

December 26, 2022

To,
BSE Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai- 400 051

Dear Sir/Madam,

Sub: Proposed offer of Tips Industries Limited (“Company”) to Buyback 1,26,000 (One Lakh Twenty Six Thousand) fully paid up Equity Shares of the Company of face value of ₹10/- (Rupees Ten only) each at a price of ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share on a proportionate basis through Tender Offer (“Buyback”).

This has reference to the captioned Buyback and further to our letter dated December 21, 2022 for submission of Public Announcement.

Please find enclosed the following:

- Soft copy of the Draft Letter of Offer dated December 26, 2022 (“DLOF”) in a pdf format

Kindly receive the same in order and take the same on records.

Thanking you,

Yours faithfully,

For Inga Ventures Private Limited

K. R. Shah

Name: Kavita Shah
Designation: Partner
Email: kavita@ingaventures.com



DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer will be sent to you as a registered Equity Shareholder / beneficial owners of equity shares of Tips Industries Limited (“Company”) as on the Record Date (*as defined hereinafter*) in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”). If you require any clarification about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback i.e. Inga Ventures Private Ltd or the Registrar to the Buyback i.e. Link Intime India Private Limited. Please refer to the section on “Definitions of Key Terms” for the definition of the capitalized terms used herein.



TIPS INDUSTRIES LIMITED

Registered Office: 601, Durga Chambers, 6th Floor, Linking Road, Khar - West, Mumbai, Maharashtra, 400052;

Corporate Identity Number (CIN): L92120MH1996PLC099359;

Tel. No.: 022-66431188; **Fax:** +022-66431189; **Email:** info@tips.in; **Website:** www.tips.in;

Contact Person: Bijal R. Patel, Company Secretary & Compliance Officer

1. Offer to Buyback up to 1,26,000 (One Lakh Twenty Six Thousand) fully paid-up equity shares of the Company of face value of ₹10/- (Rupees Ten only) each (“Equity Shares”), representing up to 0.97% of the total number of issued and paid up Equity Shares of the Company, from all the Equity Shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. Friday, December 30, 2022 (“Record Date”), on a proportionate basis, through the tender offer route using stock exchange mechanism (“Tender Offer”), at a price of ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share (“Buyback Price”) for an aggregate amount of up to ₹32,76,00,000/- (Rupees Thirty Two Crores Seventy Six Lakhs only) (“Buyback Size”) excluding the Transaction Cost (*as defined below*) (“Buyback”).
2. The Buyback is in accordance with Sections 68, 69, 70, 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 as amended along with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014 to the extent applicable and in compliance with the Buyback Regulations read with SEBI circulars and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, to the extent applicable along with Article 6 of the Articles of Association of the Company and is subject to other approvals, permissions, consents, exemptions and sanctions as may be required from time to time and subject to such condition and modifications as may be prescribed or imposed by any statutory and/or regulatory authority while granting such approvals and which may be agreed to by the Board of Directors or any person authorised by the Board of Directors.
3. The Buyback Size of up to ₹32,76,00,000/- (Rupees Thirty Two Crores Seventy Six Lakhs only), which represents up to 24.59% of the aggregate of fully paid-up equity share capital and free reserves as per the audited financial statements of the Company for a period ended September 30, 2022, being the latest audited financial statement available (the “Audited Financial Statements”) which is within the statutory limits of 25% of the total paid-up equity share capital and free reserves under the shareholders’ approval route as per the provisions of the Companies Act, 2013 and Buyback Regulations.
4. The Letter of Offer shall be sent to all the eligible Equity Shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. December 30, 2022 (“Eligible Shareholders”).
5. The procedure for tendering Equity Shares and settlement is set out in paragraph 20 of this Draft Letter of Offer. The form of acceptance-cum-acknowledgement (“Tender Form”) is enclosed together with this Draft Letter of Offer.
6. For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.29 of this Draft Letter of Offer.
7. A copy of the Public Announcement, Draft Letter of Offer and the Letter of Offer (including the Tender Form) shall also be available on the website of the Company at www.tips.in and is expected to be available on the websites of Securities and Exchange Board of India at www.sebi.gov.in along, NSE at www.nseindia.com, BSE at www.bseindia.com and the Registrar to the Buyback at www.linkintime.co.in
8. Eligible Shareholders are advised to refer to ‘Details of the Statutory Approvals’ and ‘Note on Taxation’ in paragraph 17 and paragraph 21 respectively, of this Draft Letter of Offer, before tendering their Equity Shares in the Buyback.

BUYBACK PROGRAMME

BUYBACK OPENS ON [●],[●], 2022

BUYBACK CLOSES ON [●],[●], 2022

LAST DATE OF RECEIPT OF COMPLETED TENDER OFFER FORMS AND OTHER SPECIFIC DOCUMENTS BY THE REGISTRAR TO THE BUYBACK : [●],[●], 2022

MANAGER TO THE BUYBACK

REGISTRAR TO THE BUYBACK



Inga Ventures Private Limited

1229, Hubtown Solaris, N.S. Phadke Marg,

Opp. Telli Galli, Andheri (East), Mumbai, Maharashtra - 400069

Tel. No.: +91 022 6854 0808, **Fax:** +91 022 2681 6020;

Contact Person: Kavita Shah;

Email: kavita@ingaventures.com;

Website: www.ingaventures.com;

SEBI Registration No: INM000012698;

Validity Period: Permanent

CIN: U67100MH2018PTC318359



Link Intime India Private Limited

C-101, 1st Floor, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai, Maharashtra - 400 083

Tel. No.: +91 810 811 4949; **Fax:** +91 22 4918 6195;

Contact person: Sumeet Deshpande

Email: tipsindustries.buyback@linkintime.co.in

Website: www.linkintime.co.in ;

SEBI Registration No: INR000004058;

Validity Period: Permanent

CIN: U67190MH1999PTC118368

TABLE OF CONTENT

1. SCHEDULE OF ACTIVITIES	3
2. DEFINITION OF KEY TERMS.....	4
3. DISCLAIMER CLAUSE.....	8
4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING.....	10
5. DETAILS OF THE PUBLIC ANNOUNCEMENT	15
6. DETAILS OF THE BUYBACK.....	16
7. AUTHORITY FOR THE BUYBACK.....	18
8. NECESSITY OF THE BUYBACK	18
9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY	19
10. BASIS OF CALCULATING THE BUYBACK PRICE.....	27
11. SOURCES OF FUNDS FOR THE BUYBACK	28
12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN.....	28
13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN	29
14. BRIEF INFORMATION ABOUT THE COMPANY.....	33
15. FINANCIAL INFORMATION ABOUT THE COMPANY	38
16. STOCK MARKET DATA.....	40
17. DETAILS OF THE STATUTORY APPROVALS	42
18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE	42
19. PROCESS AND METHODOLOGY FOR THE BUYBACK	43
20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT.....	47
21. NOTE ON TAXATION.....	55
22. DECLARATION BY THE BOARD OF DIRECTORS	56
23. AUDITORS CERTIFICATE	56
24. MATERIAL DOCUMENTS FOR INSPECTION.....	61
25. DETAILS OF THE COMPLIANCE OFFICER	61
26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS	62
27. DETAILS OF INVESTOR SERVICE CENTRE.....	62
28. MANAGER TO THE BUYBACK	62
29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER	63
30. TENDER FORM	63

1. SCHEDULE OF ACTIVITIES

Activity	Day and Date
Date of the Board Meeting approving the proposal for Buyback of Equity Shares	Wednesday, November 9, 2022
Date of declaration of the results of the postal ballot for passing special resolution by the Equity Shareholders, approving the Buyback	Monday, December 19, 2022
Date of Public Announcement	Tuesday, December 20, 2022
Date of publication of Public Announcement for the Buyback	Wednesday, December 21, 2022
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	Friday, December 30, 2022
Buyback opens on / Buyback Opening Date	[•]
Buyback closes on / Buyback Closing Date	[•]
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar to Buyback	[•]
Last date of verification of Tender Forms by Registrar to Buyback	[•]
Last date of intimation to the stock exchange regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar to the Buyback	[•]
Last date of settlement of bids by the clearing corporation or stock exchanges	[•]
Last date of dispatch of share certificate(s) by Registrar to Buyback/ unblocking/ return of unaccepted Demat shares by Stock Exchange to Eligible Shareholders/ Shareholder broker	[•]
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	[•]
Last date of extinguishment of Equity Shares bought back	[•]

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

2. DEFINITION OF KEY TERMS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, to the extent applicable, as amended, the Depositories Act, 1996 and the rules and regulations made thereunder.

Term	Description
Acceptance /Accept/Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder such that total number of Equity Shares tendered do not exceed the Equity Shares held on the Record Date by such Eligible Shareholder
AGM	Annual General Meeting
Articles/ Articles of Association	Articles of Association of the Company, as amended from time to time
Audited Financial Statements	Latest audited financial statements of the Company for a period ended September 30, 2022
Board / Board of Directors/ Directors	Board of Directors of the Company, which expression shall include any committee constituted by the Board to exercise its powers, including the power conferred by the resolution passed by the Board at its meeting held on November 9, 2022.
Board Meeting	Meeting of the Board of Directors of the Company held on November 9, 2022 approving the proposal for the Buyback
BSE	BSE Limited
Buyback /Offer	Offer to Buyback up to 1,26,000 (One Lakh Twenty Six Thousand) fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each at a price of ₹2,600/- (Rupees Two Thousand and Six Hundred Only) per Equity Share payable in cash from Eligible Shareholders as on the record date, through the Tender Offer route on a proportionate basis using stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circulars
Buyback closes on / Buyback Closing Date	[●]
Buyback Committee	The Buyback Committee comprising Mr. Kumar S. Taurani – Chairman & Managing Director, Mr. Ramesh S. Taurani – Executive Director and Ms. Bijal R. Patel-Company Secretary constituted and authorized for the purposes of the Buyback by the resolution dated November 9, 2022 by the Board of Directors.
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, based on the number of Equity Shares held by that Eligible Shareholder on the Record Date in the ratio/percentage of Buyback as applicable in the respective category, to which such Eligible Shareholder belongs
Buyback opens on / Buyback Opening Date	[●]

Term	Description
Buyback period	The period between the date of the declaration of results of the postal ballot i.e. December 19, 2022 and the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share, (including premium of ₹2,590/- per Equity Share) payable in cash
Buyback Regulations	The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 as amended from time to time.
Buyback Size/ Offer Size	Number of Equity Shares proposed to be bought back i.e. up to 1,26,000 (One Lakh Twenty-Six Thousand) Equity Shares multiplied by the Buyback Price i.e. ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share aggregating to maximum amount of up to ₹32,76,00,000/- (Rupees Thirty-Two Crores Seventy-Six Lakhs only). The Buyback Offer Size excludes Transaction Costs
CIN	Corporate Identification Number
CDSL	Central Depository Services (India) Limited
Clearing Corporation	Indian Clearing Corporation Limited
Company/ Our Company/ We/ Us/ Our	Tips Industries Limited
Companies Act	The Companies Act, 2013, as amended and to the extent in force pursuant to the notification of Sections of the Companies Act, 2013, along with the relevant rules made thereunder
Company's Broker	ITI Securities Broking Limited
Company's Demat Account	A demat account of the Company wherein demat shares bought back in the Buyback would be transferred
Compliance Officer	Ms. Bijal R Patel (Company Secretary of the company)
Depositories	Collectively, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”)
Designated Stock Exchange	The designated stock exchange for the Buyback i.e. BSE Limited
DP	Depository Participant
Draft Letter of Offer / DLOF	This draft letter of offer dated Monday, December 26, 2022 filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations.
Eligible Shareholders	All Equity Shareholders/beneficial owners of Equity Shares as on the Record Date being, December 30, 2022 and who are eligible to participate in the Buyback in terms of this DLOF and excludes person(s) who are not permitted under the applicable law to tender the Equity Shares in Buyback
Equity Shares	Fully paid-up equity shares of face value of ₹10/- (Rupees Ten only) each of the Company
Equity Shareholder(s)/ Shareholders/ Members/ Beneficial owner(s)	Holder(s) of the Equity Shares and includes beneficial owner(s) thereof
Escrow Account	The Escrow Account titled “[●]” to be opened with Escrow Agent in accordance with the Buyback Regulations
Escrow Agent	[●]

Term	Description
Escrow Agreement	The escrow agreement dated [●] entered into between the Company, Escrow Agent and Manager to the Buyback
FATCA	Foreign Account Tax Compliance Act
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
General Category	Category of Eligible Shareholder(s) other than the Small Shareholders
IPV	In person verification
GST	Goods and Services Tax
HUF	Hindu Undivided Family
IT Act / Income Tax Act	Income Tax Act, 1961, as amended from time to time
Letter of Offer / LOF	The letter of offer dated [●] to be filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations and including comments received from SEBI on the DLOF, if any
LODR Regulations/Listing Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time
Management Rules	The Companies (Management and Administration) Rules, 2014
Manager to the Buyback / Manager to the Offer	Inga Ventures Private Limited
Memorandum of Association/ MOA	Memorandum of Association of the Company as amended from time to time
Maximum Buyback Size	Maximum number of Equity Shares proposed to be bought back i.e. 1,26,000 (One lakh Twenty-Six thousand) Equity Shares multiplied by the Buyback Price i.e. ₹2,600/- (Rupees Two Thousand Six Hundred only) aggregating up to ₹32,76,00,000 (Rupees Thirty Two Crores Seventy Six Thousand only). The Maximum Buyback Size does not include any Transaction Costs.
Non-Resident Shareholders	Equity Shareholders other than resident Equity Shareholders but including Non-Resident Indians (NRI), Foreign Institutional Investors (FII), Foreign Portfolio Investors (FPI), erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals
Non-Resident Indians / NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the meaning as prescribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000 as amended from time to time.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Offer Period / Tendering Period / Buyback Offer Period	Period of 10 (Ten) Working Days from the Buyback Opening Date i.e. [●] till Buyback Closing Date i.e. [●] (both days inclusive)
PAN	Permanent Account Number
Postal Ballot Notice	Notice of Postal Ballot dated November 9, 2022 for seeking the approval for the Buyback from the shareholders of the Company
Promoter and Promoter Group	Collectively, promoters and members of promoter group as defined under (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

Term	Description
Public Announcement / PA	Public announcement dated Tuesday, December 20, 2022 in relation to the Buyback made by the Company which was published on Wednesday, December 21, 2022 in Business Standard (English and Hindi -All Editions) and Mumbai Lakshadeep (Regional language daily - Marathi)
Ratio of Buyback	The ratio of the Buyback for the Equity Shares held by Eligible Shareholders as on Record Date: (i) in case of Small Shareholders, [●] Equity Shares for every [●] Equity Shares held; and (ii) in case of Eligible Shareholders other than Small Shareholders, [●] Equity Shares for every [●] Equity Shares held
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buyback in accordance with the Buyback Regulations. The Record Date for the Buyback is Friday, December 30, 2022.
Registrar to the Buyback / Registrar	Link Intime India Private Limited
Reserved Category	Category of the Small Shareholders eligible to tender Equity Shares in the Buyback
ROC	Registrar of Companies, Mumbai
SEBI	The Securities and Exchange Board of India
SEBI Circulars	The SEBI circular CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, and SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications thereof, for the time being in force
Seller Member (s) or Seller Broker	A stock broker(s) (who is a member of the BSE) of an Eligible Shareholder(s), through whom the Eligible Shareholder(s) may participate in the Buyback
Shareholders' Resolution	The date on which the Company's shareholders approved the Buyback i.e., December 17, 2022
Small Shareholder	As defined under section 2(i)(n) of the Buyback Regulations, an Eligible Shareholder who holds Equity Shares of market value not more than ₹2,00,000/- (Rupees Two Lakh only) on the basis of closing price on the recognized stock exchange registering the highest trading volume on the Record Date.
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Stock Exchange Mechanism	The "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars
Tender Form	Form of acceptance-cum-acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback
Tender Offer	Method of Buyback as defined in Regulation 2(i)(q) read with Regulation 9(vii) of the Buyback Regulations using stock exchange mechanism
TRS	Transaction Registration Slip
Transaction Cost	Any expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors' fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter alia including Buyback tax, securities transaction tax, GST, stamp duty, expensed incurred or to be incurred for the Buyback like filing fees payable to Securities and Exchange Board of India ("SEBI"), advisor/legal fees), public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses
U.S.	United States / United States of America
Working Day(s)	Working day as defined under Regulation 2(s) of the Buyback Regulations

2.1. Forward Looking Statements

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘Project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company’s ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

2.2. Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Draft Letter of Offer are to page numbers of this Draft Letter of Offer.

