

BABA ARTS LIMITED

3A, Valecha Chambers, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: 2673 3131 Fax : 2673 3375

email : babaartslimited@yahoo.com / investors@babaartslimited.com

CIN-L72200MH1999PLC119177 Website: www.babaartslimited.com

26th August, 2021

The Corporate Relationship Department

The BSE Limited

1st Floor, Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai-400 001

SCRIP CODE: 532380

SCRIP NAME: BABA

Subject: Notice of the 22nd Annual General Meeting ("22nd AGM") of the Company as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed the Notice and Explanatory Statement of the 22nd AGM of the Company to be held on Wednesday the 22nd September, 2021 at 11.30 a.m. (IST) through Video Conferencing/Other Audio-Visual Means.

The Integrated Annual Report containing the Notice is also uploaded on the Website of the Company at www.babaartslimited.com.

Please acknowledge and take the same on your records.

For Baba Arts Limited



Naishadh H. Mankad
Company Secretary & Compliance Officer





BABA ARTS LIMITED

(CIN : L72200MH1999PLC119177)

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

Tel No.022 2673 3131 Fax : 022 2673 3375

Email : babaartslimited@yahoo.com / investors@babaartslimited.com Website : www.babaartslimited.com

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second Annual General Meeting of Baba Arts Limited will be held on Wednesday, the 22nd September, 2021 at 11.30 a.m. (IST) at the Registered Office at 3A, Valecha Chambers, New Link Road, Andheri (W), Mumbai-400053 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the audited financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31st March, 2021 and in this connection to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31st March, 2021 laid before this meeting be and are hereby considered and adopted.”

- 2. To appoint director in place of Shri Gordhan P. Tanwani (DIN 00040942) who retires by rotation and being eligible offers himself for reappointment and in this connection to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** Shri Gordhan P. Tanwani (DIN 00040942), who retires by rotation be and is hereby reappointed as a Director of the Company liable to retire by rotation. “

SPECIAL BUSINESS

- 3. To Consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), and pursuant to recommendation of the Nomination & Remuneration Committee, Ms. Juhi Vinod Pania (DIN: 09198847), who was appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature to the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation for a period of 5 (Five) consecutive years from 15th June, 2021 up to 14th June, 2026.”

- 4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meeting of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or reenactments thereof for the time being in force), Company’s Policy on Related Party Transactions and pursuant to recommendation of the Audit Committee of the Company, subject to approval of the members to be obtained in their general meeting, the consent of the Company be and is hereby accorded to enter in to related party transactions by the Company with following related parties and for maximum amount per annum, and maximum amount per transaction as mentioned herein below:

ANNUAL REPORT 2020-2021

| Sr. No. | Nature of Transaction as per Section 188 of the Act. | Name of Director / KMP who is interested and nature of relationship | Name of Related Party | Maximum Amount | |
|---------|---|---|--|-----------------|-----------------|
| | | | | Per Annum | Per Transaction |
| 1 | (A) The Contract is for appointment of the LLP as aggregator and distributor of entertainment content owned by the Company for monetization on profit sharing basis. The profit-sharing ratio will be in the range of 70% to 80% for the Company and 20% to 30% for the LLP. The exact ratio of sharing will be decided on case to case basis as per prevailing market rate and practice. | Shri Gordhan P. Tanwani, Chairman & Mg. Director. Shri Nikhil G. Tanwani, son of Shri Gordhan P. Tanwani is one of the Designated Partners and holds 34% share in the Capital and Profit/ Loss of Graceland New Media LLP. | M/s. Graceland New Media LLP ("the LLP") | Rs. 100/- Crore | Rs. 25/- Crore |
| | (B) The Company would purchase/ buy/acquire from the LLP various intellectual property rights of Films, TV Serials, Web Series and other entertainment content for commercial exploitation. | Same as above | Same as above | Rs. 100/- Crore | Rs.25/- Crore |
| | (C) The Company would sell/ assign to the LLP various intellectual property rights of Films, TV Serials, Web Series and other entertainment content for commercial exploitation. | Same as above | Same as above | Rs. 100/- Crore | Rs. 25/- Crore |
| 2 | Period of all above Contracts | Five Years from 1st October, 2021 to 30th September, 2026. | | | |

RESOLVED THAT Shri Gordhan P. Tanwani, Chairman & Managing Director of the Company, Shri Ajay D. Acharya, Chief Financial Officer of the Company and Shri Naishadh H Mankad, Company Secretary of the Company be and are hereby severally authorized to negotiate, finalise and execute various arrangements, agreements and contracts and to revise, alter, modify and change the terms and conditions of such arrangements, agreements and contracts with M/s. Graceland New Media LLP from time to time and to sign and execute such agreements, contracts and other necessary documents and generally to do all such acts, deeds, things and matters as may be expedient and desirable to give effect to this resolution.

