



October 22, 2021

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

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

Scrip Code: **532375**

Symbol: **TIPSINDLTD**

Sub: Certificate issued by the Merchant Banker pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended, in relation to the proposed Scheme of Arrangement and Demerger between Tips Industries Limited ("Demerged Company") and Tips Films Limited ("Resulting Company") and their respective shareholders.

Dear Sir/Madam,

In terms of the paragraph 3(a) of Annexure I of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, we are enclosing the certificate issued by SEBI registered Merchant Banker, Inga Ventures Private Limited, on adequacy and accuracy of disclosure of information pertaining to Tips Films Limited (unlisted entity), in the format specified for abridged prospectus as provided in Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with Abridged Prospectus of Tips Films Limited.

Kindly take the same on your record.

Thanking You,

For **Tips Industries Limited**

Bijal R. Patel
Company Secretary

Encl: As Above

TIPS INDUSTRIES LTD.

601, Durga Chambers, 6th Floor, Linking Road, Khar (West), Mumbai 400 052.
Tel. : 6643 1188 Email : response@tips.in Website : www.tips.in
CIN: L92120MH1996PLC099359

To,
The Board of Directors,
Tips Industries Limited
601, Durga Chambers,
6th Floor, Linking Road,
Khar (West), Mumbai- 400052

Sub: Scheme of Arrangement and Demerger pertaining to Tips Films Limited in relation to proposed demerger of Films Business ("Demerged Undertaking") of Tips Industries Limited ("Demerged Company or TIL") into Tips Films Limited ("Resulting Company or TFL") and their respective shareholders under section 230 to 232 of the Companies Act, 2013 and the rules made thereunder ("Scheme")

Dear Sirs,

This is with reference to our engagement letter dated January 9, 2021 entered with the Demerged Company for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to TFL made in the abridged prospectus, to be sent to the shareholders of the Company, pursuant to the Scheme.

We have been provided the abridged prospectus pertaining to Tips Films Limited ("Abridged Prospectus"), enclosed as Annexure 1 dated October 12, 2021, prepared by Tips Industries Limited and Tips Films Limited. The Abridged Prospectus will be circulated to the members of Tips Industries Limited and Tips Films Limited at the time of seeking their approval to the Scheme as part of the explanatory statement to the notice.

Based on the information, confirmations, undertakings and documents provided to us by the TIL and TFL, we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, in terms of the paragraph 3(a) of Annexure I of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**SEBI Circular**") read with the format provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**Abridged Prospectus Format**").

Disclaimer and Limitation:

- This certificate is a specific purpose certificate issued in terms of and in compliance with SEBI circular and hence it should not be used for any other purpose.
- This certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entity viz., Tips Films Limited and is not an opinion on the Scheme of Arrangement and Demerger or its success.
- The above confirmation is based on the information furnished and explanations provided to us by the management of the TIL and TFL assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon the financials, information, undertakings and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not.
- We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
- Our opinions are not nor should it be constructed as our opining or certifying the compliance of the proposed Scheme of Arrangement and Demerger with the provision of any law including companies, taxation, Securities market, related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.





- We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme or as to how the holders of equity shares of the Company should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Company will trade following the Scheme for or as to the financial performance of the TIL or TFL following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in the TIL.

For Inga Ventures Private Limited

K. R. Shah



**Kavita Shah
Partner**

Dated : October 12, 2021

Place : Mumbai

ABRIDGED PROSPECTUS

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES IN RESPECT OF DEMERGER OF FILM DIVISION OF TIPS INDUSTRIES LIMITED IN TO TIPS FILMS LIMITED ON A GOING CONCERN BASIS PURSUANT TO A SCHEME OF ARRANGEMENT AND DEMERGER ("SCHEME") UNDER SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") AND THE RULES MADE THEREUNDER.

This is an abridged prospectus prepared to comply with the requirements of regulations 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**") read with SEBI Circular No. CFD/DIL 3/CIR/2017/21 dated March 10, 2017 read with Circular SEBI/HO/CED/DILUC1UP/2020/249 dated December 22, 2020 issued by Securities and Exchange Board of India ("**SEBI Circulars**") and is in accordance with the disclosure required to be made in the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable. You are also encouraged to read the greater details available in the Scheme.