2.3. Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Draft Letter of Offer is derived from the Audited Financial Statement for the period ended September 30, 2022

Our Company’s financial year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as “Financial Year” or “FY”).

In this Draft Letter of Offer, references to “INR”, “Rs.”, “₹” and “Rupees” are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in Rs. lakhs, unless otherwise stated.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

2.4. Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Draft Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

- 3.1. As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback, Inga Ventures Private Limited has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the

provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

- 3.2. It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, has furnished to SEBI a Due Diligence Certificate dated Monday, December 26, 2022 in accordance with Buyback Regulations, which reads as follows:

“We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the public announcement dated Tuesday, December 20, 2022 and published in the newspapers on Wednesday, December 21, 2022 (“**Public Announcement**”) and the Draft Letter of offer dated Monday, December 26, 2022 (“**DLOF**”). On the basis of such examination and the discussions with the Company, we hereby state that:

- The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;
- All the legal requirements connected with the said Buyback including the SEBI (Buy Back of Securities) Regulations, 2018, as amended, have been duly complied with;
- The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholder of the Company to make a well informed decision in respect of the captioned Buyback;
- Funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”

- 3.3. The filing of Draft Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Buyback.

- 3.4. Promoters and Promoter Group and/or Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/or incorporated in the manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed, withheld and/or amounts to a mis-statement or misrepresentation, the Promoter and Persons in Control and Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

- 3.5. The Promoter and Promoter Group and Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

- 3.6. **NO OFFER TO SUBSCRIBE/PURCHASE/SELL, OR AN INVITATION TO SUBSCRIBE/ PURCHASE /SELL, ANY SECURITIES OF THE COMPANY OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL ANY SECURITIES OF THE COMPANY INCLUDING THE EQUITY SHARES IS MADE IN A JURISDICTION, OTHER THAN INDIA, WHERE IT IS ILLEGAL, OR ANY ACTION OR APPROVAL IS REQUIRED, TO MAKE THIS BUYBACK**

- a) The Public Announcement that was published on Wednesday, December 21, 2022 and this Draft Letter of Offer in connection with this Buyback, has been prepared for the purposes of compliance with applicable Indian laws and regulations. This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Accordingly, the information disclosed may not be the same as that which would have been disclosed, if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Except as otherwise required by applicable law of India, the Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of the Letter of Offer. This Draft Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe/purchase/sell, any securities of the Company in any jurisdiction or as a solicitation or an invitation in any form to subscribe/purchase/sell any securities including the Equity

Shares of the Company in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Offer to any new or additional requirements or registrations,

- b) No action has been or will be taken by the Company or Manager to the Buyback to permit the Buyback in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be dispatched to all Equity Shareholders/beneficial owners whose names appear in the register of members of the Company, on the Record Date. However, receipt of the Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this Buyback, or where making this Buyback would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws of any jurisdiction outside of India), shall not be treated by such Eligible Shareholder as an offer or invitation to offer being made to them and shall be construed by them as being sent for information purposes only.
- c) Persons in possession of the Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.
- d) **The Buyback is being made for securities of an Indian company and is subject to the laws of India. It is important for U.S. securities holders to be aware that this Draft Letter of Offer is subject to Tender Offer laws and regulations in India that are different from those in the U.S. and has been prepared in accordance with Indian law, format and style, which differs from customary U.S. format and style. This Draft Letter of Offer, does not in any way, constitute an offer to sell, or an invitation to sell, or buy any securities in the United States of America, or in any other jurisdiction in which offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe such restrictions.**

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

- 4.1. The Buyback through Tender Offer route using stock exchange mechanism was considered and approved (subject to approval of Shareholders of the Company by way of a special resolution and subject to approval of statutory, regulatory or government authorities as may be required under applicable laws) by the Board of Directors of the Company at their meeting held on Wednesday, November 9, 2022. The text of the resolution passed by the Board is as follows:

Quote

Approval for Buyback of Equity Shares

“RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Companies Act”**) read with rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 as amended (**“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014, as amended (**“Management Rules”**) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“LODR Regulations”**), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in accordance with Article 6 of the articles of association of the Company and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**the “Buyback Regulations”**) and any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, Mumbai (**the “ROC”**), BSE Limited (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**) and/ or other authorities, institutions or bodies (together with **SEBI, BSE, NSE the “Appropriate Authorities”**), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions which may be agreed and subject to the approval by the shareholders by way of special resolution by postal ballot through electronic voting, the Board of Directors of the Company (the **“Board”** which

expression shall include any committee of the Board and/or any persons authorized by the Board to exercise its powers, including the powers conferred by this resolution), hereby approves the Buyback by the Company of its fully paid-up equity shares of ₹ 10/- each ("Equity Shares") up to 1,26,000 Equity Shares (representing 0.97% of the total number of Equity Shares in the paid-up Equity Share capital of the Company) at a price of ₹ 2,600 (Rupees Two Thousand Six Hundred only) per Equity Share (the "**Buyback Offer Price**") payable in cash for an aggregate consideration not exceeding ₹ 32,76,00,000/- (Rupees Thirty Two Crores Seventy Six Lakhs only) (the "**Buyback Offer Size**") being 24.59% of the fully paid-up equity share capital and free reserves as per the audited balance sheet of the Company for the period ended September 30, 2022 on standalone basis, which is within the statutory limits of 25% (Twenty Five percent) of the aggregate of the fully paid-up Equity Share capital and free reserves as per the provisions of the Companies Act and the Buyback Regulations, from the equity shareholders of the Company, as on the record date ("**Eligible Shareholders**") to be subsequently decided by the Board ("Record Date"), on a proportionate basis, through the "**Tender Offer**" route as prescribed under the Buyback Regulations (hereinafter referred to as the "**Buyback**"). The Buyback period shall commence from the date of declaration of results of the postal ballot for Special Resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made ("**Buyback Period**"), in accordance with, and consonance, with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules, the Management Rules and the LODR Regulations.

RESOLVED FURTHER THAT the Buyback Offer Size shall not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors' fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including Buyback taxes, securities transaction tax, Goods and Services Tax, stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force or such other mechanism as may be applicable.

RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and/or such other sources as may be permitted by law through Tender Offer route and as required by the Buyback Regulations and the Companies Act.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.

RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing shareholders holding Equity Shares of the Company on a proportionate basis, provided 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of 'small shareholders' (as defined under the Buyback Regulations) as on the Record Date, whichever is higher, shall be reserved for the 'small shareholders', as prescribed under proviso to Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback would be subject to the requirement of maintaining the minimum public shareholding, as specified in Regulation 38 of the LODR Regulations.

RESOLVED FURTHER THAT Company has complied and shall continue to comply with Section 70 of the Companies Act, wherein:

- a) It shall not directly or indirectly purchase its own shares:
 - i. through any subsidiary company including its own subsidiary companies; or
 - ii. through any investment company or group of investment companies; or

- b) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.
- c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.

RESOLVED FURTHER THAT the Board hereby confirms that:

- a) all Equity Shares of the Company are fully paid up;
- b) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
- c) the Company shall not issue and allot any shares or other specified securities including by way of bonus or conversion of employee stock options /outstanding instruments into Equity Shares, from the date of the board resolution for the Buyback till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- d) the Company shall not raise further capital for such period of time, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations and in compliance with the Buyback Regulations;
- e) the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- f) The Company will not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- g) the Company shall not buy back its shares or other specified securities from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through private arrangement in the implementation of buyback;
- h) there are no defaults subsisting in the repayment of deposits accepted either before or after the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon or redemption of debentures or preference shares or payment of dividend due to any shareholder, or repayment of any term; loans or interest payable thereon to any financial institution or banking companies;
- i) borrowed funds from banks and financial institutions, if any, will not be used for the Buyback;
- j) the Buyback Offer Size does not exceed 25% of the aggregate of the fully paid-up Equity Share capital and free reserves as per audited financial statements for the period ended September 30, 2022 (the last audited financial statements on standalone basis available as on the date of the Board meeting);
- k) that the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. up to 1,26,000 Equity Shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital of the Company as per the audited financial statements as at September 30, 2022 (on a standalone basis);
- l) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback as prescribed under Buyback Regulations, the Companies Act, the rules made thereunder and other applicable laws;
- m) the Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- n) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;
- o) the Company will not withdraw the Buyback after the public announcement of the Buyback is made;
- p) the Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchange;
- q) Consideration of the Equity Shares bought back by the Company will be paid only by way of cash.

RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

- a) Immediately following the date of this Board meeting there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this Board meeting, and having regard to the Board's intention with respect to the management of 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 this Board meeting; and
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the proposed Buyback be implemented through Tender Offer route as prescribed under the Buyback Regulations from the equity shareholders of the Company as on the Record Date including the members of the promoter and promoter group of the Company (as disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended) out of its free reserves and / or such other sources as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback.

RESOLVED FURTHER THAT the Company shall not Buyback the locked-in Equity Shares or other specified securities, if any, and non-transferable Equity Shares or other specified securities, if any, till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable;

RESOLVED FURTHER THAT as required under the provision to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and the Mr. Kumar S. Taurani - Chairman & Managing Director of the Company and Mr. Ramesh S. Taurani, Executive Director of the Company be and are hereby authorized to finalize and sign the same, for and on behalf of the Board, and the Company Secretary be and is hereby authorised to file the same with the ROC and the SEBI.

RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India including foreign corporate bodies (including erstwhile the Overseas Corporate Bodies), Foreign Institutional Investors/ Foreign Portfolio Investors, non- resident Indians, and shareholders of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder and to the extent necessary or required including approvals from concerned authorities including the Reserve Bank of India under Foreign Exchange Management Act, 1999, and the rules and regulations framed there under, if any,

RESOLVED FURTHER THAT as per the provisions of Section 68(8) of the Companies Act, the Company will not issue same kind of shares including allotment of new shares under clause (a) of sub-section (1) of section 62 of the Companies Act or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buy-back Regulations, Ms. Bijal R. Patel, Company Secretary be and is hereby appointed as the Compliance Officer for the Buy-back.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, the approval of the Board be and is hereby accorded for appointment of Inga Ventures Private Limited as the Manager to the Buyback at such fees and other terms and conditions as mutually agreed with them.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, Link Intime India Private Limited be appointed as the Registrar for the Buyback at such remuneration as mutually agreed with them.

RESOLVED FURTHER THAT Mr. Kumar S. Taurani – Chairman & Managing Director, Mr. Ramesh S. Taurani – Executive Director, Mr. Sunil Chellani – Chief Financial Officer and Ms. Bijal Patel – Company Secretary of the Company (“Authorized Persons”), are hereby severally authorized to do all such acts, deeds, matters and things in relation to the Buyback as they may deem necessary and/or expedient, including but not limited to the following:

- a) appointment of intermediaries for the Buyback including but not limited to brokers, registrar, advertising agency, legal advisors, escrow bank, compliance officer and other advisors, depository participant, printers, consultants or representatives; if any, and settlement of terms of appointment including the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- b) finalizing the terms of buyback like the entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;
- c) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;
- d) opening, operation and closure of all necessary accounts, including bank account(s) (including escrow account), depository accounts for the purpose of payment and authorizing persons to operate the said accounts;
- e) preparation, finalizing, signing and filing of public announcement, the draft letter of offer/ letter of offer, certificates for declaration of solvency and any other material in relation with the Buyback with the SEBI, ROC, the stock exchange and other appropriate authority;
- f) making all applications to the appropriate authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- g) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
- h) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;
- i) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the articles of association of the Company.
- j) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchange, depositories and/or other Appropriate Authorities.
- k) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
- l) dealing with stock exchange (including their clearing corporations), where the Equity Shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any further amendments thereof.

- m) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.
- n) to settle and resolve any queries or difficulties raised by SEBI, stock exchange, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Authorized Persons be and are hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company will use the platform of BSE Limited (“BSE”) for the purpose of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and / or any obligation on the Company or the Board or the Buyback Committee to buyback any shares and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back where in details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT any of the Directors of the Company and / or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees, etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT any of the Directors of the Company and / or the CFO and / or the Company Secretary for the time being, be and are hereby severally authorised to represent the Company before the Ministry of Corporate Affairs (“MCA”), SEBI, the stock exchange on which the Equity Shares of the Company are listed viz., BSE and National Stock Exchange of India Limited or any other agencies connected with the Buyback offer of the Company and to sign and submit all forms, letters, documents or other papers that may be required for the implementation of the Buyback.”

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated Tuesday, December 20, 2022 for the Buyback of Equity Shares which was published within two Working Days i.e. on Wednesday, December 21, 2022 from the date of declaration of the results of such postal ballot for special resolution i.e. Monday, December 19, 2022 in the following newspapers:

Name of the Newspaper	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions

Name of the Newspaper	Language	Editions
Mumbai Lakshadeep	Marathi	Regional Edition

The Company will publish further notices or corrigendum, if any, in the above mentioned newspapers.

