



August 18, 2017

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: Notice of the 21st Annual General Meeting of the Company

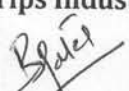
Dear Sir,

Please find enclosed the Notice of the 21st Annual General Meeting of Members of the Company to be held on Wednesday, September 13, 2017 at 11.00 a.m. at the Jubilee Room, Hotel Sun-N-Sand, Juhu, Mumbai - 400049. The Notice is also displayed on the website of the Company.

Kindly take the above on your record and acknowledge a receipt of the same.

Thanking you,

Yours faithfully,
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

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of the Members of Tips Industries Limited will be held on Wednesday, September 13, 2017 at 11.00 a.m. at the Jubilee Room, Hotel Sun-N-Sand, Juhu, Mumbai - 400049, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Kumar Taurani (DIN: 00555831), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. SSPA & Associates, Chartered Accountants (Firm Registration No. 131069W), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 21st Annual General Meeting till the conclusion of the 23rd Annual General Meeting to be held in 2019 (subject to annual ratification by the Members at the Annual General Meeting), at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in partial modification of the Special Resolution passed by the members at the 19th Annual General Meeting of the Company held on August 14, 2015 and pursuant to provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V of the Act and subject to the approval of Central Government, wherever required, if necessary, consent of the Members be and is hereby accorded to increase in remuneration to Rs.14 lacs per month i.e. Rs.168 lacs per annum of Mr. Kumar Taurani with effect from February 3, 2017 till his remaining term of his tenure i.e. upto May 31, 2018 as Chairman & Managing Director of the Company, as recommended by the Nomination and Remuneration Committee and the Board.

RESOLVED FURTHER THAT except for the aforesaid increase in remuneration, all other terms and conditions of his appointment and remuneration as Chairman & Managing Director of the Company, as approved by the members at the 19th Annual General Meeting of the Company held on August 14, 2015, shall remain unchanged.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Kumar Taurani as Chairman & Managing Director of the Company, the above mentioned remuneration be paid to him, as minimum remuneration and in accordance with the approval of the Central Government, wherever required, if necessary.



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said revision in the remuneration as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution.”

6. To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT in partial modification of the Special Resolution passed by the members at the 19th Annual General Meeting of the Company held on August 14, 2015 and pursuant to provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V of the Act and subject to the approval of Central Government, wherever required, if necessary, consent of the Members be and is hereby accorded to increase in remuneration to Rs.14 lacs per month i.e. Rs.168 lacs per annum of Mr. Ramesh Taurani with effect from February 3, 2017 till his remaining term of his tenure i.e. upto May 31, 2018 as Managing Director of the Company, as recommended by the Nomination and Remuneration Committee and the Board.

RESOLVED FURTHER THAT except for the aforesaid increase in remuneration, all other terms and conditions of his appointment and remuneration as Managing Director of the Company, as approved by the members at the 19th Annual General Meeting of the Company held on August 14, 2015, shall remain unchanged.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the tenure of

Mr. Ramesh Taurani as Managing Director of the Company, the above mentioned remuneration be paid to him, as minimum remuneration and in accordance with the approval of the Central Government, wherever required, if necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said revision in the remuneration as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution.”

Place: Mumbai

By Order of the Board of Directors

Date: May 30, 2017

Registered Office:

Bijal R. Patel

601, Durga Chambers, Linking Road,
Khar (West), Mumbai 400 052

Company Secretary

Notes:

- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item No. 5 and 6 are annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under Item Nos. 3, 5 and 6, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF.**
A proxy need not be a member of the Company. The



instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before commencement of the AGM. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. A Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
4. Body Corporate members intending to send their authorised representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members, Proxies and Authorised Representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. A route map showing directions to reach the venue of the 21st AGM is given at the end of the Report.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 7, 2017 to September 13, 2017 (both days inclusive), for determining

the names of members eligible for dividend on Equity Shares, if declared at the AGM.

9. Dividend, if approved by the members at the Annual General Meeting will be paid within a period of 30 days from the date of declaration, to the Members whose names appear on the Register of Members and Register of Beneficial Owners as on September 6, 2017 as per details furnished by the Company's Share Registrars and Transfer Agents and the Depositories for this purpose.
10. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not encashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF). **Members are requested to Contact Company or RTA to encash the unclaimed dividend.** The Company has uploaded the details of unpaid / unclaimed dividend on its website www.tips.in.
11. Members holding shares in Electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or the Company's Share Registrars and Transfer Agents.
12. As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.