This is an Abridged Prospectus/ Memorandum containing information pertaining to the unlisted company, Tips Films Limited which is a party to the Scheme of Arrangement and Demerger proposed to be made between Tips Industries Limited (hereinafter referred as "**TIL**" or "**Demerged Company**") and the said Tips Films Limited (hereinafter referred as "**TFL**" or "**Resulting Company**") and their respective shareholders pursuant to Section 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the "**Scheme**").

The Scheme along with the Abridged Prospectus is also available on the website of BSE Limited ("**BSE**") i.e. <https://www.bseindia.com>, National Stock Exchange of India Limited ("**NSE**") i.e. <https://www.nseindia.com> and Tips Industries Limited i.e. <http://www.tips.in>. Nothing in this document constitutes an offer or an invitation by or on behalf of TFL to subscribe for or purchase any of the securities of TFL.

THIS ABRIDGED PROSPECTUS CONSISTS OF 8 (Eight) PAGES. PLEASE ENSURE YOU HAVE READ ALL THE PAGES.

TIPS FILMS LIMITED

Registered Office: 501, Durga Chambers, 5th Floor, Linking Road, Khar (West), Mumbai-400052, Maharashtra, India

Contact Person: Mr. Haresh Sedhani

Phone No: +91 22 66431188

Email: hnsedhani@tips.in **Website :** NA

Corporate Identity Number : U74940MH2009PTC193028

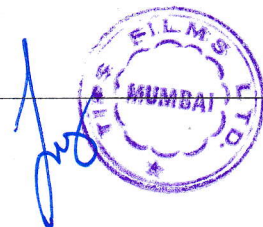
NAME OF THE PROMOTERS AND PROMOTER GROUP OF TIPS FILMS LIMITED

1. Mr. Ramesh Taurani

5. Ms. Raveena R. Taurani

2. Mr. Kumar Taurani

6. Ms. Sneha R. Taurani



3. Ms. Jaya R. Taurani
4. Mrs. Varsha R. Taurani

7. Mr. Shyam Lakhani
8. Mr. Jay Shewakramani

(For further details refer to the para titled "PROMOTERS AND PROMOTER GROUP OF the RESULTING COMPANY" on page 3 of this Abridged Prospectus)

SCHEME DETAILS, LISTING AND PROCEDURE

The Scheme of Arrangement and Demerger between the Tips Industries Limited ("**TIL**" or "**Demerged Company**") and Tips Films Limited ("**TFL**" or "**Resulting Company**") and their respective Shareholders for demerger is presented under the provisions of Section 230 to 232 read with Sections 52 and 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, and also read with Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961, as may be applicable, for Demerger of the Film Division Undertaking of the Demerged Company and vesting of the same in the Resulting Company on a going concern basis.

Upon the Scheme becoming effective, all the Assets, Liabilities, interests and obligations, as applicable of the Film Division Undertaking of the Demerged Company, be transferred to and vested in the Resulting Company on a going concern basis without requirement of any further act, instrument or deed so as to become as and from the Appointed Date i.e. April 1, 2021, the Assets, Liabilities, interests and obligations, as applicable, of the Resulting Company. 1 (One) equity shares of Rs. 10/- each fully paid up of Tips Films Limited shall be issued and allotted for every 3 (Three) equity shares of Rs. 10/- each fully paid up held in Tips Industries Limited to the shareholders of Tips Industries Limited.

Such equity shares (issued by the Resulting Company to the relevant equity shareholders of the Demerged Company) will be listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (hereinafter collectively referred as "**Stock Exchanges**"), in accordance with the provisions of SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017, as amended from time to time. Further, as an integral part of the Scheme, existing Equity Shares of TFL shall stand cancelled without any further act and deed.

INDICATIVE TIMELINE

The Abridged Prospectus is issued pursuant to the Scheme and is not an offer to public at large. The time frame cannot be established with absolute certainty, as the Scheme is subject to approvals from relevant regulatory authorities.