A copy of the Public Announcement is / shall be available on the websites of SEBI at www.sebi.gov.in, the Company at www.tips.in, BSE at www.bseindia.com and NSE at www.nseindia.com

6. DETAILS OF THE BUYBACK

- 6.1. The Board Meeting, pursuant to the provisions of Article 6 of Articles of Association of the Company and Sections 68, 69, 70, 108 110 along with all other applicable provisions if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Management Rules, 2014, to the extent applicable, and in compliance with the Buyback Regulations, the Listing Regulations including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board and subject to the approval of the shareholders of the Company by way of a special resolution, approved the Buyback of up to 1,26,000 equity shares (One Lakh Twenty Six Thousand) fully paid-up equity shares of ₹10/- (Rupees Ten only) each of the Company representing up to 0.97% of the total number of Equity Shares in the Equity Share capital of the Company, at a price of ₹2,600/- (Rupees Two Thousand Six Hundred only) per Equity Share payable in cash for an aggregate amount of up to ₹32,76,00,000/- (Rupees Thirty Two Crores Seventy Six Lakhs only) excluding Transaction Cost which is 24.59% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited financial statement of the Company for the period ended September 30, 2022, being the latest audited financial statement available (the “**Audited Financial Statements**”), on a proportionate basis through the “tender offer” route as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, from all the shareholders of the Company who hold Equity Shares as of Friday, December 30, 2022, (“**Record Date**”) (“**Buyback**”)
- 6.2. Since the Buyback is more than 10% of the total paid up equity capital and free reserve of the Company, in terms of section 68(2)(b) of the Companies Act, the Board has sought the approval from the shareholders of the company, by way of a special resolution pursuant to postal ballot notice dated November 9, 2022 (the “**Postal Ballot Notice**”). The shareholders approved the Buyback on December 17, 2022 (“**Shareholders’ Resolution Date**”) through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on December 19, 2022 (“**Shareholders Approval**”)
- 6.3. The Buyback Size does not include Transaction Cost viz. brokerage, applicable taxes inter alia including Buyback tax, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.
- 6.4. The Equity Shares are listed on the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (the “**NSE**”) (hereinafter together referred to as the “**Stock Exchanges**”).
- 6.5. The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on the Record Date i.e. Friday, December 30, 2022 (“**Eligible Shareholder**”) through the tender offer route prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including all amendments and statutory modifications for the time being in force (“**SEBI Circulars**”) or such mechanism as may be applicable. In this regard, the Company will request BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback

- 6.6. Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as “**Buyback Tax**”) in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The transaction of Buyback would also be chargeable to securities transaction tax in India. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback
- 6.7. **All the shareholders of the Company will be eligible to participate in the Buyback including Promoters and Promoter group of the Company, persons in control (including such persons acting in concert) and their associates who hold Equity Shares as of the record date.**
- 6.8. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Promoter Group in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. Pursuant to the completion of the Buyback, the public shareholding of the Company may fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. However, the Company undertakes to achieve minimum level of public shareholding as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 (“**SCRR**”) within the time and in the manner as prescribed under the SCRR and the LODR Regulations. Any change in voting rights of the promoter and person in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.
- 6.9. **The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.**
- 6.10. The Company proposes to Buyback up to 1,26,000 (One Lakh Twenty-Six Thousand) fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each aggregating up to 0.97% of the total issued and paid up Equity Shares of the Company as per the Audited Financial Statements as at September 30, 2022 from the Equity Shareholders of the Company as on the Record Date for an amount not exceeding ₹32,76,00,000/- (Rupees Thirty-Two Crores Seventy-Six Lakhs Only).
- 6.11. The aggregate paid-up equity share capital and free reserves as per Audited Financial Statements of the Company as at September 30, 2022 is ₹13,323.53 lakhs. Under the provisions of the Companies Act, the funds deployed for Buyback shall not exceed 25% of the aggregate fully paid-up equity share capital and free reserves of the Company as per the Audited Financial Statements i.e. ₹3,330.88 lakhs, under the shareholder’s approval route, as provided under the proviso to Section 68(2)(b) of the Companies Act. Accordingly, the maximum amount that can be utilised for the Buyback, does not exceed ₹3,276.00 lakhs and is therefore within the limit of 25% of the Company’s fully paid up share capital and free reserve as per the Audited Financial Statement of the Company (the latest audited balance sheet available as on the date of Board Meeting recommending the proposal for the Buyback).
- 6.12. The Aggregate shareholding of the Promoter and Promoter Group of the Company and persons in control as on the date of publication of the Public Announcement i.e. Wednesday, December 21, 2022 is given below:

Sr. no	Name of the Shareholder	Category	No. of Equity Shares held	% Shareholding
1	Mr. Kumar S. Taurani	Promoter	26,29,800	20.28
2	Mr. Ramesh S. Taurani	Promoter	26,24,283	20.24
3	Mrs. Renu K. Taurani	Promoter	10,26,128	7.91

4	Mrs. Varsha R. Taurani	Promoter	7,31,641	5.64
5	Mr. Shyam M. Lakhani	Promoter	11,500	0.09
6	Mr. Girish K. Taurani	Promoter Group	6,00,000	4.63
7	Mr. Kunal K. Taurani	Promoter Group	6,00,000	4.63
8	Ms. Jaya R. Taurani	Promoter Group	5,00,000	3.86
9	Ms. Sneha R. Taurani	Promoter Group	5,00,000	3.86
10	Ms. Raveena R. Taurani	Promoter Group	5,00,000	3.86
	Total		97,23,352	74.98

- 6.13. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group and persons in control have the option to participate in the Buyback. In this regard, some of the Promoter and Promoter Group and persons in control vide their letters dated November 9, 2022 have expressed their intention to tender Equity Shares in the Buyback and offer up to an aggregate maximum number of 97,11,852 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Their maximum participation in the Buyback has been detailed in paragraph 9.4 of this DLOF.
- 6.14. The pre-Buyback shareholding of Promoter and Promoter Group, and persons in control of the Company, as on the date of publication of Public Announcement is 74.98% of the total number of outstanding Equity Shares of the Company and assuming that the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buyback Entitlement, post-Buyback shareholding of Promoter and Promoter Group and persons in control of the Company will be [●] % of the total number of outstanding Equity Shares of the Company. For details with respect to aggregate shareholding of Promoter and Promoter Group and persons in control for pre-Buyback and post-Buyback please refer paragraph 13.6 of this DLOF.
- 6.15. Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregating voting rights of the Promoter and Promoter Group in the Company may increase or decrease from their existing shareholding of the total equity capital and voting rights of the Company. Pursuant to the completion of the Buyback, the public shareholding of the Company may fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. However, the Company undertakes to achieve minimum level of public shareholding as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 (SCRR) within the time and in the manner as prescribed under the SCRR and the LODR Regulations. Any change in voting rights of the Promoter and Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

7. AUTHORITY FOR THE BUYBACK

- 7.1. The Buyback is being undertaken by the Company in accordance with the provisions of Article 6 of Articles of Association of the Company and Sections 68, 69, 70, 108 and 110 and all other applicable provisions of the Companies Act and applicable rules made thereunder and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board or any person authorised by the Board.
- 7.2. The Buyback has been duly authorized by a resolution passed by the Board of Directors at their meeting held on Wednesday, November 9, 2022. The Equity Shareholders of the Company have approved the Buyback by way of a special resolution, of postal ballot through e-voting, pursuant to the Postal Ballot Notice dated Wednesday, November 9, 2022, the results of which were announced on Monday, December 19, 2022 in accordance with the provisions of Section 110 of the Companies Act read with Rule 22 of the Management Rules along and SEBI Listing Regulations.

8. NECESSITY OF THE BUYBACK

- 8.1. The Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective

and efficient manner. The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value and the Buyback would result in amongst other things:

- 8.2. The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares;
- 8.3. The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- 8.4. The Buyback gives an option to the shareholders holding Equity Shares of the Company, either to sell their Equity Shares and receive cash or not to sell their Equity Shares and get a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and
- 8.5. The Buyback, which is being implemented through the tender offer as prescribed under the Buyback Regulations, would involve minimum reservation of 15% for Small Shareholders and allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholder.

9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 9.1. We believe that the Buyback is not likely to cause any material impact on the profitability/earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buyback Entitlement, the funds deployed by the Company towards the Buyback would be ₹32,76,00,000/- (Rupees Thirty-Two Crores Seventy-Six Lakhs only). This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments.
- 9.2. The aggregate shareholding of the Promoter and Promoter Group and persons in control as on the date of publication of the Public Announcement i.e. Wednesday, December 21, 2022 is given below:

Sr. no	Name of the Shareholder	Category	No. of Equity Shares held	% Shareholding
1	Mr. Kumar S. Taurani	Promoter	26,29,800	20.28
2	Mr. Ramesh S. Taurani	Promoter	26,24,283	20.24
3	Mrs. Renu K. Taurani	Promoter	10,26,128	7.91
4	Mrs. Varsha R. Taurani	Promoter	7,31,641	5.64
5	Mr. Shyam M. Lakhani	Promoter	11,500	0.09
6	Mr. Girish K. Taurani	Promoter Group	6,00,000	4.63
7	Mr. Kunal K. Taurani	Promoter Group	6,00,000	4.63
8	Ms. Jaya R. Taurani	Promoter Group	5,00,000	3.86
9	Ms. Sneha R. Taurani	Promoter Group	5,00,000	3.86
10	Ms. Raveena R. Taurani	Promoter Group	5,00,000	3.86
	Total		97,23,352	74.98

- 9.3. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group and persons in control have the option to participate in the Buyback. In this regard, some of the Promoter and Promoter Group and persons in control vide their letters dated November 9, 2022 have expressed their intention to tender Equity Shares in the Buyback and may tender up to an aggregate maximum number of 97,11,852 (Ninety-Seven Lakhs Eleven Thousand Eight Hundred and Fifty-Two) Equity Shares or such lower number of shares in accordance with the provisions of the Buyback Regulations.

- 9.4. Maximum number of Equity Shares to be tendered by the Promoter and Promoter Group and persons in control are as under:

Sr.no	Name of the Promoter and Persons in Control	No. of Equity Shares held	Maximum Number of Equity Shares intended to tender
1.	Mr. Kumar S. Taurani	26,29,800	26,29,800
2.	Mr. Ramesh S. Taurani	26,24,283	26,24,283
3.	Mrs. Renu K. Taurani	10,26,128	10,26,128
4.	Mrs. Varsha R. Taurani	7,31,641	7,31,641
5.	Mr. Girish K. Taurani	6,00,000	6,00,000
6.	Mr. Kunal K. Taurani	6,00,000	6,00,000
7.	Ms. Jaya R. Taurani	5,00,000	5,00,000
8.	Ms. Sneha R. Taurani	5,00,000	5,00,000
9.	Ms. Raveena R. Taurani	5,00,000	5,00,000
Total		97,11,852	97,11,852

- 9.5. Details of the date and price of the Equity Shares allotted/acquired/credited/transferred/transmitted to the Promoter and Persons in Control, which are intended to be tendered, are set-out as below:

1. Mr. Kumar S. Taurani - Intend to tender up to 26,29,800 Equity Shares

Date of Transactions	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue/Acquisition Sale Price (₹)	Net Acquisition/Sale Consideration (₹)
08.05.1996	Allotment	2,48,500	10/-	10.00	24,85,000
12.03.1997	Bonus	4,97,000	10/-	-	-
04.11.1999	Bonus	11,18,250	10/-	-	-
10.02.2000	Bonus	3,72,750	10/-	-	-
22.11.2000	Sale	(26,250)	10/-	265.00	(69,56,250)
06.12.2000	Sale	(1,81,667)	10/-	265.07	(4,81,54,472)
11.06.2003	Preferential Allotment*	1,52,735	10/-	-	-
06.05.2005	Sale	(1,00,000)	10/-	35.86	(35,86,000)
04.06.2005	Sale	(10,366)	10/-	43.26	(4,48,433)
11.06.2005	Sale	(2,00,000)	10/-	44.81	(89,62,000)
13.06.2005	Sale	(1,79,833)	10/-	44.75	(80,47,527)
23.11.2006	Preferential Allotment	1,12,500	10/-	45.00	50,62,500
21.12.2007	Preferential Allotment	3,18,450	10/-	45.00	1,43,30,250
29.02.2008	Sale	(2,000)	10/-	73.66	(1,47,320)
15.11.2011	Purchase	10,799	10/-	46.50	5,02,154
22.11.2011	Purchase	17,701	10/-	46.50	8,23,097
09.12.2011	Purchase	30,500	10/-	46.50	14,18,250
13.12.2011	Purchase	47,067	10/-	46.50	21,88,616
20.12.2011	Purchase	18,123	10/-	46.50	8,42,720

Date of Transactions	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
14.03.2012	Purchase	85,422	10/-	46.50	39,72,123
26.03.2012	Purchase	30,039	10/-	46.50	13,96,814
27.03.2012	Purchase	661	10/-	46.50	30,737
28.03.2012	Purchase	749	10/-	46.50	34,829
29.03.2012	Purchase	4,343	10/-	46.50	2,01,950
09.04.2012	Purchase	21,709	10/-	46.50	10,09,469
13.04.2012	Purchase	9,438	10/-	60.05	5,66,790
16.04.2012	Purchase	4,604	10/-	60.05	2,76,489
27.04.2012	Purchase	24,790	10/-	60.05	14,88,739
28.04.2012	Purchase	3,792	10/-	60.05	2,27,725
07.05.2012	Purchase	45,726	10/-	60.05	27,46,029
09.05.2012	Purchase	5,412	10/-	60.05	3,25,012
25.05.2012	Purchase	25,200	10/-	60.05	15,13,361
29.05.2012	Purchase	15,585	10/-	60.05	9,35,942
11.06.2012	Purchase	76,571	10/-	60.05	45,98,395
12.06.2012	Purchase	31,500	10/-	60.05	18,91,701
Total		26,29,800			

* The Company has acquired the entire equity Shares of Tips Films Pvt. Ltd. valued at ₹. 1,646/- per share and made it wholly owned subsidiary of Tips Industries Ltd by issue of 638,400 Equity Shares on Preferential basis to the shareholders of Tips Films Ltd. without payment being received in cash and as a consideration in ratio of 21 Equity share of the Company for every 1 share held in Tips Films Pvt. Ltd.

2. Mr. Ramesh S. Taurani –Intend to tender up to 26,24,283 Equity Shares

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition / Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
08.05.1996	Allotment	2,50,000	10/-	10.00	25,00,000
12.03.1997	Bonus	5,00,000	10/-	-	-
04.11.1999	Bonus	11,25,000	10/-	-	-
10.02.2000	Bonus	3,75,000	10/-	-	-
22.11.2000	Sale	(26,250)	10/-	265.00	(69,56,250)
06.12.2000	Sale	(1,90,416)	10/-	242.00	(4,60,80,672)
11.12.2000	Sale	(8,500)	10/-	242.02	(20,57,170)

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition / Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
11.06.2003	Preferential Allotment*	75,122	10/-	-	-
18.06.2003	Purchase	3,000	10/-	325.00	9,75,000
13.05.2005	Sale	(2,20,000)	10/-	38.60	(84,92,000)
04.06.2005	Sale	(40,000)	10/-	43.29	(17,31,600)
11.06.2005	Sale	(4,00,000)	10/-	44.79	(1,79,16,000)
03.03.2006	Purchase	1,000	10/-	325.00	3,25,000
17.09.2007	Preferential Allotment	6,79,300	10/-	45.00	3,05,68,500
13.02.2008	Purchase	2,800	10/-	87.85	2,45,980
29.02.2008	Sale	(2,000)	10/-	73.93	(1,47,860)
15.11.2011	Purchase	10,799	10/-	46.29	4,99,886
22.11.2011	Purchase	17,701	10/-	46.29	8,19,379
05.12.2011	Purchase	30,500	10/-	46.29	14,11,845
13.12.2011	Purchase	47,067	10/-	46.29	21,78,731
20.12.2011	Purchase	18,123	10/-	46.29	8,38,914
14.03.2012	Purchase	75,885	10/-	46.29	35,12,717
26.03.2012	Purchase	30,074	10/-	46.29	13,92,125
27.03.2012	Purchase	1,000	10/-	46.29	46,290
28.03.2012	Purchase	365	10/-	46.29	16,896
29.03.2012	Purchase	3,773	10/-	46.29	1,74,652
04.04.2012	Purchase	22,324	10/-	46.29	10,33,378
13.04.2012	Purchase	10,181	10/-	59.97	6,10,555
16.04.2012	Purchase	4,157	10/-	59.97	2,49,295
27.04.2012	Purchase	26,121	10/-	59.97	15,66,476
28.04.2012	Purchase	2,098	10/-	59.97	1,25,817
07.05.2012	Purchase	45,791	10/-	59.97	27,46,086
09.05.2012	Purchase	3,000	10/-	59.97	1,79,910
25.05.2012	Purchase	28,000	10/-	59.97	16,79,160
29.05.2012	Purchase	14,300	10/-	59.97	8,57,571
11.06.2012	Purchase	77,468	10/-	59.97	46,45,756
12.06.2012	Purchase	31,500	10/-	59.97	18,89,055
Total		26,24,283			

* The Company has acquired the entire equity Shares of Tips Films Pvt. Ltd. valued at ₹1,646/- per share and made it wholly owned subsidiary of Tips Industries Ltd by issue of 638,400 Equity Shares on Preferential basis to the shareholders of Tips Films Ltd. without payment being received in cash and as a consideration in ratio of 21 Equity share of the Company for every 1 share held in Tips Films Pvt. Ltd.

