

BABA ARTS LIMITED

(CIN: L72200MH1999PLC119177)

Registered office: 3A, Valecha Chambers, New Link Road, Andheri (West), Mumbai – 400 053

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POST BUY-BACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF BABA ARTS LIMITED

This post buy-back public advertisement ("Advertisement") is made pursuant to the regulation 24(vi) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 for the time being in force including any statutory modifications and amendments from time to time ("Buy-back Regulations"). This Advertisement should be read in conjunction with the Public Announcement published on January 4, 2019 ("PA") and the Letter of Offer dated January 28, 2019 (the "Letter of Offer") issued in connection with the buyback of fully paid-up equity shares of ₹ 1/- (Rupee One Only) each ("Equity Shares") of Baba Arts Limited (the "Company"), through the tender offer process using nationwide electronic trading terminal of BSE Limited ("BSE"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUY BACK

1.1. The Company had announced the buyback of up to 75,18,300 (Seventy Five Lakhs Eighteen Thousand Three Hundred) fully paid equity shares of face value of ₹ 1/- (Rupee One Only) each from all the existing shareholders/ beneficial owners of Equity Shares as on record date (i.e. January 15, 2019), on a proportionate basis, through the "Tender Offer" route at price of ₹ 4.50/- (Rupees Four and Fifty Paise Only) per equity share payable in cash, for an aggregate amount of ₹ 3,38,32,350/- (Rupees Three Crore Thirty Eight Lakhs Thirty Two Thousand Three Hundred and Fifty Only) ("Buyback Offer Size") ("Buyback"). The Buyback Offer Size was 24.17% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2018.

1.2. The Company adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended by "Streamlining the process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting of Securities" notified by SEBI vide circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 ("SEBI Circular").

1.3. The Tendering Period for the Buyback Offer opened on Friday, February 08, 2019 and closed on Friday, February 22, 2019.

2. DETAILS OF BUY BACK

2.1. 75,18,300 (Seventy Five Lakhs Eighteen Thousand Three Hundred) Equity Shares were bought back under the Buyback, at a price of ₹ 4.50/- (Rupees Four and Fifty Paise Only) per Equity Share.

2.2. The total amount utilized in the Buyback was ₹ 3,38,32,350/- (Rupees Three Crore Thirty Eight Lakhs Thirty Two Thousand Three Hundred and Fifty Only) excluding transaction costs such as securities transaction tax, GST, stamp duty, filing fees, public announcement expenses, advisor's fees, brokerage, printing and dispatch expenses and other incidental and related expenses.

2.3. The Registrar to the Buyback Offer i.e. Universal Capital Securities Private Limited ("the Registrar to the Buyback Offer") considered 83 valid bids for 80,95,288 (Eighty Lakhs Ninety Five Thousand Two Hundred and Eighty Eight) Equity Shares in response to the Buyback, resulting in the subscription of approximately 1.08 times the maximum number of Shares proposed to be bought back. 3 bids representing 50,300 shares were rejected. The details of the valid applications considered by the Registrar are as follows:

Sr. No.	Particulars	No. of Valid Bids	Number of Equity Shares Validly Tendered	Number of Equity Shares Accepted	Number of equity shares returned
1.	Small shareholder Category	71	5,27,315	5,27,315	Nil
2.	General shareholder Category	12	75,67,973	69,90,985	5,76,988
	Total Valid	83	80,95,288	75,18,300	5,76,988

2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 19 of the Letter of Offer. The communication of acceptance/ rejection has been dispatched by the Registrar to the Buyback to respective Shareholders, on March 6, 2019.

2.5. The settlement of all valid bids was completed by the Clearing Corporation / BSE Limited on March 6, 2019. Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If Shareholder's bank account details were not available or if the funds transfer instruction were rejected by Reserve Bank of India/ Bank, due to any reason, then such funds were transferred to the concerned Shareholder Brokers/ Custodians for onward transfer to their respective shareholders.

2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on March 6, 2019. The unaccepted demat Equity Shares were returned to respective Eligible Sellers by Clearing Corporation/ BSE Limited on March 6, 2019.

2.7. The extinguishment of 75,18,300 Equity Shares accepted under the buyback comprising of 75,17,100 equity shares in dematerialised form and 1,200 equity shares in physical form are currently under process and shall be completed on or before March 13, 2019. (being the last date of extinguishment, in terms of the schedule mentioned in the Letter of Offer).

2.8. The Company and its directors accept full responsibility for the information contained in this Post Buyback Announcement and accept the responsibility for the obligations of the Company laid down, under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1. The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares have a face value of ₹1/- each)

Category of Shareholders	Pre-Buyback		Post-Buyback	
	No. of Equity Shares	Amount (₹ in Lakhs)	No. of Equity Shares	Amount (₹ in Lakhs)
Authorised Equity Capital	30,00,00,000	3,000.00	30,00,00,000	3,000.00
Issued, Subscribed and Paid-up Capital	6,00,18,300	600.18	5,25,00,000	525.00

3.2. Details of the Shareholders/ beneficial owners from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares Accepted as a % of total Equity Shares bought back	Equity Shares accepted as % of Total Post buy back Equity Shares
1	Gordhan P. Tanwani	51,56,875	68.59	9.82
2	Tejpal Ambalal Shah	9,80,400	13.04	1.87
3	Rita Tejpal Shah	4,86,431	6.47	0.93
4	Amit Ashok Thawani	77,654	1.03	0.15
5	Bhagwati Hemraj Chheda	75,846	1.01	0.14

3.3. The shareholding pattern of the Company pre Buyback (as on January 15, 2019, the Record Date) and post Buyback, is as under:

Category of Shareholder	Pre Buyback Shareholding		Post Buyback Shareholding#	
	Number of equity shares	% to the existing Equity Share capital	Number of equity shares	% to post Buyback Equity Share capital
Promoter and persons acting in concert (collectively "the Promoters")	4,43,64,875	73.92	3,92,08,000	74.68
Foreign Investors (Including Non- Resident Indians, Indian FII's, Foreign Mutual Funds)	1,48,674	0.25		
Financial Institutions/Banks, NBFCs & Mutual Funds promoted by Banks/ Institutions	--	--	1,32,92,000	25.32
Others (Public, Public Bodies Corporate, etc)	1,55,04,751	25.83		
Total	6,00,18,300	100.00	5,25,00,000	100.00

#Subject to extinguishment of 75,18,300 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

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. Pooja Sanghvi / Mr. Akhil Mohod;

SEBI Registration No.: INM 000003606

5. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Advertisement or any other information advertisement, circular, brochure, publicity material which may be issued and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of BABA ARTS LIMITED

Sd/-
Gordhan P. Tanwani
Chairman & Managing Director
DIN: 00040942

Sd/-
Santosh A. Shah
Director
DIN: 01259840

Sd/-
N. H. Mankad
Company Secretary & Compliance officer
Mem. No. ACS 2996

Date: March 8, 2019

Place: Mumbai