GENERAL RISKS

Investment in Equity and Equity related securities involved a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, Investors must rely on their own examination of the Resulting Company and the issue, including the risk involved.

The Equity shares in this issue have not been recommended or approved by Securities and



Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme - **Not Applicable as the offer is not for public at large.**

Specific attention of the readers is invited to the sections titled 'Internal Risk Factors' on pages 7 of this Abridged Prospectus.

PRICE INFORMATION OF LEAD MANAGER

Not Applicable since the proposed issue is not to public shareholders but to the shareholders of the Demerged Company pursuant to the Scheme.

STATUTORY AUDITORS OF TIPS FILMS LTD.

Abichandani and Associate
Chartered Accountants
105, Trishul-II, Opp. Nana Park, Seven Bungalows, Versova, Andheri (West), Mumbai 400061

Contact Person Name : Shivkumar C. Abichandani
Ph: 022 26340288/26391536
Email id: sca_049@yahoo.co.in
Firm registration No. :145188W

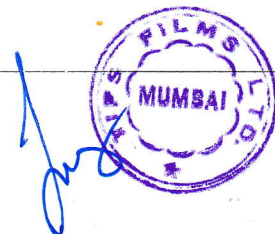
PROMOTERS AND PROMOTER GROUP OF TIPS FILMS LIMITED

Sr. No.	Name	No. of Share held	%
1	Mr. Ramesh Taurani	25,000	50.00
2	Mr. Kumar Taurani	-	-
3	Mrs. Varsha R. Taurani	24,500	49.00
4	Ms. Jaya R. Taurani	100	0.20
5	Ms. Raveena R. Taurani	100	0.20
6	Ms. Sneha R. Taurani	100	0.20
7	Mr. Shyam Lakhani	100	0.20
8	Mr. Jay Shewakramani	100	0.20

BUSINESS MODEL OVERVIEW AND STRATEGY

TFL was incorporated on June 05, 2009 under the provisions of the Companies, Act 1956 vide certificate of incorporation with CIN U74940MH2009PTC193028 issued by the Registrar of Companies. TFL is an unlisted public limited company, having its registered office at 501, Durga Chambers, 5th Floor, Linking Road, Khar (West), Mumbai- 400052 MH IN. TFL is authorised by its Memorandum of Association to carry on the main objects of “

1. "To carry on the business to produce, promote, project, participate, manufacture, manipulate, treat, process, prepare, alter, develop, expose, edit, exhibit, make, remove, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export and to act as broker, agent, distributor, proprietor, copy right owner, video right owner, audio right owner, theatre owner, dubbing right owner, lab owner and all



kinds of cine films, video films, telefilms, documentary films, advertising films, animation films, internet web portal, internet blog, TV serial slides, in all languages and different modes of expressions prevailing in the world.

2. To act as distributors, exhibitors and exploiters of all types of motion pictures, features, documentaries, ad-films, educational films, cultural and historical films, films of places of tourist interests, films on sciences and technology and the like on different formats, and to carry on the business of proprietors, agents, managers, lessees, hirers, licensees, partners of studios, theatres, places of amusements or entertainment, music halls, cinemas, picture places and concert halls and of hiring out studios for the purpose of shooting, dubbing, recording or editing of films in all formats and to give all other facilities apparent thereto and for these purposes construct and/or acquire studios, theatres, sound and recording equipment and all other machinery required for the purpose of business.”

Currently there are no business operations in TFL.

TFL shall undertake the business of “Film Division” of TIL which is proposed to be demerged as per vide scheme of arrangement and demerger.

BOARD OF DIRECTORS

Details of Board of Directors of Tips Films Limited

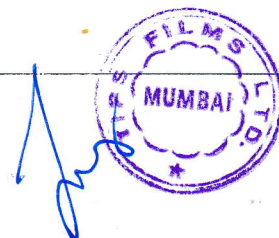
Sr. No	Name	PAN / DIN	Designation	Other directorship
1	Mr. Kumar Taurani	00555831	Director	TIPS INDUSTRIES LIMITED
2	Mr. Ramesh Taurani	00010130	Director	TIPS INDUSTRIES LIMITED
3	Ms. Jaya Taurani	08209186	Director	NIL

BRIEF EXPERIENCE OF THE DIRECTORS

1. Kumar Taurani : He holds the Bachelor degree in commerce. He possesses immense knowledge and expertise in the field of Media & Entertainment Industry for more than 41 years.