3. Ms. Renu K. Taurani – Intend to tender up to 10,26,128 Equity Shares

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition/ Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
08.05.1996	Allotment	2,50,000	10/-	10.00	25,00,000
12.03.1997	Bonus	5,00,000	10/-	-	-
04.11.1999	Bonus	11,25,000	10/-	-	-
10.02.2000	Bonus	3,75,000	10/-	-	-
21.11.2000	Sale	(26,250)	10/-	265	(69,56,250)
04.12.2000	Sale	(1,81,667)	10/-	253.15	(4,59,89,001)
08.12.2000	Sale	(8,500)	10/-	253.15	(21,51,775)
17.09.2007	Preferential Allotment	1,24,760	10/-	45.00	56,14,200
19.01.2012	Purchase	10,645	10/-	48.935	5,20,913
03.02.2012	Purchase	29,853	10/-	48.935	14,60,857
27.02.2012	Purchase	22,220	10/-	48.935	10,87,336
05.03.2012	Purchase	29,067	10/-	48.935	14,22,394
24.12.2020	Sale	(24,000)	10/-	291.00	(69,84,000)
23.09.2022	Inter se transfer between immediate relative by way of gift without any consideration	(12,00,000)	10/-	-	-
Total		10,26,128			

4. Ms. Varsha R. Taurani – Intend to tender up to 7,31,641 Equity Shares

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition/ Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
08.05.1996	Allotment	2,50,000	10/-	10.00	25,00,000
12.03.1997	Bonus	5,00,000	10/-	-	-
04.11.1999	Bonus	11,25,000	10/-	-	-
10.02.2000	Bonus	3,75,000	10/-	-	-

22.11.2000	Sale	(26,250)	10/-	265.00	(69,56,250)
12.12.2000	Sale	(1,58,500)	10/-	223.94	(3,54,94,490)
28.12.2000	Sale	(5,000)	10/-	223.94	(11,19,700)
29.06.2001	Sale	(14,000)	10/-	223.94	(31,35,160)
20.05.2005	Sale	(1,00,000)	10/-	47.36	(47,36,000)
11.06.2005	Sale	(4,00,000)	10/-	44.88	(1,79,52,000)
23.11.2006	Preferential Allotment	52,273	10/-	45.00	23,52,285
21.12.2007	Preferential Allotment	5,54,333	10/-	45.00	2,49,44,985
13.02.2008	Purchase	1,500	10/-	87.94	1,31,910
19.01.2012	Purchase	10,645	10/-	49.17	5,23,415
03.02.2012	Purchase	29,853	10/-	49.17	14,67,872
27.02.2012	Purchase	22,434	10/-	49.17	11,03,080
05.03.2012	Purchase	38,353	10/-	49.17	18,85,817
24.12.2020	Sale	(24,000)	10/-	291.00	(69,84,000)
23.09.2022	Inter se transfer between immediate relative by way of gift without any consideration	(15,00,000)	10/-	-	-
Total		7,31,641			

5. Mr. Girish K. Taurani – Intend to tender up to 6,00,000 Equity Shares

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition/ Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
23.09.2022	Inter se transfer between immediate relative by way of gift without any consideration	6,00,000	10/-	-	-
Total		6,00,000			

6. Mr. Kunal K. Taurani – Intend to tender up to 6,00,000 Equity Shares

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition/ Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
23.09.2022	Inter se transfer between immediate relative by	6,00,000	10/-	-	-

	way of gift without any consideration				
Total		6,00,000			

7. Ms. Jaya R. Taurani – Intend to tender up to 5,00,000 Equity Shares

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition/ Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
23.09.2022	Inter se transfer between immediate relative by way of gift without any consideration	5,00,000	10/-	-	-
Total		5,00,000			

8. Ms. Sneha R. Taurani – Intend to tender up to 5,00,000 Equity Shares

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition/ Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
23.09.2022	Inter se transfer between immediate relative by way of gift without any consideration	5,00,000	10/-	-	-
Total		5,00,000			

9. Ms. Raveena R. Taurani – Intend to tender up to 5,00,000 Equity Shares

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue Acquisition/ Sale Price (₹)	Net Acquisition/ Sale Consideration (₹)
23.09.2022	Inter se transfer between immediate relative by way of gift without any consideration	5,00,000	10/-	-	-
Total		5,00,000			

- 9.6. Consequent to the Buyback and based on the number of shares bought back within each category of shareholders, the shareholding pattern of the Company would undergo a change.
- 9.7. The Buyback will not result in any benefit to the Promoters and Promoter Group of the Company or any Directors except to the extent of the cash consideration received by them from the Company pursuant to their respective participation, if any, in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.
- 9.8. Assuming the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoter and Persons in Control post the Buyback may increase to [●] % from 74.98% prior to Buyback. Please refer to paragraph 13.6 for further details. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may reduce to [●] from 74.98% of the total equity share capital of the Company.
- 9.9. Assuming the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Equity Shareholders other than Promoter and Persons in Control, post the Buyback may increase / decrease to [●] % from 25.02% prior to Buyback. Please refer to paragraph 13.6 for further details.
- 9.10. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.11. Consequent to the Buyback and depending on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and other public shareholders, the shareholding of each such person shall undergo a change. Please refer to paragraph 13.6 for further details.
- 9.12. The debt-equity ratio immediately on completion of Buyback shall be in compliance with the permissible limit of 2:1 prescribed under Section 68(2)(d) of Companies Act and Regulation 4(ii) of the Buyback Regulations, even if the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement. The same has been certified vide a certificate dated November 09, 2022 by the statutory auditor of the Company.
- 9.13. We believe, the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.
- 9.14. The Promoter and Promoter Group, and Persons in Control of the Company shall not deal in the Equity Shares of the Company on Stock Exchanges or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoter and Promoter Group, and Persons in Control during the period from the date of passing the Shareholders' resolution of the Buyback i.e. Saturday, December 17, 2022 until the date of expiry of Buyback period.
- 9.15. Unless otherwise specifically permitted by any relaxation issued by SEBI and/ or any other regulatory authority, the Company shall not raise further capital for a period of 1 (one) year, as prescribed under the provisions of Regulation 24(i)(f) of the Buyback Regulations, from the expiry of the Buyback Period, except in discharge of its subsisting obligations.
- 9.16. The Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of 6 (six) months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.
- 9.17. The Company, in compliance with regulation 4(v) of the Buyback Regulations, is not undertaking this Buyback so as to delist its Equity Shares or other specified securities from the stock exchanges
- 9.18. Salient financial parameters consequent to the Buyback based on the Audited Financial Statements as at September 30, 2022 are as under:

Parameters	Based on Standalone Financial Statements as on September 30, 2022		Based on Consolidated Financial Statements as on September 30, 2022	
	Pre Buyback	Post Buyback [#]	Pre Buyback	Post Buyback
Net Worth (₹ in Lakhs) ⁽¹⁾	13,757.25	10,481.25	<i>Not Applicable</i>	
Profit/(Loss) for the period (₹ in Lakhs)	3,800.32	3,800.32		
Return on Net Worth % ⁽²⁾	27.62%	36.26%		
Earnings Per Equity Share (EPS) (Basic) (in ₹) ⁽³⁾⁽⁴⁾	29.30	29.59		
Book Value per share (in ₹) ⁽⁵⁾	106.08	81.61		
Price Earnings (PE) Multiple ⁽⁶⁾	53.22	52.70		
Debt/ Equity ratio ⁽⁷⁾	-	-		

- (1) *Net Worth is equal to Equity Share Capital + Reserves and surplus – OCI*
Net Worth Post Buy Back is calculated as above but after giving effect of amount earmarked for Buy back and Buy Back Tax thereon
- (2) *Return on Net Worth = Profit / (Loss) for the period / Net worth (after giving effect of Tax on Buy Back).*
Return on Net Worth for the period ended September 30, 2022 is not annualised
- (3) *Earnings per Share = Profit / (Loss) for the period Attributable to Equity Shareholders / Weighted number of Equity Shares outstanding*
- (4) *EPS post Buyback is computed after reducing up to 1,26,000 Equity Shares to be bought back under the Buyback from weighted average number of Equity Shares outstanding*
- (5) *Book value per Equity Share = Net worth / Number of Equity Shares*
- (6) *PE Multiple = Market Value per Equity Share as on September 30, 2022 (last trading day for six months ended September 30, 2022) on NSE / EPS as per latest Audited Financial Statements as on September 30, 2022*
- (7) *Debt-Equity Ratio = Debt / Equity (Equity Share Capital + Reserves and surplus- OCI)*

The impact of taxes on Buyback and transaction costs related of Buyback is not considered.

10. BASIS OF CALCULATING THE BUYBACK PRICE

10.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share. The Buyback Price of ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share has been arrived at after considering various factors including, but not limited to, the volume weighted average market price of the Equity Shares and closing price of the Equity Shares on the BSE and NSE (the Stock Exchanges where the maximum volume of trading in the Equity Shares is recorded) price earnings ratio, impact on other financial parameters and possible impact of Buyback on the earnings per share.

The Buyback Price represents:

- Premium of 40.25 % and 39.04 % over the closing price of the Equity Shares on BSE and NSE, respectively, as on November 03, 2022 being the date on which the Company intimated to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.
- Premium of 48.10 % and 49.49 % over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.
- Premium of 56.71% and 57.42% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 30 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

- d) Premium of 61.32% and 60.69% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 60 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.
- 10.2. The closing market price of the Equity Shares as on the date of the intimation of the Board Meeting i.e. November 3, 2022 was ₹1,853.80/- on BSE and ₹1,869.90/- on NSE
- 10.3. The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves on the basis of Audited Financial Statements of the Company, after the Buyback.
- 10.4. For financial ratios and trends in the market price of the Equity Shares, please refer to paragraph 15 & 16 of this Draft Letter of Offer respectively.

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹32,76,00,000/- (Rupees Thirty-Two Crores Seventy-Six Lakhs Only), excluding Transaction Costs.
- 11.2. The Buyback would be financed out of free reserves or such other sources as may be permitted by law through “Tender Offer” route and as required by the Buyback Regulations and the Companies Act, and on such terms and conditions as the Board may deem fit.
- 11.3. The funds for the Buyback will be sourced from the cash and cash equivalents and/or accumulated internal accruals and no borrowings are made to discharge the Buyback obligations. However, if required, the Company may borrow funds in the ordinary course of its business.
- 11.4. This Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.
- 11.5. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statement.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

- 12.1. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed [●] as the Escrow Agent for the Buyback. The Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement dated [●], 2022, pursuant to which the Escrow Account in the name and style “[●]” bearing account number [●] has been opened with the Escrow Agent at its branch office located at [●]. In accordance with Regulation 9(ix) of the Buyback Regulations, the Company will deposit the applicable amount in the Escrow Account, on or before the Buyback Opening Date. The Manager has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.
- 12.2. The Company has adequate and firm financial resources as on September 30, 2022 to meet its obligations under the Buyback and the same has been certified vide a certificate dated November 09, 2022 by Parag Ved (Membership No.:102432), Partner of SSPA & Associates, Chartered Accountant (ICAI Firm Registration No.:131069W), UDIN: 22102432BCRGWX7982, having their office at SSPA & Associates, Chartered Accountants, 1st floor, “Arjun”, Plot No. 6 A, V.P. Road, Andheri (w), Mumbai – 400 058, Maharashtra, Telephone No. +91 22 2670 4376/3682 and Fax No. +91 22 2670 3916.
- 12.3. Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that the firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Companies Act and the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1. The present capital structure of the Company pre Buyback and post Buyback is as follows:

(₹ in Lakhs)			
Sr. No.	Particulars	Pre Buyback	Post Buyback*
1.	Authorized Share Capital:		
	2,00,00,000 Equity Shares of ₹ 10/- each	2000.00	2000.00
2.	Issued, Subscribed and Paid-up Capital:		
	12,968,659* Equity Shares of ₹ 10/- each	1296.87	1284.27

* Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement.

13.2. Except as follows, the Company did not implement any Buyback program in the last three years:

Particulars	During financial year 2020-21
Equity Shares Bought Back	13,50,000 Equity Shares
Buy Back Price	The price at which the Equity Shares were bought back was ₹140/- per Equity Share.. These prices are based on daily reporting by the broker and exclude brokerage, transactional charges and taxes.
Buy Back Size	₹ 18,90,00,000 (excluding brokerage, transactional charges and taxes), which represents 24.62% of the aggregate fully paid up equity share capital and free reserves as per the audited condensed interim standalone financial statements for the nine months period ended December 31, 2019.
Method of Buyback	Through tender offer route
Opening Date	June 02, 2020
Closing Date	June 15, 2020

13.3. As on date of this Draft Letter of Offer, there are no partly paid-up Equity Shares outstanding.

13.4. As on date of this Draft Letter of Offer, there are no outstanding securities convertible into Equity Shares.

13.5. As on date of this Draft Letter of Offer, there is no amount under calls in arrears.

13.6. The shareholding pattern of the Company (a) pre Buyback i.e. as on date of the publication of the Public Announcement; and (b) the post Buyback is as follows:

Category of Shareholder	Pre Buyback		Post Buyback*	
	Number of Shares	% to pre Buyback Equity Share capital	Number of Shares	% to post Buyback Equity Share capital
Promoter and Persons in Control	97,23,352	74.98	[●]	[●]
Foreign Investors (including Non-Resident Indians, FPIs, Foreign Banks, Foreign Nationals, FIIs and Foreign Mutual Funds)	32,45,307	25.02	[●]	[●]
Financial Institutions/Banks & Mutual Funds promoted by Banks/ Institutions, Alternate Investment Funds and NBFCs				

Others (Public, Public Bodies Corporate, Clearing Members, Trust, and HUF etc.)				
Total	1,29,68,659	100.00	●	●

* Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement.

13.7. All percentages have been rounded off to two decimal points. Thus, the sum of such numbers may not conform exactly to the total figure given. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act as on the date of this Draft Letter of Offer

13.8. Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoter and Persons in Control post the Buyback may increase/decrease to [●] % from prior to the Buyback 74.98%.