13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company and Company's Share Registrars and Transfer Agents.
14. Members seeking any information or clarification on the accounts are requested to send in writing queries to the Company at least seven days before the date of the meeting to enable the Management to keep the information ready at the Meeting. Replies will be provided at the meeting in respect of such queries received.
15. **Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.**
16. To support "Green Initiative", Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Share Registrars & Transfer Agent, giving reference of their Folio Number.
17. **Voting through electronic means:**
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 21st AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, through polling paper shall be made available at the venue of the 21st AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on September 6, 2017 ('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.

Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. September 6, 2017 may obtain the login Id and password by sending a request at rnt.helpdesk@linkintime.co.in However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot Password" option available on www.evotingindia.com.

The Company has appointed Mr. Shirish Shetye, Practicing



Company Secretary (CP No.: 825) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company and make within 48 hours of the conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any Director or any person authorized by the Chairman for this purpose, who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tips.in and on the website of CDSL and communicated to the Stock Exchanges.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 10, 2017 at 10.00 a.m. and ends on September 12, 2017 at 5.00 p.m. During this period shareholders' of the

Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 6, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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



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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Envelope indicated in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of TIPS INDUSTRIES LIMITED.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The

option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non - Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on



to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

Item No. 5:

The Members of the Company, in the 19th Annual General Meeting held on August 14, 2015, re-appointed Mr. Kumar Taurani as Chairman and Managing Director of the Company for a period of three years, with effect from June 1, 2015 at remuneration of Rs.10 lacs per month. The Company has paid the remuneration as per approval obtained from the Central Government vide letter dated May 20, 2016.

Taking into consideration the duties, responsibilities and vast experience in Media and Entertainment Industry of Mr. Kumar

Taurani as Chairman and Managing Director and contribution towards improvement in performance of the Company, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their meeting held on February 3, 2017 approved the revision in the remuneration to Rs.14 lacs p.m. i.e. Rs.168 lacs p.a. of Mr. Kumar Taurani, with effect from February 3, 2017 till his remaining term of his tenure i.e. upto May 31, 2018 as Chairman & Managing Director of the Company, subject to the approval from the members of the Company and Central Government, wherever required, if necessary.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended and as in force from time to time. All other terms and conditions of appointment and remuneration of Mr. Kumar Taurani as Chairman & Managing Director of the Company, as approved at the 19th AGM of the Company held on August 14, 2015, remain unchanged.

Mr. Kumar Taurani and his relatives shall be deemed to be concerned or interested in the said resolutions mentioned in Item No. 5 of this notice.

Mr. Ramesh Taurani, being relatives of Mr. Kumar Taurani, is also deemed to be interested in the said Resolutions.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Director recommends the relevant resolution for your consideration and approval as Special Resolution.

Item No. 6:

The Members of the Company, in the 19th Annual General Meeting held on August 14, 2015, re-appointed Mr. Ramesh Taurani as Managing Director of the Company for a period of



three years, with effect from June 1, 2015 at remuneration of Rs.10 lacs per month. The Company has paid the remuneration as per the approval obtained from the Central Government vide letter dated May 20, 2016.

Taking into consideration the duties, responsibilities and vast experience in Media and Entertainment Industry of Mr. Ramesh Taurani as Managing Director and contribution towards improvement in performance of the Company, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their meeting held on February 3, 2017 approved the revision in the remuneration to Rs.14 lacs p.m. i.e. Rs.168 lacs p.a. of Mr. Ramesh Taurani, with effect from February 3, 2017 till his remaining term of his tenure i.e. upto May 31, 2018 as Managing Director of the Company, subject to the approval from the members of the Company and Central Government, wherever required, if necessary.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended and as in force from time to time. All other terms and conditions of appointment and remuneration of Mr. Ramesh Taurani as Managing Director of the Company,

as approved at the 19th AGM of the Company held on August 14, 2015, remain unchanged.

Mr. Ramesh Taurani and his relatives shall be deemed to be concerned or interested in the said resolutions mentioned in Item No. 6 of this notice.

Mr. Kumar Taurani, being relatives of Mr. Ramesh Taurani, is also deemed to be interested in the said Resolutions.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Director recommends the relevant resolution for your consideration and approval as Special Resolution.