He is one of the promoters of TFL. Currently, in addition to TFL, he also holds directorship in the TIL as a Chairman & Managing Director of the Company since inception.
2. Ramesh Taurani : He holds the Bachelor degree in commerce. He has enriched experience of more than 40 years in Media & Entertainment Industry.

He is one of the promoters of TFL. Currently, in addition to TFL, he also holds directorship in the Tips Industries Limited as a Managing Director of the Company since 2005.



3. Jaya Taurani : She holds the Bachelor degree in law, U.K. She is having rich experience in the business of Media and Entertainment Industry and has expertise in field of film business.

Currently, she is working with TIL as Chief Operating Officer – Film Production. She doesn't hold directorship in any other Company.

OBJECTS - RATIONALE OF THE SCHEME

This Scheme for the demerger and vesting of the Demerged Undertaking (as defined hereinafter) of TIL to TFL, results in the following benefits:

1. The Demerged Undertaking and the Remaining Business have both achieved scale and experience to sustain business on the basis of their own strengths. Additionally, both businesses deal with different sets of industry dynamics in the form of nature of risks, competition, challenges, opportunities and business methods. Hence, segregation of the two undertakings would enable focused managements to explore the potential business opportunities more effectively and efficiently;
2. Demerger will enable both TIL & TFL to enhance business operations by streamlining operations, cutting costs, more efficient management control and outlining independent growth strategies.
3. Each undertaking will be able to target and attract new investors with specific knowledge, expertise and risk appetite corresponding to their own businesses. Thus, each undertaking will have its own set of likeminded investors, thereby providing the necessary funding impetus to the long-term growth strategies of each business;
4. Demerger will enhance efficiencies and will have different business interest into separate corporate entity, resulting in operational synergies, simplification, focused management, streamlining and optimization of the group structure and efficient administration.
5. Pursuant to the Scheme, the equity shares issued by the Resulting Company would be listed on BSE and NSE and will unlock the value of the Music Division and Film Division for the shareholders of the Demerged Company. Further the existing shareholders of the Demerged Company would hold the shares of two listed entities after the Scheme becoming effective; giving them flexibility in managing their investments in the two businesses having differential dynamics.
6. The demerger will unlock value of both businesses and result in shareholder value maximization.

The Board of Directors of the Demerged Company and the Resulting Company believe that the Scheme is in the best interests of the respective entities and their respective stakeholders including its minority shareholders, employees, and creditors.

For further details, please refer the Scheme.



SHAREHOLDING PATTERN

Pre-Scheme Shareholding Pattern of Demerged Company as on September 30, 2021

Sr. No.	Particulars	Pre-Scheme number of shares	% holding - pre Scheme
1.	Promoter and Promoter Group	97,23,352	74.98
2.	Public	32,45,307	25.02
Total		1,29,68,659	100.00

Post-Scheme Shareholding Pattern of Demerged Company*

Sr. No.	Particulars	Post-Scheme number of shares	% holding - post Scheme
1.	Promoter and Promoter Group	97,23,352	74.98
2.	Public	32,45,307	25.02
Total		1,29,68,659	100.00

* Please note that demerged company's paid up share capital will not have any change due to Scheme of Arrangement and Demerger.

Pre-Scheme Shareholding Pattern of Resulting Company as on September 30, 2021

Sr. No.	Particulars	Pre-Scheme number of shares	% holding - pre Scheme
1.	Promoter and Promoter Group	50,000	100.00
2.	Public	-	-
Total		50,000	100.00

Post-Scheme Shareholding Pattern of Resulting Company

Sr. No.	Particulars	Post-Scheme number of shares*	% holding - post Scheme
1.	Promoter and Promoter Group	32,41,117	74.98
2.	Public	10,81,769	25.02
Total		43,22,886	100.00