13.9. The shareholding of the Promoter and Promoter Group and persons in control as on the date of the publication of Public Announcement i.e. Wednesday, December 21, 2022 is given below:

Sr. no	Name of the Shareholder	No. of Equity Shares held	% Shareholding
1	Mr. Kumar S. Taurani	26,29,800	20.28
2	Mr. Ramesh S. Taurani	26,24,283	20.24
3	Mrs. Renu K. Taurani	10,26,128	7.91
4	Mrs. Varsha R. Taurani	7,31,641	5.64
5	Mr. Shyam M. Lakhani	11,500	0.09
6	Mr. Girish K. Taurani	6,00,000	4.63
7	Mr. Kunal K. Taurani	6,00,000	4.63
8	Ms. Jaya R. Taurani	5,00,000	3.86
9	Ms. Sneha R. Taurani	5,00,000	3.86
10	Ms. Raveena R. Taurani	5,00,000	3.86
	Total	97,23,352	74.98

13.10. Aggregate shareholding of the Directors of companies/trust which are a part of the Promoter and Promoter Group, as on the date of the publication of Public Announcement, i.e., Wednesday, December 21, 2022: Nil

13.11. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the publication of Public Announcement, i.e, Wednesday, December 21, 2022

Sr. no	Name of Shareholder	Designation	No. of Equity Shares held	% Shareholding
1	Mr. Kumar S. Taurani	Chairman & Managing Director	26,29,800	20.28
2	Mr. Ramesh S. Taurani	Executive Director	26,24,283	20.24
3	Mr. Girish Taurani	Executive Director	6,00,000	4.63
4	Mr. Amitabh Das Mundhra	Independent Director	NIL	N.A
5	Mr. Shashikant Vyas	Independent Director	NIL	N.A.
6	Ms. Tara Subramaniam	Independent Director	NIL	N.A.
7	Mr. Sunil Chellani*	Chief Financial Officer	4,075	0.03
8	Mr. Sushant Dalmia#	Chief Financial Officer	1,002	0.01
9	Ms. Bijal R. Patel	Company Secretary	NIL	N.A.
	Total		58,59,160	45.18

*resigned w.e.f. close of business hours on December 14, 2022

appointed w.e.f. December 15, 2022

- (i) Aggregate shares purchased or sold by the Promoter and Promoter Group and persons in control, Directors of companies which are a part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company during a period of twelve months preceding the date of the publication of Public Announcement, i.e., Wednesday, December 21, 2022:

a) Aggregate of shares purchased or sold by the Promoter and Promoter Group and persons in control:

Sr. no	Name of Shareholder	No. of Equity Shares Acquired/Sold	Nature of Transaction *	Maximum Price per Equity Share	Date of Maximum Price	Minimum Price	Date of Minimum Price
1.	Mrs. Renu K. Taurani	12,00,000	Inter-se transfer (gift given)	NIL	September 23, 2022	NIL	September 23, 2022
2.	Mrs. Varsha R. Taurani	15,00,000	Inter-se transfer (gift given)	NIL	September 23, 2022	NIL	September 23, 2022
3.	Mr. Girish K. Taurani	6,00,000	Inter-se transfer (gift received)	NIL	September 23, 2022	NIL	September 23, 2022
4.	Mr. Kunal K. Taurani	6,00,000	Inter-se transfer (gift received)	NIL	September 23, 2022	NIL	September 23, 2022
5.	Ms. Jaya R. Taurani	5,00,000	Inter-se transfer (gift received)	NIL	September 23, 2022	NIL	September 23, 2022
6.	Ms. Sneha R. Taurani	5,00,000	Inter-se transfer (gift received)	NIL	September 23, 2022	NIL	September 23, 2022
7.	Ms. Raveena R. Taurani	5,00,000	Inter-se transfer (gift received)	NIL	September 23, 2022	NIL	September 23, 2022

*Inter-se transfer of Shares by way of Gift between immediate relatives through off market transaction without any consideration.

b) Aggregate shares purchased or sold by the Directors of companies which are part of the Promoter and Promoter Group: None

c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Sr. no	Name of Shareholder	No. of Equity Shares Acquired/Sold	Nature of Transaction	Maximum Price per Equity Share	Date of Maximum Price	Minimum Price	Date of Minimum Price
1.	Girish K. Taurani (Executive Director)	6,00,000	Inter-se transfer (Gift Received)*	NIL	September 23, 2022	NIL	September 23, 2022
2.	Sushant Dalmia [#]	20	Acquired	2,085.00	January 5, 2022	2,085.00	January 5, 2022

		50	Acquired	2,090.00	January 25, 2022	2,090.00	January 25, 2022
		50	Sold	2,025.00	January 25, 2022	2,020.00	January 25, 2022
		10	Acquired	2,368.80	January 28, 2022	2,368.80	January 28, 2022
		10	Acquired	2,225.00	February 7, 2022	2,225.00	February 7, 2022
		2	Acquired	2,262.00	March 22, 2022	2,262.00	March 22, 2022
		5	Acquired	2141.15	April 8, 2022	2141.15	April 8, 2022
		10	Acquired	1942.00	April 26, 2022	1942.00	April 26, 2022
		5	Acquired	1884.70	May 4, 2022	1884.70	May 4, 2022
		10	Acquired	1690.00	May 9, 2022	1689.95	May 9, 2022
		28	Acquired	1734.40	July 8, 2022	1732.75	July 8, 2022
		15	Acquired	1793.40	July 12, 2022	1779.95	July 12, 2022
		10	Acquired	1775.60	July 13, 2022	1775.10	July 13, 2022
		40	Acquired	1803.75	August 3, 2022	1788.80	August 3, 2022
		6	Acquired	1594.95	September 21, 2022	1592.85	September 21, 2022
		2	Acquired	1489.90	September 26, 2022	1489.90	September 26, 2022
		10	Acquired	1570.00	September 28, 2022	1570.00	September 28, 2022
		5	Acquired	1584.95	September 29, 2022	1584.95	September 29, 2022
		10	Acquired	1522.00	October 06, 2022	1521.20	October 06, 2022
		15	Acquired	1516.95	October 11, 2022	1498.85	October 11, 2022
		25	Acquired	1562.95	October 13, 2022	1562.30	October 13, 2022
		10	Acquired	1556.45	October 14, 2022	1555.80	October 14, 2022
		230	Acquired	1599.95	October 18, 2022	1582.60	October 18, 2022
		17	Acquired	1580.00	October 19, 2022	1567.40	October 19, 2022
		88	Acquired	1599.75	October 20, 2022	1586.05	October 20, 2022
		20	Acquired	1609.70	October 21, 2022	1603.80	October 21, 2022
		65	Acquired	1730.00	October 24, 2022	1724.95	October 24, 2022

		20	Acquired	1708.00	October 25, 2022	1692.00	October 25, 2022
		1	Acquired	1748.15	October 28, 2022	1748.15	October 28, 2022
		30	Acquired	1724.95	October 31, 2022	1720.70	October 31, 2022
		118	Acquired	1799.90	November 01, 2022	1764.45	November 01, 2022
		60	Acquired	1831.05	November 02, 2022	1824.80	November 02, 2022
		20	Acquired	1874.00	November 03, 2022	1873.95	November 03, 2022
		50	Sold	1828.05	November 11, 2022	1821.00	November 11, 2022
		50	Acquired	1794.45	November 14, 2022	1788.45	November 14, 2022
		100	Acquired	1829.70	November 30, 2022	1805.00	November 30, 2022
		100	Sold	1859.90	November 30, 2022	1857.00	November 30, 2022
		50	Acquired	1825.45	December 7, 2022	1821.55	December 7, 2022

* Inter-se transfer of Shares by way of Gift between immediate relatives through off market transaction without any consideration

appointed as a Chief Financial officer of the Company w.e.f December 15, 2022

14. BRIEF INFORMATION ABOUT THE COMPANY

14.1. History of the Company

Tips Industries Limited was initially established as a partnership firm on March 7, 1988 in the name of Tips Cassettes & Record Co. The said partnership firm was converted and incorporated into a joint stock company (as a private limited company) on May 8, 1996 under the provisions of Part IX of the Companies Act, 1956. Subsequently, it became a deemed public limited company with effect from July 1, 1999 pursuant to Section 43A of the Companies Act, 1956. The Equity Shares of the Company has been listed on BSE Limited and the National Stock Exchange of India Limited since 2000.

The Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench vide its order dated March 3, 2022 had approved the Scheme of Arrangement and Demerger to demerge the Film Division from Tips Industries Limited and the same has been vested and transferred in Tips Films Limited.

The Company is in the Media & Entertainment Industry. The Company is in the business of exploitation of audio content library digitally in India and overseas on various platforms.

The Registered Office of the Company is situated at 601, 6th Floor, Durga Chambers, 278/ E, Linking Road, Khar (West), Mumbai - 400 052.

14.2. Growth of Business

Tips Industries Limited is a leading Indian music label which creates and monetizes music. It has an extensive music catalogue of film, non-film, devotional, pop and remixes in Hindi, Punjabi, Gujarati, Bhojpuri and other languages straddles all genres of popular Indian music. The catalogue is licensed to over the top (OTT) video platforms, social media platforms, content aggregators, television channels, telecom companies, radio stations,

advertisers, event management companies, hotels, restaurants and others. The songs are digitized and available on all the leading online music stores, applications, and web platforms. One of the strongest assets of TIPS is its rich and evergreen music collection. Its large and diversified music library has a collection of over 29,000 songs across all genres and major languages.

14.3. Financial Performance / growth over last 3years

As per the latest Audited Financial Statements as at September 30, 2022 and financial years ended March 31,2022, March 31, 2021 and March 31,2020, the Company recorded total revenue of ₹8,596.48 lakhs, ₹13,879.52 lakhs, ₹9542.22 lakhs and ₹10,881.93 lakhs respectively and profit after tax of ₹3,800.32 lakhs, ₹6,455.55 lakhs, ₹4,346.88 lakhs and ₹1,133.93 lakhs respectively.

14.4. The details of changes in the share capital of the Company since its incorporation are as follows:

Date of Allotment	No. of Equity Shares issued	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Cumulative No. of Equity Shares	Details
08-May-1996	10,00,000 ⁽¹⁾	10	10	other than cash	10,00,000	On conversion of the partnership into a joint stock company vide Part IX of the Companies Act, 1956
12-Mar-1997	20,00,000 ⁽²⁾	10	10	other than cash	30,00,000	Bonus issue through capitalization of Free Reserve in the ratio of 2 : 1
04-Nov-1999	45,00,000 ⁽³⁾	10	10	other than cash	75,00,000	Bonus issue through capitalization of General Reserve in the ratio of 3 : 2
10-Feb-2000	15,00,000 ⁽⁴⁾	10	10	other than cash	90,00,000	Bonus issue through capitalization of General Reserve in the ratio of 1 : 5
12-Oct-2000	30,14,500 ⁽⁵⁾	10	325	Cash	1,20,14,500	IPO Allotment
11-Jun-2003	6,38,400 ⁽⁶⁾	10	–	other than cash	1,26,52,900	Preferential Allotment of shares pursuant to Section 81A of the Companies Act, 1956. Allotment to Shareholders of TIPS Films Private Limited (“TFPL”) for acquisition of 100% stake *
07-Apr-2006	21,83,000 ⁽⁷⁾	10	45 (including ₹.35/- Premium)	Cash	1,48,35,900	Preferential Allotment of shares pursuant to Section 81A of the Companies Act, 1956.

Date of Allotment	No. of Equity Shares issued	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Cumulative No. of Equity Shares	Details
						Allotment to Public and Promoters
17-Sep-2007	24,70,000 ⁽⁸⁾	10	45 (including ₹.35/- Premium)	Cash	1,73,05,900	Allotment to Promoters and Public pursuant to conversion of warrants
From 11-Jun-2010 To 23-Aug-2010	(13,47,200)	10	(Buyback 2010-11)	Cash	1,59,58,700	Buyback of shares through open market
From 23-Aug-2012 To 08-Mar-2013	(6,00,060)	10	(Buyback 2012-13)	Cash	1,53,58,640	Buyback of shares through open market
From 26-Nov-2015 To 25-May-2016	(10,39,981)	10	(Buyback 2015-16/2016-17)	Cash	1,43,18,659	Buyback of shares through open market
From 02-June-2020 To 15-June-2020	(13,50,000)	10	(Buyback 2019-20/2020-21)	Cash	1,29,68,659	Buyback of shares through tender offer route
	1,29,68,659					

*The Equity Shares of Tips Films Pvt. Ltd.(TFPL) was valued at ₹1,646/- per share as per valuation report dated 27/1/2003 of M/s. Dalal & Shah, Chartered Accountants. The Board approved allotment of 638,400 Equity shares of ₹10/- each to the shareholders of TFPL on a swap basis for acquisitions of their respective shareholding in TFPL in the ratio of 21 Equity share of the Company for every 1 every share held in TFPL.

Notes:

- (1) 2,48,500 Equity Shares were allotted to Mr. Kumar S. Taurani, 2,50,000 Equity Shares were allotted to Mr. Ramesh S. Taurani, 2,50,000 Equity Shares were allotted to Ms. Renu K. Taurani, 2,50,000 Equity Shares were allotted to Ms. Varsha R. Taurani, 500 Equity Shares were allotted to Mr. Shyam Lakhani, 500 Equity Shares were allotted to Ms. Kavita Lakhani, 500 Equity Shares were allotted to Mr. Rajeev Sogani
- (2) 4,97,000 Equity Shares were allotted to Mr. Kumar S. Taurani, 5,00,000 Equity Shares were allotted to Mr. Ramesh S. Taurani, 5,00,000 Equity Shares were allotted to Ms. Renu K. Taurani, 5,00,000 Equity Shares were allotted to Ms. Varsha R. Taurani, 1000 Equity Shares were allotted to Mr. Shyam Lakhani, 1000 Equity Shares were allotted to Ms. Kavita Lakhani, 1000 Equity Shares were allotted to Mr. Rajeev Sogani
- (3) 11,18,250 Equity Shares were allotted to Mr. Kumar S. Taurani, 11,25,000 Equity Shares were allotted to Mr. Ramesh S. Taurani, 11,25,000 Equity Shares were allotted to Ms. Renu K. Taurani, 11,25,000 Equity Shares were allotted to Ms. Varsha R. Taurani, 2250 Equity Shares were allotted to Mr. Shyam Lakhani, 2250 Equity Shares were allotted to Ms. Kavita Lakhani, 2250 Equity Shares were allotted to Mr. Rajeev Sogani
- (4) 3,72,750 Equity Shares were allotted to Mr. Kumar S. Taurani, 3,75,000 Equity Shares were allotted to Mr. Ramesh S. Taurani, 3,75,000 Equity Shares were allotted to Ms. Renu K. Taurani, 3,75,000 Equity Shares were

- allotted to Ms. Varsha R. Taurani, 750 Equity Shares were allotted to Mr. Shyam Lakhani, 750 Equity Shares were allotted to Ms. Kavita Lakhani, 750 Equity Shares were allotted to Mr. Rajeev Sogani
- (5) 3,014,500 Equity shares were allotted to public shareholders
- (6) 3,17,100 Equity shares were allotted to Mr. Kumar S. Taurani, 3,17,100 Equity shares were allotted to Mr. Ramesh S. Taurani, 2,100 Equity shares were allotted to Ms. Renu K.Taurani, 2,100 Equity shares were allotted to Ms. Varsha R. Taurani
- (7) 1,12,500 Equity shares were allotted to Mr. Kumar S. Taurani, 1,12,500 Equity shares were allotted to Ms. Renu K.Taurani, 2,25,000 Equity shares were allotted to Ms. Varsha R. Taurani, 7,33,000 Equity shares were allotted to Seahaven Invsts (Mauritius) Ltd, 10,00,000 Equity shares were allotted to Pasha Finance Pvt. Ltd,
- (8) 3,18,450 Equity shares were allotted to Mr. Kumar S. Taurani, 2,17,917 Equity shares were allotted to Ms. Renu K.Taurani, 6,79,300 Equity shares were allotted to Mr. Ramesh S. Taurani, 5,54,333 Equity shares were allotted to Ms. Varsha R. Taurani, 7,00,000 Equity shares were allotted to Inga Management & Invests Pvt. Ltd.