Place: Mumbai

By Order of the Board of Directors

Date: May 30, 2017

Registered Office:

Bijal R. Patel

601, Durga Chambers, Linking Road,
Khar (West), Mumbai 400 052

Company Secretary



THE INFORMATION AS PER POINT (IV) OF SECOND PROVISOR OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

- Nature of the Industry:** The Company is in the Media & Entertainment Industry. The Company is in the business of production and distribution of Cinematographic Films and exploitation of its content on various platforms.
- Date of expected date of commencement of commercial production:** The Company was incorporated on May 8, 1996. The Company had since commenced its business.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N. A.
- Financial Performance: - (Based on the audited financial statement for the year ended year 2016-17)**

(Rs. in Lacs)	
Turnover	4701.66
Other Income	1939.19
Total Expenditure	6208.27
Net Profit before tax	432.59

- Foreign Investments or Collaborators, if any :** NIL

II. INFORMATION ABOUT THE APPOINTEE:

KUMAR TAURANI

1. Background details:

Mr. Kumar S. Taurani is a Promoter of the Company and since inception he has been guiding the Company to the path of success. He is among the First Directors of the Company and is the Chairman & Managing Director since more than a decade. His 37 years of experience in the industry has brought the Company to its current prominence.

2. Past Remuneration :

As per approval of the Central Government vide letter date May 20, 2016, the Company paid Rs.8.63 lacs per months for the period from June 1, 2015 to May 31, 2016 and Rs.9.92 lacs per month for the period from June 1, 2016 to February 2, 2017.

3. Recognition or awards:

Mr. Kumar Taurani is the Director of Phonographic Performance Limited (PPL), which is a copyright society in respect of sound recording, registered with the Government of India.

4. Job profile and his suitability:

Overall control, management and superintendence of the business of the Company in the ordinary course of business and exercise and perform such powers and duties as the Board may determine from time to time.

5. Remuneration proposed:

The Abstract containing details of remuneration proposed to be paid to the Chairman & Managing Director are contained in the Resolution No. 5 of the Notice of the 21st Annual General Meeting.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person:

Considering the vast experience in Industry and responsibility shouldered by him of the enhanced business activities of the Company, the proposed remuneration is reasonable with respect to the industry, size of the company and job profile of the appointee.



7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any:

Mr. Kumar Taurani is a Director-promoter of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is brother of Mr. Ramesh Taurani, Managing Director of the Company.

MR. RAMESH TAURANI

1. Background details:

Mr. Ramesh S. Taurani is a Promoter-Director of the Company. He is the Managing Director of the Company since 2005. He possesses enriched experience of 36 years in the industry. His leadership and sheer excellence in the field are the attributes of his success as an industrialist which has taken the Company to an immense echelon.

2. Past Remuneration :

As per approval of the Central Government vide letter date May 20, 2016, the Company paid Rs.8.63 lacs per months for the period from June 1, 2015 to May 31, 2016 and Rs.9.92 lacs per month for the period from June 1, 2016 to February 2, 2017.

3. Recognition or awards:

Under the stewardship of Mr. Ramesh S. Taurani, Tips has released quality films which are remembered and appreciated till date.

4. Job profile and his suitability:

Overall control, management and superintendence of the business of the Company in the ordinary course of business and exercise and perform such powers and duties as the Board may determine from time to time.

5. Remuneration proposed:

The Abstract containing details of remuneration proposed to be paid to the Managing Director are contained in the Resolution No. 6 of the Notice of the 21st Annual General Meeting.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person:

Considering the vast experience in Industry and responsibility shouldered by him of the enhanced business activities of the Company, the proposed remuneration is reasonable with respect to the industry, size of the company and job profile of the appointee.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any:

Mr. Ramesh Taurani is a Director-promoter of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is brother of Mr. Kumar Taurani, Chairman and Managing Director of the Company.

III. OTHER INFORMATION:

1. Reasons of inadequate profit:

The Company is engaged in the business of Production and Distribution of film and exploitation of its Audio library. Audience tastes and preferences are subjective and it may not be possible to consistently predict changing audience tastes, therefore the revenue and profit is unpredictable. During the year 2016-17, the Company has released one punjabi film and revenues generated from it were not sufficient to increase the profitability.