By Order of the Board

Naishadh H. Mankad
Company Secretary & Compliance Officer

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

Date: 30th July, 2021

Place: Mumbai



NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the 22nd Annual General Meeting (AGM) is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 and circular No. 02/2021 dated 13th January, 2021 and all other relevant circulars issue from time to time (collectively referred to as "MCA Circulars"), permitted holding the Annual General Meeting through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
3. The AGM being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. Corporate members are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/ authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to Universal Capital Securities Private Limited, Registrar and Transfer Agent of the Company, by e-mail through its registered e-mail address to baba@uniseq.in.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 15th January, 2021, notice of the AGM along with the annual report is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company or Central Depository Services India Limited ("CDSL")/ National Securities Depository Limited ("NSDL") ("Depositories"). Members may note that the notice and annual report 2020-2021 will also be available on the Company's website www.babaartslimited.com and website of the stock exchange i.e. BSE Limited viz. www.bseindia.com and on the website of CDSL viz. www.cdslindia.com.
6. In view of the massive outbreak of COVID 19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above mentioned MCA Circulars, physical attendance of members is not required at the AGM and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC/OAVM, the route map for venue of the meeting is not annexed to in this notice.
8. As per Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations each as amended, read with afore said MCA Circulars and SEBI Circulars the items of business set out in the attached notice will be transacted through electronic voting systems as a mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("e-Voting") under an arrangement with the CDSL. The notice of the meeting will also be available on the Company's website viz: www.babaartslimited.com and the website of the CDSL viz: www.evotingindia.com.

The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on Sunday, the 19th September, 2021 at 9.00 a.m. and ends on Tuesday, the 21st September, 2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, the 10th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

ANNUAL REPORT 2020-2021

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My Easi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> |



| Type of shareholders | Login Method |
|--|---|
| | Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (v) The shareholders should log on to the e-voting website www.evotingindia.com
- (vi) Click on "Shareholders" module.
- (vii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (viii) Next enter the image verification as displayed and click on Login.
- (ix) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

ANNUAL REPORT 2020-2021

(x) If you are a first time user follow the steps given below:

| For Shareholders holding shares in demat form other than Individual physical form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xvii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xx) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.
- (xxi) Facility for Non-Individual Shareholders and Custodians-Remote Voting.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a "Compliance User" should be created using the admin login and password. The Compliance Users would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer and to the Company at the email address viz: investors@babaartslimited.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



Instructions for shareholders attending the Annual General Meeting (AGM) through VC/OAVM are as under:

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of the Company will be displayed.
- Shareholders are encouraged to join the meeting through Laptops/IPads for better experience.
- Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- Please note that participants connecting from Mobile Devices or Tablets or Laptop connecting through / via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting i.e. on or before Tuesday the 14th September, 2021 at 5.00 p.m., mentioning their name, demat account number/ folio number, e-mail Id, mobile number at investors@babaartslimited.com. These queries will be replied to by the Company suitably by email. Requests received after 5.00 p. m. on Tuesday the 14th September, 2021 will not be considered by the Company and such shareholders will not be allowed to speak at the meeting.

(xxii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

(xxiii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-voting system available during the AGM.

(xxiv) If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

(xxv) Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Process for those shareholders whose email/mobile no. are not registered with the Companies/Depositories

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the “Frequently Asked Questions” (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M.Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cDSLindia.com or call 1800225533.

The Company has appointed Shri Bhumitra V. Dholakia or in his absence Shri Nrupang B. Dholakia, Designated Partners of M/s. Dholakia & Associates LLP, Company Secretaries in Whole Time Practice as Scrutinizer to scrutinize the e-voting process in fair and transparent manner

ANNUAL REPORT 2020-2021

The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorised by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

The results declared along with the Scrutinizer's report shall be hosted on the website of the Company viz: www.babaartslimited.com and on the website of CDSL viz: www.evotingindia.com.

The results shall simultaneously be communicated to BSE Limited.

9. Details as required in Sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India in respect of the Director and seeking appointment / reappointment at the Annual General Meeting forms integral part of this notice. Requisite declarations have been received from the director seeking appointment/reappointment.
10. Beneficial Owners holding shares in electronic/demat form are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant. Members holding shares in physical form are requested to notify any change in their address, bank account etc. to the Registrar and Share Transfer Agents, **Universal Capital Securities Private Limited**.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to write their queries to the Company at least seven days in advance of the meeting so that the information required can be made readily available at the meeting.
12. As per the provisions of Section 72(1) of the Act, the facility for making/ varying/ cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the share department of the Company/ Registrars and Share Transfer Agents or downloaded from the website of the Company at www.babaartslimited.com.
13. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8th June, 2018 to permit transfer of listed securities only in the dematerialized form with a Depository. In view of the above and inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
14. To avail of services through electronic mode, members are requested to register their E-mail address with the Registrar & Share Transfer Agent of the Company, **Universal Capital Securities Private Limited**, to receive all communication by the Company including Annual Report and notice(s) of meetings by E-mail, by sending appropriate communication on baba@unisec.in and also register/update their e-mail ID with the Depository Participant where their Demat account is maintained, for shares held in the electronic form.
15. The Members whose Unclaimed Dividend amount for the financial year from 2005-06 to 2009-10 have been transferred to IEPF may apply for refund by making an application to IEPF authority in form IEPF -5 (available on www.iepf.gov.in) along with requisite fee. The Company has uploaded details of unpaid and unclaimed dividend amounts transferred to IEPF on its website at www.babaartslimited.com and also on the website of the Ministry of Corporate Affairs.

16. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:

Pursuant to the provisions of Section 124 and 125 of the Act, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules") as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Account after complying with the procedure laid down under the Rules.

Accordingly, the Company has transferred 2,17,204 shares to the IEPF Account maintained with CDSL on 3rd December, 2019 taking the year 2009-2010 as base. The details of the shares transferred to IEPF Authority are uploaded under "Investor Section" on the website of the Company viz: www.babaartslimited.com

The said details have also been uploaded on the website of the IEPF and the same can be accessed through the link www.iepf.gov.in.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts.



18. Details of Directors seeking Appointment / Re-appointment at the Twenty Second Annual General Meeting

[Pursuant Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2)]

| Name of the Director | Gordhan P. Tanwani | Juhi V. Pania |
|---|---|--|
| Date of Birth (Age) | 21st January, 1958 (63 Years) | 15th March, 1996 (25 Years) |
| Date of Appointment on the Board | 28th August, 2003 | 15th June, 2021 |
| Qualification | Undergraduate | B.L.S. /L.L.B. |
| Nature of Expertise in specific functional areas | Film Production, and Distribution as also construction | Legal matters. |
| Relationship with other Directors and Key Managerial Personnel | None | None |
| Terms & Conditions of Re-appointment | As per the Resolution under Item No.2 of the Notice convening this meeting, Shri Gordhan P. Tanwani is proposed to be re-appointed as a Director of the Company liable to retire by rotation. | As per the Resolution under Item No.3 of the Notice convening this meeting, Ms. Juhi V. Pania is proposed to be appointed as a Director in the category of Independent Director of the Company not liable to retire by rotation. |
| Remuneration last drawn (including sitting fees, if any) | Nil | Not Applicable |
| Number of meetings of the Board attended during the year | 4 out of 4 | Not Applicable for the FY 2020-21 |
| Names of listed entities in which he/she also holds Directorship and membership of committees of the Board. | Nil | Nil |
| Chairman / Member of Committee(s) of the Board of Directors of the Company | Member- Stakeholders' Relationship Committee | Member-Audit Committee (w.e.f. 15th June, 2021) Member- Stakeholders' Relationship Committee (w.e.f. 15th June, 2021) Member-Nomination & Remuneration Committee (w.e.f. 15th June, 2021) |
| Chairman / Member of Committee (s) of Directors of other Companies in which he is a Director | None | None |
| No. of Shares held in the Company (as on 31st March, 2021) | 3,92,00,000 | Nil |
| Director Identification No. | 00040942 | 09198847 |

By Order of the Board

Regd. Office:

3A, Valecha Chambers,
New Link Road,
Andheri (West)
Mumbai 400053.

Place: Mumbai

Date: 30th July,2021

Naishadh H. Mankad
Company Secretary & Compliance Officer

ANNUAL REPORT 2020-2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ("NRC"), appointed Ms. Juhi V. Pania (DIN: 09198847) as an additional director of the Company in the category of Independent Director with effect from 15th June, 2021. In terms of Section 161 (1) of the Act, Ms. Juhi V. Pania holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members, Ms. Juhi V. Pania was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from 15th June, 2021 to 14th June, 2026, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

Ms. Juhi V. Pania has consented to act as Director of the Company, subject to appointment by the Members and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Ms. Juhi V. Pania has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI Order or any such Authority. Further, Ms. Juhi V. Pania is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Ms. Juhi V. Pania has confirmed that she is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration with data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In the opinion of the Board, Ms. Juhi V. Pania fulfills the conditions specified under the Act read with Rules thereunder and the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management. The terms and conditions of the appointment of Independent Director would be made available for inspection to the members upon sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at investors@babaartslimited.com.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the Listing Regulations and other applicable regulations, the appointment of Ms. Juhi V. Pania as an Independent Director for 5 (five) consecutive years commencing from 15th June, 2021 is now placed for the approval of the Members by an Ordinary Resolution.

Brief profile and other details of Ms. Juhi V. Pania are provided in the Note No. 18 of the notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on the General Meetings and issued by the Institute of Company Secretaries of India (ICSI).