14.5. The Details of the Board of Directors of the Company as on date publication of Public Announcement i.e. Wednesday, December 21, 2022 are as follows:

Sr. No.	Name, DIN, Age and Occupation of the Director	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships
1	Name: Kumar S. Taurani DIN: 00555831 Age: 64 years Occupation: Salaried	Chairman & Managing Director	B.com	Re-appointment 01.06.2022	1. Tips Films Limited
2	Name: Ramesh S. Taurani DIN: 00010130 Age: 62 Years Occupation: Salaried	Executive Director	B.com	Re-appointment 01.06.2022	1. Tips Films Limited
3	Name: Girish Taurani DIN: 08695775 Age: 35 Years Occupation: Salaried	Executive Director	B.com	Re-appointment 01.06.2022	2. NIL
4	Name: Amitabh Mundhra DIN: 00014227 Age: 55 Years Occupation: Business	Independent Director	B. Sc. Eng. Degree	Re-appointment 08.08.2019	1. Mundhra Realty Private Limited 2. JMS Mining Private Limited 3. Arabian Construction Co - Simplex Infra Private Limited 4. Simplex Technologies Private Limited

					<ul style="list-style-type: none"> 5. JMS Urtan North Private Limited 6. Simplex Concrete Piles (India) Limited 7. Simplex Oil Exploration Limited 8. Shree Narayana Guru Developments Private Limited 9. Nimco Steel Crapt Pvt. Ltd. 10. Anupriya Consultants Pvt Ltd 11. Shree Farms Pvt Ltd 12. Pahal Investment Private Limited 13. RBS Credit and Financial Developments Pvt. Ltd. 14. Sri Mohamaya Investments Pvt Ltd 15. Citrop India Private Limited 16. Asnew Finance And Investment Private Limited
5	<p>Name: Tara Subramaniam DIN: 07654007 Age: 70 Years Occupation: Professional</p>	Independent Director	LL.B	Appointment 31.05.2022	<ul style="list-style-type: none"> 1. Deltatech Gaming Limited 2. Restaurant Brands Asia Limited 3. JM Financial Home Loans Limited
6	<p>Name: Shashikant Vyas DIN: 00237150 Age: 68 Years Occupation: Professional</p>	Independent Director	C.A	Appointment 31.05.2022	<ul style="list-style-type: none"> 1. Geyata Finance Private Limited 2. Pancham-Nishad Creatives Private Limited 3. Ace Publications & Promotions Private Limited

					4. R, A. Podar College of Commerce & Economics Alumni Association 5. Gunijaan Research Art Culture & Education Foundation
--	--	--	--	--	---

14.6. The details of changes in the Board of Directors during the last 3 years preceding the date of publication of Public Announcement, Wednesday, December 21, 2022 are as under:

Name of the Director	Appointment/Resignation/Change in Designation	Effective Date	Reasons
Tara Subramaniam	Appointment	May 31, 2022	-
Shashikant Vyas	Appointment	May 31, 2022	-
Radhika Dudhat	Resignation	Closure of business hours on May 30, 2022	Appointed as an Independent Director in Tips Films Limited
Venkitaraman Iyer	Resignation	Closure of business hours on May 30, 2022	Appointed as an Independent Director in Tips Films Limited
Ramesh Taurani	Change in Designation	June 1, 2022	Appointed as a Managing Director in Tips Films Limited

14.7. The Buyback will not result in any benefit to the Promoter and Promoter Group and persons in control of the Company or any Directors of the Company or group companies, except to the extent of cash consideration received from the Company pursuant to their respective participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share capital of the Company, post the Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1. The salient financial information of the Company as extracted from the latest Audited Financial Statements as at September 30, 2022 and preceding three financial years being March 31, 2022, March 31, 2021 and March 31, 2020 are as under:

a) Based on audited standalone financial statements

(₹ in lakhs)

Particulars	For the Period ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020

	Audited	Audited	Audited ⁽¹⁾	Audited ⁽¹⁾
	IND AS	IND AS	IND AS	IND AS
Months	6	12	12	12
Total Income	8596.48	13879.52	9542.22	10881.93
Total Expenses ⁽²⁾	3419.02	4935.59	3536.55	9300.06
Finance Cost	14.27	7.28	2.09	28.34
Depreciation and amortization expense	77.87	74.94	81.17	117.95
Exceptional Items (Expenses/ (Income))	-	-	-	-
Profit/(Loss) before Tax	5085.32	8861.70	5922.41	1435.58
Tax Expenses	1285.00	2406.16	1575.53	301.65
Profit/(Loss) after Tax	3800.32	6455.55	4346.88	1133.93
Other Comprehensive Income/ (Loss) (OCI), Net of Tax	(4.27)	(10.79)	8.42	1.59
Total Comprehensive Income	3796.05	6444.76	4355.30	1135.52
Equity share capital	1296.87	1296.87	1296.87	1431.87
Other Equity	12480.13	8943.44	8828.90	6605.94
Less: Other Comprehensive Income	(19.74)	(24.01)	(34.08)	(26.39)
Net worth	13757.25	10261.29	10090.96	8011.42
Non-Current Borrowings	-	-	-	188.98
Current Position of Long Term Borrowings	-	-	-	-
Current Borrowings	-	-	-	-
Total Debt	-	-	-	188.98

(1) The figures for the year ended March 31, 2021 and March 31, 2020 are before the effect of Scheme of Arrangement (Demerger)

(2) Total Expenses excluding Finance Costs and Depreciation & Amortization, Tax and Exceptional Items.

b) The Financial Ratios are as follows:

Financial Ratios	For the six months period ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021 ⁽¹⁾	For the year ended March 31, 2020 ⁽¹⁾
Earnings Per Share (Basic) (₹)	29.30	49.78	32.72	7.92
Earnings Per Share (Diluted) (₹)	29.30	49.78	32.72	7.92
Return on Net Worth (%) ⁽²⁾	28%	63%	43%	14%
Book Value Per Share (₹)	106.08	78.78	77.81	55.95
Debt-Equity Ratio	-	-	-	0.02

(1) The figures for the year ended March 31, 2021 and March 31, 2020 are before the effect of Scheme of Arrangement (Demerger)

(2) Return on Net Worth for the period ended September 30, 2022 is not annualised

The key financial ratios, mentioned herein above, have been computed as under:

Net worth	Equity Share Capital + Reserves and Surplus– OCI
Basic Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Shareholders/ Weighted Number of Equity Shares outstanding
Diluted Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Shareholders/ Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares
Book Value	Net worth / Number of Equity Shares outstanding at the end of the period/year
Debt-Equity Ratio	Total Debt / Net Worth
Return on Net Worth (%)	Net Profit / (Loss) after Tax/ Net worth

15.2. The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69 and 70 and 110 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable.

16. STOCK MARKET DATA

16.1. The Equity Shares of the Company are currently listed and traded on BSE and NSE. The Equity Shares are currently traded under the scrip code 532375 at BSE and trading code TIPSINDLTD at NSE

16.2. The high, low and average market prices in preceding three financial years (April to March) and the monthly high, low and average market prices for the six completed calendar months preceding the date of publication of Public Announcement and the corresponding volumes on BSE and NSE are as follows:

BSE

Period	High (₹) ⁽¹⁾	Date of High	No. of equity shares traded on that day	Low (₹) ⁽²⁾	Date of Low	No. of equity shares traded on that day	Average Price (₹) ⁽³⁾	Total volume traded in that period (No. of shares)
PRECEDING THREE FINANCIAL YEARS (F.Y.)								
Financial Year 2022	2620.30	18-Jan-22	5163	446.85	01-Apr-21	367	1416.56	800288
Financial Year 2021	541.15	17-Mar-21	3074	74.6	09-Apr-20	2942	250.60	1259082
Financial Year 2020	131.7	13-Feb-20	1987	52.05	05-Aug-19	298	78.85	399092
PRECEDING SIX MONTHS								
November 2022	1923.90	4-Nov-22	1748	1725	3-Nov-22	2661	1837.57	82782
October 2022	1850	24-Oct-22	4813	1456.15	11-Oct-22	1510	1598.71	25159
September 2022	1740	13-Sep-22	582	1470	26-Sep-22	2219	1591.33	23485
August 2022	1916.75	01-Aug-22	1215	1384.6	22-Aug-22	2277	1657.93	34859
July 2022	1990.3	29-Jul-22	1176	1365.1	01-Jul-22	1018	1774.87	21322
June 2022	1681.35	02-Jun-22	697	1273.95	14-Jun-22	3367	1418.67	22849

Source: www.bseindia.com

⁽¹⁾High of daily high prices

⁽²⁾Low of daily low prices

⁽³⁾Average of the daily closing prices

NSE

Period	High (₹) ⁽¹⁾	Date of High	No. of equity shares traded on that day	Low (₹) ⁽²⁾	Date of Low	No. of equity shares traded on that day	Average Price (₹) ⁽³⁾	Total volume traded in that period
PRECEDING THREE FINANCIAL YEARS (F.Y.)								
Financial Year 2022	1060.00	25-May-21	36798	490	27-Apr-21	10224	798.64	861142
Financial Year 2021	471.8	05-Jan-21	589398	72	09-Apr-20	27176	210.35	9606556
Financial Year 2020	122	04-Mar-20	2633	52.15	07-Aug-19	4745	68.20	924063
PRECEDING SIX MONTHS								
Period	High (₹) ⁽¹⁾	Date of High	No. of equity shares traded on that day	Low (₹) ⁽²⁾	Date of Low	No. of equity shares traded on that day	Average Price (₹) ⁽³⁾	Total volume traded in that period
November 2022	1910	4-Nov-22	27158	1700	3-Nov-22	91088	1837.56	508727
October 2022	1850	24-Oct-22	47096	1458.45	11-Oct-22	8631	1601.22	271074
September 2022	1724.95	13-Sep-22	9373	1465	26-Sep-22	13749	1592.46	189068
August 2022	1940	01-Aug-22	12587	1390.65	22-Aug-22	91383	1659.36	340029
July 2022	1988.70	29-Jul-22	28450	1364.40	01-Jul-22	5796	1776.17	243630
June 2022	1748.40	02-Jun-22	5085	1250.10	14-Jun-22	23786	1410.69	155536

Source: www.nseindia.com

⁽¹⁾High of daily high prices

⁽²⁾Low of daily low prices

⁽³⁾Average of the daily closing prices

16.3. The closing market price of the Equity Shares on BSE and NSE on November 3, 2022, being the date on which the Company intimated to the Stock Exchange of the date of the Board Meeting was ₹1853.80 and ₹1869.90, respectively. The closing market price of the Equity Shares as on the date of the Board Meeting i.e. November 9, 2022 was ₹1823.75 on the BSE and ₹1832.60 on the NSE.

17. DETAILS OF THE STATUTORY APPROVALS

The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, 2013, FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.

Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under Regulations 10B of FEMA 20/2000-RB, dated 3-5-2000, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI, subject to the adherence to relevant pricing guidelines of SEBI, documentation and reporting requirements for such transfers as specified by RBI for a listed company.

Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.

Registered Foreign Portfolio Investor including QFIs (RFPI) are permitted under the Foreign Portfolio Investor Scheme (FPI) to sell their duly acquired shares through buyback of shares by a listed Indian company in accordance with the SEBI (Buy Back of Securities) Regulations, 2018.

As on date, there are no other statutory or regulatory approvals required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.

Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

In case the Equity Shares are held on repatriation basis, the Eligible Shareholders who are Non-Resident Shareholders shall obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring the Equity Shares, payment for the same was made by such non-resident Eligible Shareholders from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Eligible Shareholders who are Non-Resident Shareholders is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholders shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback. In the event, such consent letter is not submitted by such non-resident Eligible Shareholders, the Company shall have the right to reject the Equity Shares tendered in the Buyback and acceptance of such Equity Shares shall be at the sole discretion of the Company subject to such conditions as the Company may deem fit including making payment for the same on a non-repatriation basis.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

18.1. REGISTRAR TO THE BUYBACK



LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park L.B.S. Marg, Vikhroli (W), Mumbai– 400083

Tel. No.: +91 810 811 4949; **Fax:** +91 22 4918 6195;

Contact person: Mr. Sumeet Deshpande;

Email: tips.buyback@linkintime.co.in;

Website: www.linkintime.co.in;

SEBI Registration Number: INR000004058;

CIN: U67190MH1999PTC118368

18.2. COLLECTION CENTRE

Eligible Shareholders are requested to submit their Tender Form(s) and requisite documents either by registered post / speed post to the Registrar to the Buyback, superscribing the envelope as “Tips Industries Limited – Buyback Offer 2022”, or hand deliver the same to the Registrar to the Buyback at the address mentioned in paragraph above, so that the same are received not later than 2 (two) days from the Buyback Closing Date (by 5 PM).

PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM TO SUBMIT THE TENDER FORM AND THE TRS.

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

The Company proposes to Buyback up to 1,26,000 (One Lakh Twenty Six Thousand) fully paid-up Equity Shares of face value of ₹10/- each (representing up to 0.97% of the total issued and paid-up Equity Shares of the Company) from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route using stock exchange mechanism at a price of ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share, payable in cash for an aggregate maximum amount of up to ₹32,76,00,000/- (Rupees Thirty Two Crores Seventy Six Lakhs only). The Buyback is in accordance with the provisions of Section 68, 69, 70, 110 and other applicable provisions, if any, of the Companies Act and in accordance with Article 6 of the Articles of Association of the Company and subject to Regulation 4(iv)(a) and other applicable provisions contained in the Buyback Regulations and such other approvals, permissions and sanctions as may be required, from time to time from statutory authorities and/ or regulatory authorities. The Buyback Size is 24.59% of the aggregate of the fully paid-up equity share capital and free reserves as per the Audited Financial Statements as at September 30, 2022.

19.1. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

19.2. The aggregate shareholding of the Promoter and Promoter Group and persons in control as on the date of the Public Announcement is Equity Shares which represents 74.98% of the total number of outstanding Equity Shares of the Company. In terms of the Buyback Regulations, under the Tender Offer route, some of the Promoter and persons in control of the Company have an option to participate in the Buyback. In this regard, the Promoter and persons in control have expressed their intention vide their letters dated November 9, 2022 to participate in the Buyback. The extent of their participation in the Buyback has been detailed in paragraph 9.4 of this DLOF.

19.3. Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group and persons in control post the Buyback will be [●] number of Equity Shares representing [●]% of the total number of outstanding Equity Shares of the Company, post the Buyback. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may reduce to [●]% from [●]% of the total equity share capital of the Company

19.4. Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:

- (i) As required under the SEBI Buyback Regulations, the Company has fixed Friday, December 30, 2022 as Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buyback.
- (ii) The Equity Shares to be bought back as a part of this Buyback are divided into two categories:
 - (a) Reserved category for Small Shareholders (“**Reserved Category**”); and

- (b) General category for Eligible Shareholders other than the Small Shareholders (“**General Category**”).
- (iii) As defined in the Buyback Regulations, Small Shareholder includes a shareholder, who holds Equity Shares of the Company, as on the Record Date, whose market value, on the basis of closing price on the recognized Stock Exchange registering the highest trading volume, as on Record Date, is not more than ₹2,00,000/- (Rupees Two Lakh Only). As on the Record Date, the closing price on [●], being the stock exchange registering the highest trading volume, was ₹[●]/-. Accordingly, all Equity Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as “Small Shareholders” for the purpose of the Buyback.
- (iv) Small Shareholders holdings of multiple demat accounts would be clubbed together for identification of small shareholder if sequence of Permanent Account Number for all holders is matching. Similarly, in case of physical shareholders, if the sequence of names of joint holders is matching, holding under such folios should be clubbed together for identification of small shareholder .
- (v) Based on the above definition, there are [●] Small Shareholders in the Company with aggregate shareholding of [●] Equity Shares as on the Record Date, which constitutes [●] % of the total number of outstanding Equity Shares of the Company and [●] % of the maximum number of Equity Shares which the Company proposes to buyback as a part of this Buyback.
- (vi) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be higher of:
- (a) 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 1,26,000 (One Lakh Fifty Thousand) Equity Shares which works out to 18,900 (Eighteen Thousand Nine Hundred) Equity Shares; or
- (b) The number of Equity Shares entitled as per their shareholding as on Record Date i.e. Friday, December 30, 2022 which works out to be [●] Equity Shares.

All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter and Persons in Control also intend to offer Equity Shares held by them in the Buyback.

Based on the above and in accordance with Regulation 6 of the Buyback Regulations, [●] (Rounded off) Equity Shares have been reserved for Small Shareholders. Accordingly, General Category shall consist of [●] Equity Shares.

- (vii) Based on the above Buyback Entitlement, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Indicative Entitlement ratio in the Buyback*
Reserved category for Small Shareholders	[●] Equity Shares out of every [●] Equity Shares held on the Record Date.
General category Eligible Shareholders other than Small Shareholders	[●] Equity Shares out of every [●] Equity Shares held on the Record Date.

*The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is [●] % and General Category for all other eligible Shareholders is [●] %.