2. Steps taken for improvement:

The Company is focused on creating high quality movies which appeals to the masses. With regard to music, the Company exploits its wide repertoire of music through various digital platforms, FM Radios, TV Channels etc. which is undergoing continuous innovations thereby enhancing the scope for more revenues.

3. Expected increase in productivity and profits in measurable terms:

As expressed above, The Company has a few Hindi and regional films in pipeline which are expected to release in the near future. The Company also

has active participation in exploitation of its music content digitally In India and overseas.

IV. DISCLOSURES

The requisite disclosure of remuneration package etc. of Mr. Kumar Taurani and Mr. Ramesh has been made in the Report on Corporate Governance which forms part of the Annual Report.

Place: Mumbai

By Order of the Board of Directors

Date: May 30, 2017

Registered Office:

601, Durga Chambers, Linking Road,
Khar (West), Mumbai 400 052

Bijal R. Patel

Company Secretary



Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Kumar S. Taurani	Mr. Ramesh S. Taurani
Date of Birth	July 5, 1958	January 17, 1960
Date of Appointment	May 5, 1996	September 27, 2005
Qualification & Expertise in specific functional areas	Mr. Kumar Taurani holds the Bachelor degree in commerce. He is promoters and Chairman and Managing Directors of the Company. He possesses immense knowledge and expertise in the field of Entertainment Industry for more than 37 years. He controls the affairs of the Company as a whole. With his significant contribution till date, vision and direction is essential for the progress of the Company.	Mr. Ramesh S. Taurani holds the Bachelor degree in commerce. Mr. Ramesh Taurani is one of the promoters of the Company and comes with a rich experience of almost 36 years in the entertainment industry. He has played a key role in the progress of the Company. He is widely credited for remarkable success with many blockbuster films. His visualisation and dedication support to build success of the business.
Relationships between Directors inter-se	Mr. Kumar S. Taurani, is brother of Mr. Ramesh S. Taurani, Managing Director of the Company	Mr. Ramesh S. Taurani, is brother of Mr. Kumar S. Taurani, Chairman and Managing Director of the Company
Number of Shares held	28,81,915 Equity shares	28,75,911 Equity shares
Names of listed entities in which he holds the directorship as on March 31, 2017	NIL	NIL
Names of listed entities in which he holds Membership of Committees of the Board as on March 31, 2017	NIL	NIL





TIPS INDUSTRIES LIMITED

CIN: L92120MH1996PLC099359

Regd. Office: 601, Durga Chambers, Linking Road, Khar (West), Mumbai – 400 052

Contact No.: +91 22 6643 1188 **Fax No.:** +91 22 6643 1189 **Website:** www.tips.in **E-mail:** response@tips.in

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No.: _____ DPID No.: _____ Client I.D. No.: _____

