



July 2, 2019

To,
Listing Department
BSE Limited
P.J Towers, Dalal Street,
Fort, Mumbai – 400 001

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai – 400 050

Scrip Code: **532375**

Symbol: **TIPSINDLTD**

Sub: Declaration of Results of Postal Ballot

Dear Sir/ Madam,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder, the Company had conducted the process of Postal Ballot for seeking the consent of the members by means of passing Ordinary/Special Resolutions in respect of the following business items as set out in the Postal Ballot Notice dated May 21, 2019.

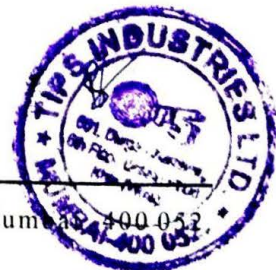
Item No.	Brief Particulars of the Resolutions
1	Ordinary Resolution Approval for Related Party Transactions under Section 188 of the Companies Act, 2013 with Ms. Jaya Taurani.
2	Special Resolution Re-appointment of Mr. Amitabh Mundhra as an Independent Director for second term of five consecutive years w.e.f. August 8, 2019
3	Special Resolution Re-appointment of Ms. Radhika Pereira as an Independent Director for second term of five consecutive years w.e.f. August 8, 2019

The Company had appointed Mr. Shirish Shetye, Practicing Company Secretary (FCS: 1926 CP: 825) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

On the basis of the report submitted by the scrutinizer, the Company hereby declares that the aforesaid resolutions have been passed with requisite majority and such resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. June 30, 2019.

TIPS INDUSTRIES LTD.

601, Durga Chambers, 6th Floor, Linking Road, Khar (West), Mumbai - 400 053.
Tel. : 6643 1188 Email : response@tips.in Website : www.tips.in
CIN: L92120MH1996PLC099359





Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and disclosure requirements) regulations, 2015, please find attached the result of the voting by Postal Ballot (including e-voting) along with the Scrutinizer's Report.

Thanking you,

For **Tips Industries Limited**


Bijal R. Patel
Company Secretary



Encl: a/a

TIPS INDUSTRIES LTD.

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Date of the AGM/EGM	Not Applicable (Resolution passed through Postal Ballot)
Total number of shareholders on record date	5165
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)



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Resolution Required : (Ordinary)

1 - Approval for Related Party Transactions under Section 188 of the Companies Act, 2013 with Ms. Jaya Taurani.

Whether promoter/ promoter group are interested in the agenda/resolution?

YES*

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting	10712762	5362133	50.0537	5362133	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5362133	50.0537	5362133	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3605897	283166	7.8529	282868	298	99.8948	0.1052
	Postal Ballot		559101	15.5052	559098	3	99.9995	0.0005
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		842267	23.3581	841966	301	99.9643	0.0357
Total		14318659	6204400	43.3309	6204099	301	99.9951	0.0049

* Mr. Ramesh S. Taurani and Mrs. Varsha R. Taurani are interested and Mr. Kumar S. Taurani, Mrs. Renu K. Taurani and Mr. Shyam M. Lakhani are not interested in this Resolution.



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Tips Industries Limited

Resolution Required : (Special)

2 - Re-appointment of Mr. Amitabh Mundhra as an Independent Director for second term of five consecutive years w.e.f. August 8, 2019

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*1
Promoter and Promoter Group	E-Voting	10712762	10712762	100.0000	10712762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		10712762	100.0000	10712762	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3605897	283166	7.8529	282913	253	99.9107	0.0893
	Postal Ballot		559101	15.5052	559098	3	99.9995	0.0005
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		842267	23.3581	842011	256	99.9696	0.0304
Total		14318659	11555029	80.6991	11554773	256	99.9978	0.0022



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TIPS INDUSTRIES LTD.

Resolution Required : (Special)

3 - Re-appointment of Ms. Radhika Pereira as an Independent Director for second term of five consecutive years w.e.f.August 8, 2019

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	10712762	10712762	100.0000	10712762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		10712762	100.0000	10712762	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3605897	283166	7.8529	282913	253	99.9107	0.0893
	Postal Ballot		559101	15.5052	559098	3	99.9995	0.0005
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	Total		842267	23.3581	842011	256	99.9696	0.0304
Total		14318659	11555029	80.6991	11554773	256	99.9978	0.0022



FORM NO. MGT-13

Report of the Scrutiniser

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,
Mr. Kumar S. Taurani,
Chairman,
Tips Industries Ltd.,
601, 6th Floor, Durga Chambers,
Linking Road, Khar (West),
Mumbai – 400 052.