19.5. Fractional Entitlements:

If the Buyback Entitlement under the Buyback, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional

entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on the Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

19.6. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in this DLOF, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

- (i) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- (ii) Post the acceptance as described in paragraph 19.7 (i) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and 1 (one) share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- (iii) Post the acceptance as described in paragraph 19.7 (i) and 19.7 (ii) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.7 (ii) above, shall be reduced by 1 (one).
- (iv) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.7 (iii) above:
 - (a) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (b) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored

19.7. Basis of Acceptance of Shares validly tendered in the General Category:

Subject to the provisions contained in the DLOF, the Company will accept the Equity Shares tendered in the Buyback by Eligible Shareholders other than Small Shareholders in the General Category in the following order of priority:

- (i) Acceptance of 100% Equity Shares from Eligible Shareholders other than Small Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

- (ii) Post the Acceptance as described in paragraph 19.8 (i) above, in case there are any Equity Shares left to be bought back in the General Category, then the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- (iii) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 19.8 (i) and (ii) above:
 - (a) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (b) For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Draft Letter of Offer.

19.8. Basis of Acceptance of Equity Shares between Categories

- (i) In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid acceptances per Eligible Shareholder shall be equal to the Additional outstanding Equity Shares validly tendered by an Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially filled Category.
- (ii) If the Partially filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.7 (ii) shall be reduced by 1 (one).
- (iii) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.9 (i) and (ii) above:
 - (a) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (b) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.9. For avoidance of doubt, it is clarified that:

- (i) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

- (ii) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- (iii) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.
- (iv) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such acceptance or rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in this paragraph.

19.10. Clubbing of Entitlement

In order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors such as mutual funds, pension funds/trusts, insurance companies, etc. with a common PAN will not be clubbed together for determining the category and will be considered separately where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body – broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT

- 20.1. The Buyback is open to all Eligible Shareholders/beneficial owners for Eligible Shareholders of the Company, holding Equity Shares either in physical and/or electronic form on the Record Date (subject to the provisions of paragraph 20.22).
- 20.2. The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be sent to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per Regulation 6 of the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.
- 20.3. The Eligible Shareholders, who have registered their email IDs with the depositories/the Company, shall be dispatched the Letter of Offer through electronic means. On receipt of a request from any shareholder to receive a copy of the letter of offer in physical form, the same shall be provided. The Eligible Shareholders who have not registered their email ids with the depositories/the Company, shall be dispatched the Letter of Offer through physical mode by registered post/speed post/courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 20.24 below.
- 20.4. The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or is otherwise not clear and the

duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise.

- 20.5. The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- 20.6. Eligible Shareholders will have to transfer the Equity Shares from the same demat account, in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Buyback Committee authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 20.7. Eligible Shareholders' participation in Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company may choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering Additional Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined herein.
- 20.8. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 20.9. The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraph 19.6, 19.7, 19.8, 19.9 and 20.11.
- 20.10. As elaborated under paragraph 19.5 above, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories; (a) Reserved category for Small Shareholders and (b) the General category for Eligible Shareholders other than Small Shareholders and the Buyback Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.
- 20.11. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.12. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI circular and following the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board (including any person authorized by the Board to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 20.13. For implementation of the Buyback, the Company has appointed ITI Securities Broking Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlement on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Tel. No.: 022-69093655/56

Contact Person: Mr. Himanshu Shah

Email: himanshu.shah@itiorg.com

Website: <https://www.itisbl.com>

Investor Grievance E-mail: igsb@itiorg.com

SEBI Registration Number: INZ000005835

Corporate Identity Number: U74120MH1994PLC077946

- 20.14. The Acquisition Window will be provided by the BSE to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be specified by BSE from time to time.
- 20.15. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through Company's Broker.
- 20.16. In the event Seller Member(s) are not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker viz. ITI Securities Broking Limited, to bid by using quick UCC facility. The Eligible Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.
- 20.17. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Seller Member(s)") can enter orders for demat shares as well as physical shares.
- 20.18. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback. Multiple bids made by single Eligible Shareholder selling the Equity Shares shall be clubbed and considered as "one" bid for the purposes of Acceptance.
- 20.19. The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.
- 20.20. All documents sent by the Eligible Shareholder will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 20.21. Modification/cancellation of orders will be allowed during the tendering period of the Buyback.
- 20.22. The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 20.23. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form**
- (i) Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to their Seller Member the details of Equity Shares they intend to tender under the Buyback.
 - (ii) The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the concerned Seller Member would be required to transfer the tendered Equity Shares to the special account of Clearing Corporation, by using the settlement number and the procedure prescribed by the Clearing Corporation. This shall be validated at the time of order/bid entry.
 - (iii) The details of the special account of Clearing Corporation shall be informed in issue opening circular that will be issued by BSE/Clearing Corporation.
 - (iv) For custodian participant orders for dematerialized Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing 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 confirmation and the revised order shall be sent to the custodian again for confirmation.
- (v) Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
 - (vi) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
 - (vii) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
 - (viii) The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
 - (ix) The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.
 - (x) All Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - (a) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - (b) Duly attested death certificate and succession certificate / legal heirship certificate, in case any Eligible Shareholder has expired; and
 - (c) In case of companies, the necessary certified corporate authorizations (including board and / or general meeting resolutions).
 - (xi) In case of demat Equity Shares, submission of Tender Form and TRS is not required. After the receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Equity Shareholders.

- (xii) The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the savings bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company

20.24. Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in physical form

In accordance with the with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:

- a. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible 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 favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible 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.
- b. Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- c. The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph a. above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Link Intime India Private Limited ("**Registrar**") at the address mentioned at Paragraph 15 below or the collection center of the Registrar details of which will be included in the Letter of Offer within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Tips Industries Ltd - Buyback Offer 2022". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
- d. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and all such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.
- e. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

- f. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

20.25. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 17 “Details of the Statutory Approvals”):

- a. While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- b. Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.
- c. In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder’s authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.
- d. If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.
- e. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/ provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- f. The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Shareholder’s Broker through which the Eligible Shareholder places the bid.
- g. The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard

20.26. In case of non-receipt of the Letter of Offer:

- (i) **In case the Equity Shares are in dematerialised form:** An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company i.e. <https://tips.in/> or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- (ii) **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buyback by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held,

share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website <https://tips.in/>. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.22 (ii) above), reach the collection centers not later than 2 (two) days from the Buyback Closing Date (by 5 PM). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar / Company or are not in the same order (although attested), the Company / Registrar shall have a right to reject such applications.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by BSE before the Buyback Closing Date.

The Company shall accept Equity Shares validly tendered by the Equity Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the "plain paper" option as mentioned in this paragraph are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback

- 20.27. Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to, any Eligible Shareholder, shall not invalidate the Buyback in any way.
- 20.28. The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.29. Method of Settlement

Upon finalization of the basis of acceptance as per Buyback Regulations and in terms of this DLOF:

- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - (ii) 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 Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to the such Eligible Shareholder.
- 20.30. In case of certain client types viz. Non-Resident Shareholders (where there may be specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the Eligible Shareholder pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- (i) The Equity Shares bought back in the demat form would be transferred directly to the demat account of the Company ("Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.

- (ii) Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the shareholder
 - (iii) The Seller Member would issue contract note and 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.
- 20.31. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Members for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders from their respective Seller Members, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and no other intermediaries associated with the Buyback accept any responsibility to bear or pay such additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 20.32. The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
- 20.33. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

For Eligible Shareholders holding shares in the dematerialized form if:

- a) the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- b) If there is a name mismatch in the dematerialised account of the Shareholder and PAN.

For Eligible Shareholders holding Equity Shares in the physical form:

- a) If the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before [●] by 5.00 p.m.;
- b) If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- d) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;
- e) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar and Transfer Agent;
- f) If the documents mentioned in instruction number [●] and [●] of the Tender Form for physical Equity Shareholders are not received by the Registrar before the close of business hours to the Registrar on or before [●] by 5.00 p.m.;
- g) Where there exists any restraint order of a Court/ any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

21. NOTE ON TAXATION

The tax considerations given hereunder in the Note are based on the current provisions of the tax laws of India and the regulations thereunder, the judicial and the administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such changes could have different tax implications.

Further, in view of the particularized nature of tax consequences, shareholders are required to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective tax officers in their case, and the appropriate course of action that they should take. The implications set out below should be treated as indicative and for guidance purpose only.

FINANCE (NO. 2) BILL 2019 INTRODUCED IN LOK SABHA HAS ALREADY BEEN PASSED BY THE PARLIAMENT AND RECEIVED THE ASSENT OF HON'BLE PRESIDENT OF INDIA ON AUGUST 1, 2019, CONVERTING THE BILL INTO THE ACT. THIS ACT HAS CHANGED THE PROVISIONS OF SECTION 115QA OF THE INCOME TAX ACT, 1961 BY OMITTING THE WORDS "NOT BEING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE". THE EFFECT OF THIS OMISSION IS THAT THE PROVISIONS OF SECTION 115QA RELATING TO THE BUY BACK OF THE SHARES, WHICH WERE HITHERTO NOT APPLICABLE TO THE BUY BACK OF SHARES WHICH WERE LISTED ON A RECOGNISED STOCK EXCHANGE, HAVE NOW BECOME APPLICABLE EVEN TO THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE. SECTION 115QA HAS BEEN FURTHER AMENDED BY TAXATION LAWS (AMENDMENT) ORDINANCE, 2019. THE AMENDED PROVISIONS OF SECTION 115QA ARE APPLICABLE IN RESPECT OF ALL THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE ON OR AFTER 5 JULY 2019. IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

I. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUY BACK WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE ON OR AFTER 5TH JULY 2019 CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019) AND TAXATION LAWS (AMENDMENT) ORDINANCE, 2019

- a) Section 115QA of the Act provides for the levy of additional Income tax at the rate of twenty per cent (excluding surcharge and Health and Education cess, as applicable) on any amount of distributed income by the company on buy-back of shares from the shareholder.
- b) As additional income-tax at the rate of twenty per cent (excluding surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of listed shares by the company has been levied at the level of company under Section 115QA of the Act, the consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of section 10 of the Act. With the amendment in the Act, extending the provisions of Section 115QA of the Act to companies listed on recognised stock exchange, exemption under sub-clause (34A) of section 10 of the Act is extended to shareholders of the listed company on account of buyback of shares on which additional income-tax has been paid by the company.
- c) The consequential income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as "Investments" or "Stock in Trade") under sub-clause(34A) of Section 10 of the Act.

II. TAX DEDUCTION AT SOURCE

The Consequential income arising in the hands of shareholder will be exempted by virtue of sub clause (34A) of Section 10 of the Act. Therefore, no TDS/WHT will be deductible on the said income.

22. DECLARATION BY THE BOARD OF DIRECTORS

The Board of Directors made declaration as on the date of passing the board resolution approving the Buyback i.e. November 9, 2022 as required under clause (ix) and clause (x) of Schedule I to the Buyback Regulations. Subsequently, pursuant to the authority granted by the Board of Directors of the Company, in terms of resolutions dated November 9, 2022, Mr. Kumar S Taurani, Chairman and Managing Director and Mr. Ramesh S Taurani, Managing Director have confirmed on behalf of Board of Directors that:

1. There are no defaults subsisting in repayment of deposits, redemption of debentures, preference shares or repayment of any term loans or interest payable thereon to any financial institution or banks.
2. The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and are of the opinion that:
 - a) That immediately following the date convening of the Meeting of the Board of Directors i.e. November 9, 2022, there will be no ground on which the Company could be found unable to pay its debts.
 - b) As regards its prospects for the year immediately following the date of the meeting of the Board of Directors i.e. November 9, 2022 having regard to the intentions of the Board of Directors with respect of the management of the Company's business during the year and to the amount and the character of the financial resources which in management views will 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 that date; and
 - c) They further stated that in forming its opinion for the above purpose, the Board has taken into account the liabilities of the Company as if the Company is being wound up under the provisions of the Companies Act, 1956 (to the extend not repealed), the Insolvency and Bankruptcy Code, 2016, Companies Act, 2013 (to the extend notified) (including prospective and contingent liabilities).

This declaration has been made and issued by the directors under the authority of the Board in terms of the resolution passed at the meeting held on November 9, 2022.

For and on behalf of the Board of Directors of **Tips Industries Limited**

Sd/-
Kumar S. Taurani
Chairman & Managing Director

Sd/-
Ramesh S. Taurani
Executive Director

23. AUDITORS CERTIFICATE

Quote

To,
The Board of Directors
Tips Industries Limited
601, Durga Chambers, 6th Floor, Opposite B.P.L. Gallery
278/E, Linking Road, Khar (West)
Mumbai - 400 052

Dear Sir,

Sub: Statutory Auditor's certificate in connection with proposed buyback of equity shares of face value of Rs. 10/- each by Tips Industries Limited ('the Company') in terms of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ('Buy-back resolution'), as amended, through Tender Offer ('Buyback')

1. This Report is issued to Tips Industries Limited (hereinafter the “Company”) in connection with their proposed buyback of equity shares.
2. The Management of the Company has prepared the accompanying Annexure A – Statement of permissible capital payment as on September 30, 2022 (the “Statement”) pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company (hereinafter the “Board of Directors”) in their meeting held on November 09, 2022, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (together the “Companies Act”) and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “SEBI Buyback Regulations”). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) read with Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone financial statements for the period ended September 30, 2022. We have initialled the Statement for identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., November 09, 2022 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
 - a. Whether we have inquired into the state of affairs of the Company;
 - b. Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations; and
 - c. whether the Board of Directors of the Company, in its meeting held on November 09, 2022, has formed the opinion as specified in clause (x) of Schedule 1 to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
6. The audited standalone financial statements for the period ended September 30, 2022 were audited by us, on which we issued an unmodified audit opinion vide our report dated November 09, 2022. Our audit of these

financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note")', issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI,
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph 9 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 9 below:
 - a. Inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the period ended September 30, 2022;
 - b. Examine authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on November 09, 2022;
 - c. Agreed the amounts of paid-up equity share capital, securities premium account, general reserve and retained earnings as at September 30, 2022 as disclosed in the accompanying Statement, with the audited standalone financial statements of the Company for the period ended September 30, 2022;
 - d. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up equity capital and free reserves based on both, audited standalone financial statements of the Company as on September 30, 2022;
 - e. Examined that all the shares for buy-back are fully paid-up;
 - f. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - g. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations;
 - h. Inquired if the Board of Directors of the Company, in its meeting held on November 09, 2022 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds

and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;

- i. Examined Director's declarations in respect of the buyback and solvency of the Company; and
- j. Obtained necessary representations from the management of the Company.

Opinion

10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:
- a. We have inquired into the state of affairs of the Company in relation to its latest standalone audited financial statements for the period ended September 30, 2022;
 - b. The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations, based on the audited standalone for the period ended September 30, 2022; and
 - c. the Board of Directors, in their meeting held on November 09, 2022 has formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

11. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in public announcement, and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers in connection with the proposed buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and the Buyback Regulations, and may not be suitable for any other purpose.

Yours faithfully,

**For on behalf of SSPA & Associates
Chartered Accountants
Firm Registration No. 131069W**

Parag Ved

Partner
Membership No.: 102432
UDIN: 22102432BCRHU3189

Place: Mumbai
Date: November 09, 2022

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2)(c) of the Companies Act, 2013 (“the Act”), based on audited standalone financial statements as at and for the period ended September 30, 2022

Particulars	(₹ In Lakhs)	
	As at September, 2022 (Standalone)	As at September, 2022 (Consolidated)
Equity Share Capital- Subscribed and Paid-up (A)	1,296.87	Not Applicable
Free Reserves		
- Securities Premium Account	-	
- General Reserve	416.25	
- Surplus in Statement of Profit and Loss (Excluding OCI)	11,610.41	
TOTAL FREE RESERVES (B)	12,026.66	
TOTAL (A+B)	13,323.53	
Maximum amount permissible for the Buy-back under Section 68 of the Act i.e. 25% of total paid up equity capital and free reserves	3,330.88	
Maximum amount permissible for buy back under section 68 of the Act, within the powers of the Board of Directors - 10% of total paid-up equity share capital and free reserves.	1,332.35	
Amount proposed by Board Resolution dated November 09, 2022 approving the Buyback. (refer note 2)	3276.00	

Note

- 1) The consolidation statements are not prepared by the Company, as they does not have any subsidiary, joint venture or associates, which requires consolidation.
- 2) The impact of taxes on Buy back and transaction costs related of Buy back is not considered.