Based on the qualifications and knowledge, the Board considers that Ms. Juhi V. Pania's association would be of immense benefit to the Company and accordingly, the Board commends the Ordinary Resolution set out in the Item No. 3 of the accompanying Notice for approval of the members.

Except Ms. Juhi V. Pania and her relatives, none of the directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the accompanying Notice.

Item No. 4

Your company has over the past several years established itself as a reputed player in the entertainment industry for dealing in various Intellectual Property Rights including but not limited to Theatrical Distribution Rights, World Rights, Satellite Television Rights, Cable TV Rights, Remake and Dubbing Rights, Music Rights, Internet Rights and many more such rights of commercial films.

M/s. Graceland New Media LLP a Limited Liability Partnership in which Shri Nikhil G. Tanwani son of Shri Gordhan P. Tanwani is one of the Designated Partners and holds 34% share in Capital and Profit / Loss of the LLP, is engaged in business of aggregation, distribution and monetization of entertainment content on various OTT Platforms, Digital Media, TV Channels and other Electronic Media. It has its own established network of distribution and marketing of contents which can be exploited by the Company for films, Web series, TV Serials owned or to be produced / acquired by the Company in future.

It is proposed to combine the strengths of the Company and M/s. Graceland New Media LLP and enter in to an arrangement with M/s Graceland New Media LLP where under the Company would appoint Graceland New Media LLP to act as aggregator, distributor for monetizing the content to be provided by the Company to them on profit sharing basis.

Similarly, Company would acquire from or sell to the LLP various Intellectual Property Rights of films, Web Series, TV Serials and other entertainment content for commercial exploitation.



The particulars of transactions pursuant to Section 188 of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014 are as under:

| Name of the Related Party | M/s. Graceland New Media LLP (“the LLP”) |
|--|---|
| Name of the Director / Key Managerial | Shri Gordhan P. Tanwani |
| Person who is related, if any | Chairman & Mg. Director of the Company |
| Nature of Relationship | Shri Nikhil G. Tanwani, son of Shri Gordhan P. Tanwani is one of the Designated Partners in the LLP and holds 34% share in Capital and Profit / Loss of the LLP. |
| Nature, Material Terms, Monetary Value and particulars of Contract or Arrangement | 1. The Contract is for appointment of the LLP as aggregator and distributor of entertainment content owned by the Company for monetization on profit sharing basis. The profit-sharing ratio will be in the range of 70% to 80% for the Company and 20% to 30% for the LLP. The exact ratio of sharing will be decided on case to case basis as per prevailing market rate and practice. 2. The Company would acquire from the LLP various intellectual property rights of Films, TV Series, Web Series and other entertainment content for commercial exploitation. 3. The Company would sell to the LLP various intellectual property rights of Films, TV Series, Web Series and other entertainment content for commercial exploitation. |
| Period of Contract | Five Years from 1st October, 2021 to 30th September, 2026 |
| Maximum Amount Per Annum | Rs. 100 Crore under each category of contract i.e. Profit Sharing, Acquiring of IPR and Selling of IPR. |
| Maximum Amount Per Transaction | Rs. 25 Crore under each category of contract i.e. Profit Sharing, Acquiring of IPR and Selling of IPR. |
| Any other information relevant or important for the Board / Members to take a decision | All the transactions will be undertaken in the ordinary course of business of the Company and shall be at an arm’s length basis. |

The aggregate value of the transactions proposed to be entered in to with M/s. Graceland New Media LLP would be exceeding 10% of the total turnover of the Company in the previous year as such the same falls under the category of Material Transaction as per the Related Party Transactions Policy of the Company and requires to be approved by shareholders of the Company in their general meeting.

The Audit Committee of the Company in its meeting held on 30th July, 2021 has recommended the above transactions with M/s. Graceland New Media LLP.

Following documents would be available for inspection of the members on all working days of the Company at the registered office of the Company between 11.00 a.m. and 1.00 p.m.

1. Copy of the resolution passed by the Audit Committee of the Company in its meeting held on 30th July, 2021 recommending the proposed related party transactions.

Shri Gordhan P. Tanwani, Chairman and Mg. Director of the Company is interested in passing of the proposed resolution. Pursuant to provisions of Section 188 of the Act and Regulation 23 of the Listing Regulations, he will not vote on the said resolution.

No other director or Key Managerial Personnel of the Company or their respective relatives are interested financially or otherwise, in passing of the resolution set out under item no. 4 of the notice of 22nd AGM.

Your Board of Directors recommend the resolution as set out under item no. 4 of the notice of 22nd AGM for your approval as an Ordinary Resolution.

By Order of the Board

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

Date: 30th July, 2021
Place: Mumbai

Naishadh H. Mankad
Company Secretary & Compliance Officer