

# BABA ARTS LIMITED

Corporate Identification Number: L72200MH1999PLC119177

Registered Office: B1 & B4, Baba House, 86, M.V Road, Andheri (East), Chakala MIDC, Mumbai - 400093, Maharashtra

Tel No: 022-49794623; Fax: 022-26733375 ; Website: www.babaartslimited.com;

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

**Recommendations of the Committee of Independent Directors ("IDC") of Baba Arts Limited ("BAL or Target Company") on the Open Offer made by, Skybridge Interactive LLP ("Acquirer") to the Shareholders of the Target Company under Regulation 26(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including subsequent amendments thereto ("SEBI (SAST) Regulation")**

1.	Date	Thursday, June 04, 2026
2.	Name of the Target Company	Baba Arts Limited
3.	Details of the Offer pertaining to the Target Company	This Offer is being made by Skybridge Interactive LLP ("Acquirer") pursuant to the provisions of Regulations 3 and 4 of the SEBI (SAST) Regulations, for acquisition of up to 1,32,92,000 (One Crore Thirty Two Lakh Ninety Two Thousand) Equity Shares of ₹ 1/- each representing *25.32% of the Equity and Voting Share Capital of the Target Company, at a price of ₹ 6.00 (Rupees Six Only) per Equity Share, payable in cash.  <i>*As per Regulation 7 of the SEBI (SAST) Regulations, 2011, the Offer Size, for the Open Offer under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011, should be for at least 26.00% (Twenty-six percent) of the Equity and voting share capital of the Target Company. However, the Offer Size is restricted to 1,32,92,000 (One Crore Thirty-Two Lakh Ninety-Two Thousand) fully paid up Equity Shares, being the Equity Shares held by the Public Shareholders, representing 25.32% of the Equity and voting share capital of the Target Company.</i>
4.	Name of the Acquirer	Skybridge Interactive LLP ("Acquirer")
5.	Name of the Manager to the Offer	Bonanza Portfolio Limited CIN: U65991DL1993PLC052280 Bonanza House, Plot No. M-2, Cama Industrial Estate, Walbhat Road, Behind The Hub, Goregaon (East), Mumbai - 400 063.
6.	Members of the Committee of Independent Directors ("IDC")	1. Mr. Hemraj Chheda, Chairperson 2. Mr. Shekhar Mennon, Member
7.	IDC Member's relationship with the Target Company (Directors, Equity shares owned, any other contract/ relationship), if any	a) IDC members are Independent and Non-Executive Directors on the Board of the Target Company. b) None of the IDC Member holds equity shares in the Target Company except Mr. Hemraj Gangji Chheda, IDC Member and Non-Executive Independent Director of the Target Company, holds 0.039% Equity Shares in the Target Company. c) None of the IDC member holds any contract or relationship with the Target Company at present.
8.	Trading in the Equity Shares/ other securities of the Target Company by IDC Members	None of the IDC members have traded any Equity Shares/ other securities of the Target Company during a period of 12 months prior to the date of Public Announcement till the date of this recommendation.
9.	IDC Member's relationship with the acquirer (Directors, Equity shares owned, any other contract / relationship)	None of the IDC members have any relationship with the Acquirer at present.
10.	Trading in the Equity shares/other securities of the Acquirer by IDC Members	Nil
11.	Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC members have reviewed the following documents issued by the Manager on behalf of the Acquirer (collectively referred to as the "Offer Documents"): (a) the Public Announcement dated Wednesday, February 25 2026; (b) the Detailed Public Statement published in newspaper on Thursday, March 05 2026;  <i>*However, due to closure of printing in certain regions on account of non-operational printing schedules/holidays (for Holi), the Detailed Public Statement appeared on Friday, March 06, 2026 in certain regional editions of Financial Express namely Delhi, Chandigarh, Lucknow and Ahmedabad and in certain regional editions of Jansatta namely Delhi, Chandigarh and Lucknow; (c) the Draft Letter of Offer dated Thursday, March 12 2026; and (d) the Letter of Offer dated Monday, May 25, 2026.</i>  The IDC members believe that Offer is fair and reasonable, in accordance with the provisions of SEBI (SAST) Regulations.
12.	Summary of reasons for recommendation	Based on the review of the Offer Documents, the IDC members are of the opinion that the Offer Price of ₹ 6/- per Equity Share, offered by the Acquirer is in line with Regulation 8(2) of SEBI (SAST) Regulations and prima facie appears to be justified. The Committee considered the following facts: a) The Equity Shares of the Company are infrequently traded on BSE within the meaning of Regulation 2(1)(j) of SEBI (SAST) Regulations; b) The Offer Price of ₹ 6 per Equity Shares is justified in terms of the parameters prescribed under Regulations 8(2) of the SEBI (SAST) Regulations. <b>Keeping in view of the above fact, the IDC members are of the opinion that the Offer Price of ₹ 6/- (Rupees Six Only) payable in cash per Equity Share to the Shareholders of the Target Company for this Offer is fair and reasonable. However, the Shareholders should independently evaluate the Offer and take informed decision on the matter.</b>
11.	Details of Independent Advisors, if any	Nil
2.	Disclosure of Voting Pattern of the meeting in which the open offer proposal was discussed	The recommendations were unanimously approved by the members of the IDC
3.	Any other matter to be highlighted	Nil

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true, correct, and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under SEBI (SAST) Regulations.

For and on behalf of  
Committee of Independent Directors  
Baba Arts Limited  
Sd/-

Mr. Hemraj Gangji Chheda  
(Chairperson of IDC)

Place: Mumbai

Date: Thursday, June 04, 2026