* subject to rounding off

AUDITED FINANCIALS

	As on September 30, 2021	As on March 31, 2021	As on March 31, 2020	As on March 31, 2019
Revenue from Operations	-	-	-	-
Other Income	-	-	-	-
Total Revenues	-	-	-	-
Net Profit / Loss before tax and extraordinary items	-2,875	-3,800	-7,600	-15,100



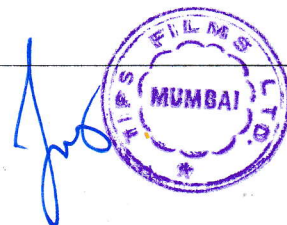
Extraordinary items	-	-	-	-
Net Profit / Loss after tax and extraordinary items	-2,875	-3,800	-7,600	-15,100
Equity Share Capital (Issued Subscribed & Paid Up)	5,00,000	5,00,000	5,00,000	5,00,000
Reserves and Surplus (other equity)	-4,93,780	-4,90,905	-4,87,105	-4,79,505
Net Worth	6,220	9,095	12,895	20,495
Basic Earnings per Share (INR)	-0.06	-0.08	-0.15	-0.30
Diluted Earnings Per Share (INR)	-0.06	-0.08	-0.15	-0.30
Return on Net Worth %	-46.2%	-41.8%	-58.9%	-73.7%
Net Asset Value per Share (INR)	0.12	0.18	0.26	0.41

Note:

1. Information has been taken from Annual Reports of Tips Films Limited for all the above periods
2. Net worth has been calculated by For the year ended March 31, 2021 – Networth is the sum of Equity capital + Preference Capital + Reserves & Surplus. For other years – Networth is the sum of Equity capital + Other Equity
3. Basic EPS and Diluted EPS has been calculated by – Net profit/(Loss) for the year divided by Weighted Average No. of Equity shares.
4. Return on Net Worth % - Net profit/(Loss) for the period divided by Net Worth X 100
5. Net Asset Value per Share (INR) calculated – Net worth less preference capital , if any, divided by No of Equity shares

INTERNAL RISK FACTORS RELATED TO TIPS FILMS LIMITED

1. The proposed Scheme is subject to the approval of NCLTs and requisite approvals of Shareholders and creditors. If the proposed Scheme does not receive the requisite approvals, the objects and benefits mentioned in the proposed Scheme will not be achieved.
2. The new equity shares issued by TFL pursuant to the scheme of shall remain frozen in the depository system until listing/trading permission is given by the Stock Exchanges for the equity shares of TFL.
3. The proposed Film business faces intense competition from unorganized sector and as a results company may face operational risks.
4. Changing laws, rules and regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws, may adversely affect our business, prospects and results of operations.
5. The media and entertainment industry is subject to shifts in tastes and preferences of audiences, which could have an impact on the operations of our Company.
6. We are largely dependent on maintenance of intellectual property rights in the entertainment products and services which we market. Piracy of media products, including digital and internet piracy may decrease revenue from the exploitation of our products.



7. The propose operations of the company may be subject to multiple challenges under the present uncertainty arising from COVID-19 pandemic.

SUMMARY OF OUTSTANDING LITIGATION

- a. Total Number of outstanding litigation against the Company- NIL
- b. Brief details of top 5 material outstanding litigations against the company: NIL
- c. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the promoters/Group Companies in the last 5 financial years including outstanding action, if any - NIL
- d. Brief details of outstanding criminal proceedings against Promoters – NIL

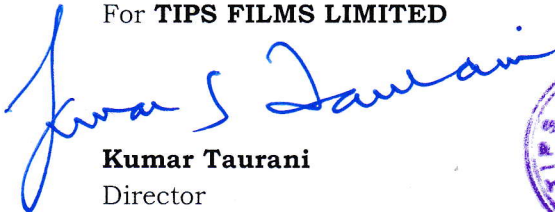
ANY OTHER IMPORTANT INFORMATION AS PER ISSUER

Nil

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder as the case may be. We further certify that all statements in this document are true and correct.

For **TIPS FILMS LIMITED**



Kumar Taurani

Director

DIN:00555831



Place: Mumbai

Date : October 12, 2021