordhan P Tanwani and Shri Pravin J. Karia (hereinafter referred as Promoters), hold 7,00,04,587 (Seven Crore Four Thousand Five Hundred Eighty Seven) equity shares as on the date of passing of board resolution and the promoters have not done any transaction in the equity shares of the company during the period of six months preceding the date of the Board Meeting at which the buy-back was approved till the date of this public announcement.

Maximum number of shares that the Company proposes to buy-back and the time limit for completing the buy-back:

The Company proposes to buy-back a maximum of 2,58,00,000 (Two Crore Fifty Eight Lakh) equity shares of face value of ₹ 1/-. The buy-back is proposed to be completed within 12 months from the date of passing the special resolution approving the proposed buy-back.

6. Record Date and Shareholders entitlement:

The buy-back shall be on a proportionate basis from the equity shareholders / beneficial owners of the equity shares of the Company through the "Tender Offer" route, as prescribed under the Buy-back Regulations.

As required under the Buy-back Regulations, the Company has fixed June 10, 2016 as the Record Date (Record Date) for the purpose of determining the entitlement and the names of the Shareholders, who will be eligible to participate in the Buyback.

In due course, the equity shareholder as on the Record Date will receive a Letter of Offen along with a Tender / Offer Form indicating the entitlement of the equity shareholder for participating in the buy-back. The equity shares to be bought back as part of the buy-back s divided in two categories:

- Reserved category for small shareholders, and
- General category for all other shareholders.

In accordance with Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the maximum number of equity shares which the Company proposes to buy-back or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this buy-back. On the basis of the holding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholder to tender their shares in the buy-back. This entitlement for each shareholder will be calculated based on the number of equity shares

5.2000	49,000	4	44.00	Conversion of warrants	
	54,49,530				
	Post Stock S	nlit from ₹ 4/	- to ₹ 1/- ner (equity share	

	Post Stock Split f	rom ₹ 4/-	- to ₹ 1/- per	equity share
Op. Balance	2,17,98,120 (4,62,850)	1	N.A.	-
11.01.2010	(4,62,850)	1	12.17	Open Market
12.01.2010 13.01.2010	(4,33,475) (4,91,932) (4,36,736)	1	11.97	Open Market
13.01.2010 14.01.2010 15.01.2010 15.03.2010 04.10.2010 01.12.2011 02.12.2011 05.12.2011 07.12.2011 08.12.2011 09.12.2011	(4,91,932)	1	12.00	Open Market
14.01.2010	(4,36,736)	1	12.18 12.42	Open Market
15.01.2010	(2,84,151)	1	12.42	Open Market
15.03.2010	50,27,024	1		Inter Se transfer by way of gift.
26.03.2010	16,00,000	1		Inter Se transfer by way of gift.
04.10.2010	2,63,16,000	1		Bonus in the ratio of 1:1
01.12.2011	49,378	1	7.99	Open Market
02.12.2011	42,105	1	8.00	Open Market
05.12.2011	38,100	1	8.00	Open Market
07.12.2011	34,800	1	7.78	Open Market
08.12.2011	40,731	1	7.30	Open Market
	44,305	1	7.32	Open Market
12 12 2011	41,485	1	7.36	Open Market
12.12.2011 13.12.2011	57,945	1	7 19	Open Market
14.12.2011 23.03.2012	50,988	1	7.27	Open Market
23.03.2012	2,00,117	1	7.49	Open Market
26.03.2012	29,383	1	7.30	Open Market
27.03.2012	54,237	1	7.50	Open Market
27.03.2012	1,41,475	1	7.58	Open Market
28.03.2012	78,949	1	8.53	
29.03.2012 02.04.2012	56,196	1		Open Market
03.04.2012		1	9.00	Open Market
03.04.2012	62,228	1	9.00	Open Market
04.04.2012	51,000		9.00	Open Market
09.04.2012	60,000	1	9.00	Open Market
10.04.2012	72,000	1	9.00	Open Market
$\begin{array}{c} 10.04.2012\\ 11.04.2012\\ 12.04.2012\\ 13.04.2012\\ 17.04.2012\\ 17.04.2012\\ 17.04.2012\\ 19.04.2012\\ 20.04.2012\\ 23.04.2012\\ 23.04.2012\\ 24.04.2012\\ 25.04.2012\\ 25.04.2012\\ 27.04.2012\\ 27.04.2012\\ \end{array}$	61,600	1	8.50	Open Market
12.04.2012	27,110	1	8.50	Open Market
13.04.2012	1,14,316	1	8.00	Open Market
16.04.2012	1,23,859	1	8.00	Open Market
17.04.2012	1,06,960	1	7.78	Open Market
18.04.2012	58,026	1	7.77	Open Market
19.04.2012	1,44,708	1	7.50	Open Market
20.04.2012	43,756	1	7.50	Open Market
23.04.2012	80,520	1	7.77 7.50 7.50 7.50	Open Market
24.04.2012	1,00,300 58,026 1,44,708 43,756 80,520 1,15,990 77,500 1,59,899 1,66,572	1	1.47	Open Market
25.04.2012	77,500	1	7.49	Open Market
26.04.2012	1,59,899	1	7.17	Open Market
27.04.2012	1,00,572	1	7.50	Open Market
28.04.2012	690	1	7.50	Open Market
30.04.2012	1,78,100	1	7.50	Open Market
02.05.2012	1,56,245	1	7 43	Open Market
03.05.2012	1,72,640	1	7.22	Open Market
04.05.2012	1,35,084	1	7.17	Open Market
10.09.2012	1,85,000	1	6.33	Open Market
11.09.2012	1,43,998	1	6.53	Open Market
12.09.2012	1,27,278	1	6.82	Open Market
13.09.2012	1,41,261	1	6.73	Open Market
14.09.2012	1,87,608	1	6.91	Open Market
08.10.2012	1,30,964	1	5.82	Open Market
09.10.2012	1,54,309	1	6.28	Open Market
11.10.2012	3,00,000	1	6.09	Open Market
12.10.2012	2,02,041	1	6.17	Open Market
29.10.2012	1,75,000	1	5.98	Open Market
27.11.2012	13,500	1	5.95	Open Market
29.11.2012	30,000	1	6.05	Open Market
30.11.2012	28,208	1	6.19	Open Market
03 12 2012				
03.12.2012	601	1	6.07	Open Market
04.12.2012 05.12.2012 06.12.2012	23,160	1	6.49	Open Market
06.12.2012	824	1	6.29	Open Market
07.12.2012	6,765	1	6.46	Open Market
07.12.2012	36,000	1	6.60	Open Market
12.12.2012	80,000	1	6.69	Open Market
18.12.2012	3,013	1	6.10 6.20 6.76	Open Market
24.12.2012	5	1	6.20	Open Market
26.12.2012	6,020	1	6.76	Open Market
12.12.2012 12.12.2012 18.12.2012 24.12.2012 26.12.2012 27.12.2012	4,557 1,700	1	6.82	Open Market
31.12.2012	1,700	1	6.70	Open Market
01.01.2013	743	1	6.80	Open Market
02.01.2013	1,899	1	6.44	Open Market
02.01.2013 03.01.2013 07.01.2013	1,761	1	6.89	Open Market
07.01.2013	3,150	1	6.97	Open Market