Dear Sir,


1. I, CS Shirish Shetye, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of Tips Industries Limited (“the Company”) at its meeting held on 21st May, 2019, for the purpose of scrutinising the physical postal ballot and e-voting for passing an ordinary resolution for consent for related party transaction under section 188 of the Companies Act, 2013 with Ms. Jaya Taurani and two special resolutions for re-appointment of Mr. Amitabh Mundhra (DIN 00014227) and Ms. Radhika Pereira (DIN 00016712) as independent directors, both for second term w.e.f. 8th August, 2019 and ascertaining the requisite majority on physical postal ballot and e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the postal ballot notice dated 21st May, 2019.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through physical postal ballot and electronic means on the resolution contained in the postal ballot notice dated 21st May, 2019 issued by the Company. My responsibility as a scrutiniser for the e-voting is restricted to make a Scrutiniser’s Report on the votes cast “in favour” or “against” the resolution stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (“CDSL”), the authorised agency to provide e-voting facilities.
3. Further to above, I submit my report as under:
 - (1) The Company has provided the physical postal ballot and e-voting facility through CDSL on their website www.evotingindia.com. The Company had

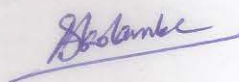


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COMPANY SECRETARIES

uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.

- (2) The notices are sent, both through email and physical form, contained the detailed procedure to be followed by the members who were desirous of casting their votes either by physical postal ballot or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (3) As prescribed in the said Rules, the Company has also published an advertisement on 31st May, 2019 and it carried the required information as specified in the said rules.
- (4) The Company has sent postal ballot papers to the members. In case of joint holders, the postal ballot paper was sent to the first named holder.
- (5) I have kept a record of the physical postal ballot papers received in response to the above mentioned postal ballot notice, by initialling it.
- (6) I have ensured that the sealed envelopes received from the members are opened in my presence with due identification marks placed by me.
- (7) The physical postal ballot papers were diligently scrutinised and reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
- (8) The physical postal ballot papers, which were incomplete and/or which were otherwise found defective were treated as invalid and kept separately.
- (9) The e-voting was commenced from 1st June, 2019 (9.00 a.m.) and ended on 30th June, 2019 (5.00 p.m.).
- (10) The votes cast were unblocked on 30th June, 2019 in the presence of two witnesses, Mrs. Sandhya Shetye and Mr. Aatish Kolambe, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Mrs. Sandhya Shetye


Mr. Aatish Kolambe



- (11) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the proposed Resolution.

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(12) Thereafter, the details containing, inter alia, list of Equity Shareholder, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>. The result of the physical postal ballot and e-voting exercised is as under:

Item No. 1 – as an Ordinary Resolution:- To accord the consent and approve related party transaction under Section 188 of the Companies Act, 2013 with Ms. Jaya Taurani.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	49	56,45,001	90.98
Poling by Ballot Papers	22	5,59,098	9.01
Total	71	62,04,099	99.99

(ii) Voted against the resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	11	298	0.01
Poling by Ballot Papers	3	3	0.00
Total	14	301	0.01

(iii) Invalid votes

Mode of Voting	Number of members voting	Number of votes cast by them
E-Voting	00	0
Poling by Ballot Papers	8	243
Total	8	243

* Also voted through e-voting.

Item No. 2 – as a Special Resolution:- To re-appoint Mr. Amitabh Mundra (DIN 00014227) as an Independent Director for second term of five consecutive years w.e.f. 8th August, 2019.

(ii) Voted in favour of the Resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	53	1,09,95,675	95.16
Poling by Ballot Papers	22	5,59,098	4.84
Total	75	1,15,54,773	100.00



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COMPANY SECRETARIES

(ii) Voted against the resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	9	253	0.00
Poling by Ballot Papers	3	3	0.00
Total	12	256	0.00

(iii) Invalid votes

Mode of Voting	Number of members voting	Number of votes cast by them
E-Voting	0	0
Poling by Ballot Papers	8	243
Total	8	243

* Also voted through e-voting.

Item No. 3 – as a Special Resolution:- To re-appoint Ms. Radhika Pereira (DIN 00016712) as an Independent Director for second term of five consecutive years w.e.f. 8th August, 2019.

(iii) Voted in favour of the Resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	53	1,09,95,675	95.16
Poling by Ballot Papers	22	5,59,098	4.84
Total	75	1,15,54,773	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	9	253	0.00
Poling by Ballot Papers	3	3	0.00
Total	12	256	0.00

(iii) Invalid votes

Mode of Voting	Number of members voting	Number of votes cast by them
E-Voting	0	0
Poling by Ballot Papers	8	243
Total	8	243

* Also voted through e-voting.



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4. A Register containing details of list of equity shareholders, who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution under physical postal ballot and e-voting is submitted separately.
5. I shall hand over the physical postal ballotpapers and other related papers/registers and records for safe custody to Ms. Bijal Patel, Company Secretary of the Company who is authorised by the Board to supervise the entire voting process.
6. You may accordingly declare the result of the voting by e-voting and poll form.
7. The above mentioned resolutions are deemed to be passed on 30th June, 2019 as mentioned in the postal ballot notice.

Thanking you.

Place : Mumbai
2nd July, 2019



A handwritten signature in black ink, appearing to read "Shirish Shetye".

CS ShirishShetye, FCS-1926
Practicing Company Secretary CP 825
Scrutiniser for e-voting and ballot form

Countersigned and received the report

A handwritten signature in black ink, appearing to read "Bijal Patel".

Bijal Patel
Company Secretary