For Tips Industries Limited
Kumar S. Taurani
Chairman & Managing Director

Place: Mumbai
Date: November 09, 2022

Unquote

24. MATERIAL DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company 601, Durga Chambers, 6th Floor, Linking Road, Khar - West, Mumbai, Maharashtra, 400052 during office hours i.e. 10:00 A.M. and 5:00 P.M. on all Working Days except Saturday, Sunday and public holidays:

- (i) Copy of Certificate of Incorporation of the Company.
- (ii) Copy of Memorandum and Articles of Association of the Company.
- (iii) Copy of Annual reports of the Company for the preceding three financial years viz. March 31, 2022, 2021 and 2020 and Audited Financial Statements for the six months ended September 30, 2022
- (iv) Copy of resolution passed by the Board of Directors at their meeting held on November 9, 2022 approving the proposal of the Buyback.
- (v) Certificate dated November 9, 2022 received from SSPA & Associates, Chartered Accountants, the statutory auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations.
- (vi) Copy of special resolution of the Equity Shareholders approving the Buyback, passed by way of postal ballot (including through e-voting), the results of which were announced on December 19, 2022
- (vii) Certificate dated November 9, 2022 received from SSPA & Associates, Chartered Accountants, the statutory auditors of the Company, certifying that the debt-equity ratio immediately on completion of Buyback shall be in compliant with the permissible limit of 2:1 prescribed under the Act.
- (viii) Copy of Public Announcement dated Tuesday, December 20, 2022 published in the newspapers on Wednesday, December 21, 2022 regarding Buyback.
- (ix) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- (x) Certificate dated November 9, 2022 received from SSPA & Associates, Chartered Accountants certifying that the Company has adequate and firm financial resources to fulfill its obligations under the Buyback.
- (xi) Opinion on the note on taxation, dated December 17, 2022 obtained by the Company from Abhichandani & Associates, Chartered Accountants;
- (xii) Copy of the Escrow Agreement dated [●] executed amongst the Company, Escrow Agent and the Manager to the Buyback.
- (xiii) Copy of SEBI comments received on DLOF vide letter dated [●] issued in terms of the Buyback Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Bijal R. Patel
Company Secretary
Tips Industries Limited
601, Durga Chambers, 6th Floor, Linking Road,
Khar - West, Mumbai, Maharashtra, 400052;
Tel. No.: 022-66431188; **Fax:** +022-66431189;
Email: bijal@tips.in; **Website:** https://tips.in/
CIN: L92120MH1996PLC099359

Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 A.M. and 5:00 P.M. on all Working Days except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- (i) In case of any grievances relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the compliance officer of the Company and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- (ii) If the Company makes any default in complying with the provisions of Section 68 of the Companies Act, 2013 or any rules made there-under, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, 2013, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013, as the case may be.
- (iii) The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies, Maharashtra, Mumbai

100, Everest, Marine Drive Mumbai- 400002.

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any queries, Equity Shareholders may also contact the Registrar to the Buyback, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all Working Days except Saturday, Sunday and public holidays, at the following address:

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park L.B.S. Marg, Vikhroli (W), Mumbai - 400 083

Tel. No.: +91 810 811 4949; **Fax:** +91 22 4918 6195

Contact person: Sumeet Deshpande

Email: tipsindustries.buyback@linkintime.co.in

Website: www.linkintime.co.in

SEBI Registration Number: INR000004058

CIN: U67190MH1999PTC118368.

28. MANAGER TO THE BUYBACK



Inga Ventures Private Limited

1229, Hubtown Solaris, N.S. Phadke Marg,

Opp. Telli Galli, Andheri (East), Mumbai 400069

Tel. No.: 022 68540808 , **Fax No.:** 022 26816020;

Contact Person: Kavita Shah;

Email: kavita@ingaventures.com;

Website: www.ingaventures.com;

SEBI Registration No: INM000012698;

Validity: Permanent

CIN: U67100MH2018PTC318359

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Draft Letter of Offer. and confirms that such document contains true, factual and material information and does not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board pursuant to resolution passed by the Board on Wednesday, November 9, 2022.

For and on behalf of the Board of Directors of Tips Industries Limited

Sd/- Kumar S. Taurani Chairman & Managing Director (Director Identification Number (DIN): 00555831)	Sd/- Ramesh S. Taurani Executive Director (Director Identification Number (DIN): 00010130)	Sd/- Bijal Patel Company Secretary & compliance officer (Membership Number:A30140)
--	---	---

Date: December 26, 2022

Place: Mumbai

30. TENDER FORM

- Tender Form (for Equity Shareholders holding shares in dematerialised form)
- Tender Form (for Equity Shareholders holding shares in physical form)
- Form No. SH-4 – Securities Transfer Form

TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALISED FORM)
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Bid Number
Date:

BUYBACK OPENS ON	●		
BUYBACK CLOSES ON	●		
For Registrar/ Collection Centre Use			
Inward No.			
Date			
Stamp			
Status: Please tick appropriate box			
Individual	<input type="checkbox"/>	Mutual Fund	<input type="checkbox"/>
Insurance Companies	<input type="checkbox"/>	Other QIBs	<input type="checkbox"/>
Company	<input type="checkbox"/>	VCF	<input type="checkbox"/>
Foreign Institutional Buyer	<input type="checkbox"/>	Financial Institution	<input type="checkbox"/>
Body corporate	<input type="checkbox"/>	Others (specify)	<input type="checkbox"/>

India Tax Residency Status: Please tick appropriate box			
Resident in India	<input type="checkbox"/>	Non- Resident in India	<input type="checkbox"/>
	<input type="checkbox"/>	Resident of	
	<input type="checkbox"/>	_____	
	<input type="checkbox"/>	(Shareholder to fill country of residence)	

To,
The Board of Directors
TIPS Industries Limited,
C/o. Link Intime India Private Limited
C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai, Maharashtra 400 083
Dear Sir/Madam

Sub: Letter of Offer dated |●| in relation to the buyback of up to 1,26,000 (One lac Twenty-Six Thousand) Equity Shares of TIPS INDUSTRIES LIMITED (the “Company”) at a price of ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share (the “Buyback Price”) payable in cash (the “Buyback”)

1. I/We, (having read and understood the Letter of Offer dated |●|) hereby tender/ offer my/our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
2. I/We authorize the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I/We hereby affirm that the Equity Shares comprised in this tender/offer are offered for the Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
4. I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares for Buyback and that I/we am/are legally entitled to tender the Equity Shares for the Buyback.
5. I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
6. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and the extant applicable foreign exchange regulations.
7. I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buy-back in the demat a/c from where I / we have tendered the Equity Shares in the Buy-back.
8. I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by us.
9. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

10. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
11. **This clause is applicable for Non-Resident Shareholders only** - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the “**FEMA Regulations**”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India/ I/We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/us.
12. Details of Equity Shares held and tendered/offered in the Buyback:

	In Figures(₹)	In Words
Number of Equity Shares held as on the Record Date (Friday, December 30,2022)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including additional shares, if any)		

Note: An Eligible Person may tender Equity Shares over and above his/her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with the Letter of Offer. Equity Shares tendered by any Shareholders over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

13. I/ We agree that excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder’s DP account, as part of the exchange payout process. If the securities transfer instruction is rejected in the depository system due to any issue, then such securities will be transferred to the Shareholder’s Broker’s depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian participant. The Shareholder’s Broker would return these unaccepted Equity Shares to their respective clients on whose behalf the bids have been placed.

-----Tear along this line-----

Acknowledgement Slip for TIPS INDUSTRIES LIMITED – BUYBACK OFFER 2022
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./ DP ID: _____ Client ID: _____
 Received from Mr./Ms./M/s. _____
 Number of Equity Shares offered for Buyback: In Figures: ₹ _____
 In Words: _____
 Please quote Client ID and DP ID. For all future correspondence

Stamp of Broker

14. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. “Tips Industries Limited” and the price at which the Equity Shares are being transferred i.e. “Price determined in accordance with the SEBI Buyback Regulations” duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

a. Details of account with Depository Participant:

Name of the Depository (tick as applicable)	NSDL	CDSL
Name of the Depository Participant		
DP ID		
Client ID with Depository Participant		

b. Equity Shareholders Details:

	First/Sole Shareholder	Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Full Name(s) of the Shareholder				
Signature(s)*				
PAN No.				
Address of the First/ Sole Shareholder				
Telephone No./Email ID				

* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.

INSTRUCTIONS

- i. The Buyback will open on [●] and close on [●].
- ii. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- iii. Eligible Shareholders who desire to tender their Equity Shares under the Buyback can do so in dematerialized form through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback. For Tendering the Equity Shares in the Buyback, the Tender Form is required to be submitted to the Stock Broker only and not to the Registrar or to the Company or to the Manager. For Further details, please see the procedure as specified in the section entitled “Procedure for Tender Offer and Settlement” of the Letter of Offer.
- iv. The Equity Shares tendered in the Offer shall be rejected if (i) the Equity Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or (ii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in demat form; or (iii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN;
- v. The Buyback shall be rejected for Eligible Shareholder holding Equity Shares in dematerialised form in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation; or a non-receipt of valid bid in the exchange bidding system.
- vi. Shareholders may submit their duly filled Tender Form to the Registrar to the Buyback only after placing the bid via the Stock Broker.
- vii. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Ratio of Buyback, in accordance with the Buyback Regulations.
- viii. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback entitlement, but not exceeding their holding as on the Record Date.
- ix. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph “Procedure for Tender Offer and Settlement” on page [●] of the Letter of Offer.
- x. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- xi. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999, as amended (the “FEMA Regulations”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

- xii. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- xiii. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.
- xiv. **For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.**

All capitalized terms shall have the meanings ascribed to it in the Letter of Offer

-----Tear along this line-----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre – TIPS INDUSTRIES LIMITED – BUYBACK OFFER 2022

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083

Tel: +91 810 811 4949; **Fax:** +91 22 4918 6195

Contact Person: Sumeet Deshpande **Email:** tips.buyback@linkintime.co.in

Website: www.linkintime.co.in **Investor Grievance ID:** tips.buyback@linkintime.co.in

SEBI Registration Number: INR000004058 **Corporate Identification Number:** U67190MH1999PTC118368

TENDER FORM (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

Bid Number:
Date:

BUYBACK OPENS ON		[●]	
BUYBACK CLOSES ON		[●]	
For Registrar / Collection Centre use			
Inward No.	Date	Stamp	
<i>Status (please tick appropriate box)</i>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI
<input type="checkbox"/>	Foreign Co	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Co
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension/PF
<input type="checkbox"/>		<input type="checkbox"/>	Others
India Tax Residency Status: Please tick appropriate box			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of _____ <i>(shareholder to fill in country of residence)</i>

To,
The Board of Directors,
TIPS Industries Limited,
C/o. Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai 400 083
Tel: +91 810 811 4949; Fax: +91 22 4918 6195

Dear Sirs,

Sub: Letter of Offer dated [●] in relation to the buyback of up to 1,26,000 (One Lakh Twenty Six Thousand) Equity Shares of TIPS Industries Limited (the “Company”) at a price of ₹2,600/- (Rupees Two Thousand Six Hundred Only) per Equity Share (the “Buyback Price”) payable in cash (the “Buyback”)

- I / We (having read and understood the Letter of Offer dated [●]) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback Offer and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the consideration for the accepted Shares will be paid to the Seller Member as per secondary market mechanism.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations

13. Details of Equity Shares held and tendered / offered for Buyback

	In Figures(₹)	In Words
Number of Equity Shares held as on Record Date (Friday, December 30, 2022)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares)		

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Paragraphs 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

Acknowledgement Slip for TIPS INDUSTRIES LIMITED – BUYBACK OFFER 2022

(to be filled by the Equity Shareholder) (subject to verification)

Folio No.			
Received from Mr./Ms./Mrs.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Folio No. for all future correspondence		Stamp of Broker	

14. Details of Share Certificate:

Sr. No.	Folio No.	Equity Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1					
2					
3					
4					
Total					

In case the number of folios and share certificates enclosed exceed four, please attach a separate sheet giving details in the same format as above

15. Equity Shareholders Bank Details:

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

16. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney		Corporate Authorization
	Succession Certificate		Permanent Account Number (PAN Card)
	Self-attested copy of Permanent Account Number (PAN Card)		TRS
	Others (please specify)		Others (please specify)

17. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of The Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

18. Applicable for all Non-resident shareholders - I/ We undertake to pay income taxes in India on any income arising on such buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/ us.

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form:

- The Buyback will open on [●] and close on [●].
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before [●] by 5.00 pm (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. [●] by 5.00 pm.

5. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
6. Eligible Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
7. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to Paragraph 20 of the Letter of Offer.
8. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other Company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar; and (v) in case the Transfer Form – SH4 is not witnessed.
9. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
10. I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
11. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●], 2022 by 5:00 p.m.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

Investor Service Centre – TIPS INDUSTRIES LIMITED – BUYBACK OFFER 2022

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083

Tel: +91 810 811 4949; **Fax:** +91 22 4918 6195

Contact Person: Sumeet Deshpande **Email:** tips.buyback@linkintime.co.in

Website: www.linkintime.co.in **Investor Grievance ID:** tips.buyback@linkintime.co.in

SEBI Registration Number: INR000004058 **Corporate Identification Number:** U67190MH1999PTC118368

Form No. SH-4 - Securities Transfer Form

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: _____ / _____ / _____

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	9	2	1	2	0	M	H	1	9	9	6	P	L	C	0	9	9	3	5	9
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full):	TIPS INDUSTRIES LIMITED
Name of the Stock Exchange where the company is listed, (if any):	BSE Limited and National Stock Exchange of India Limited

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up Per unit of security (3)	Amount paid up per unit of security (4)
Equity Share	₹10/-	₹10/-	₹10/-

No. of Securities being Transferred			Consideration received (₹)			
In Figures	In words		In words		In Figures	
Distinctive Number	From					
	To					
Corresponding Certificate Nos.						

Transferor’s Particulars

Registered Folio Number

Name(s) in Full	Signature(s)
1. _____	_____
2. _____	_____
3. _____	_____

I hereby confirm that the transferor has signed before me.

Signature of the Witness : _____

Name of the Witness : _____

Address of the Witness : _____

_____ **Pin Code** _____

Transferee’s Particulars

Name in full (1)	Father's/Mother's /Spouse Name (2)	Address & E-mail id (3)
TIPS INDUSTRIES LIMITED	N.A.	601, Durga Chambers, 6th Floor, Linking Road, Khar - West, Mumbai, Maharashtra, 400052 Email: buyback@tips.in
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee

Specimen Signature of Transferee(s)

1. _____

2. _____

3. _____

Value of stamp affixed: ₹ _____

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify _____

STAMPS

<p>For Office Use Only</p> <p>Checked by _____</p> <p>Signature Talled by _____</p> <p>Entered in the Register of Transfer on _____</p> <p style="text-align: center;">vide Transfer no _____</p> <p>Approval Date _____</p> <p>Power of attorney / Probate / Death Certificate / Letter of Administration</p> <p>Registered on _____ at</p> <p>No _____</p>	
--	--