The Company confirms that there are no defaults made or subsisting in the repayment of deposite/interest thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of term loans / interest thereon to any financial institution or banks.

10. Confirmation that the Board of Directors have made full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after buy-back will continue to be able to meet its liabilities and will not be rendered insolvent:

The Board of Directors of the Company have made full enquiry into the affairs and prospects of the Company and have formed the opinion that:

- a. Immediately following the date of convening of the Board Meeting at which the buy back of the Company's equity shares is approved and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts.
- b. as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the year immediately following the date on which the results of the Postal Ballot will be declared approving the buy-back, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be.
- c. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act

11. The text of the Report dated 20th April, 2016 received from Prakkash Muni & Associates, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below

The Board of Directors

BABA ARTS LIMITED 3A Valecha Chambers New Link Road Andheri (West) Mumbai-400053

Dear Sirs

Proposed Buy-Back of Equity Shares

In connection with the proposal of the Company to buy back its equity shares as approved by the Board of Directors in its meeting held on April 20, 2016, in pursuance of the provisions of section 68 of the Companies Act, 2013 (Act) and the Securities & Exchange Board of India (Buy Back of Securities) Regulations 1998, as amended, (SEBI Buyback Regulations, and based on the information and explanations given to us which were to the best of our knowledge and belief necessary for this purpose, we report that

- We have examined the audited financial statements of the Company for the year ended March 31, 2015 & inquired into the state of affairs of the Company.
- 2. In our opinion the amount of maximum permissible capital payment (including premium) towards the proposed buyback of equity shares as computed in the table below is properly determined in accordance with sec. 68(2)(c) of the act.

-	Particulars as on March 31, 2015	Rs. (in I	_akhs)
	Paid up Share Capital of face value Re 1 each	-	1032.00
1	Free Reserves:		
	a) Securities Premium Account	718.43	
	b) General Reserves	110.00	
-	c) Profit & Loss Account	1273.47	
-	Total Free Reserves		2101.90
	Total Paid Up Capital & Free Reserves		3133.90
	Maximum amount permissible for Buy-back under section 68 of		783.47
1	the act i.e.25% of the total paid up capital and free reserves with		
1	the shareholders approval		
	Maximum amount permitted by Board Resolution dated April 20,		774.00
	2016 approving buyback, subject to shareholder approval based		
	on audited financial statement for the year ended March 31, 2015		

The above calculations / workings of this limits and the proposed buy back of equity 3. shares of the Company is subject to the Company complying with terms of the Companies Act, 2013 and subsequent amendment thereto and / or any other rules and regulations prescribed and in force for the time being

The Board of Directors in their meeting held on 20th April, 2016 have formed their 4. opinion, as specified in clause (x) of Part A of Schedule II of SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to

- 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 acceptance/rejection will be returned back 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 fo brokerage) that may be leviced by the Selier 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. 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 manne 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	
Phone:	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 Services Pvt. Ltd as the Registrars to the Buyback. Their contact details are as under

Universal Capital Services Pvt. Ltd.

Universal Capital Services 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 unde

ΚΕΥΝΟΤΕ

Keynote Corporate Services Limited, The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028; Tel: +91-22-30266000-3; Fax: +91-22-30266088;

E-mail: mbd@keynoteindia.net; Website: www.keynoteindia.net;

Contact Person: Mr. Janardhan Wagle / Ms. Saili Sonawane;

SEBI Registration No.: INM 000003606; 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

Place: Mumbai

Date: June 04, 2016

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