No. of shares held: _____

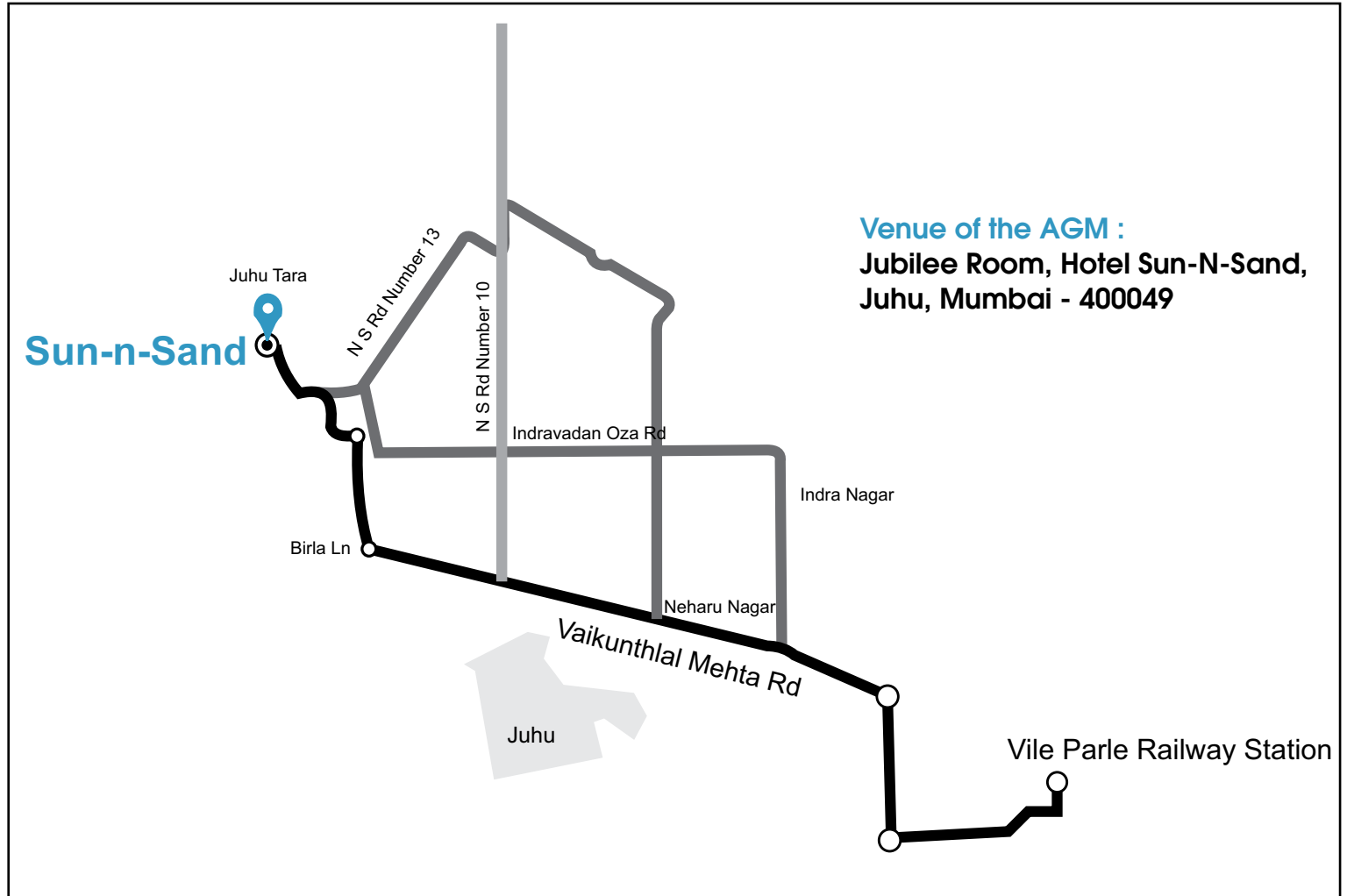
I/ We hereby record my/ our presence at the **21st ANNUAL GENERAL MEETING of the Company at Jubilee Room, Hotel Sun-N-Sand, Juhu, Mumbai 400049, on September 13, 2017 at 11.00 a.m.**

Name of the Member: _____ Signature _____

Name of the Proxy holder: _____ Signature _____

NOTE: Please fill this attendance slip and hand it over at the entrance of the hall.

Route Map



TIPS INDUSTRIES LIMITED

CIN: L92120MH1996PLC099359

Regd. Office: 601, Durga Chambers, Linking Road, Khar (West), Mumbai – 400 052
Contact No.: 66431188 **Fax No.:** 66431189 **Website:** www.tips.in **E-mail:** response@tips.in

FORM No. MGT- 11

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act 2013 and rule 19 (3) of the Companies (Management and Administration Rules 2014)

Name of the Member(s)	
Registered Address	
Email ID:	
Folio No./ Client ID:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- Name : _____ Address: _____
Email ID: _____ Signature: _____ or failing him;
- Name : _____ Address: _____
Email ID: _____ Signature: _____ or failing him;
- Name : _____ Address: _____
Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on the Wednesday, September 13, 2017 at 11.00 a.m. at Jubilee Room, Hotel Sun-n-Sand, Juhu, Mumbai 400049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description
ORDINARY BUSINESS	
1	Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2017.
2	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2017.
3	Re-appointment of Mr. Kumar Taurani, who retires by rotation and being eligible, offers himself for re-appointment.
4	Appointment of M/s. SSPA & Associates, Chartered Accountants as Statutory Auditors of the Company.
SPECIAL BUSINESS	
5	To increase in the remuneration of Mr. Kumar Taurani, Chairman & Managing Director of the Company.
6	To increase in the remuneration of Mr. Ramesh Taurani, Managing Director of the Company.

Signed this _____ day of, _____ 2017

Signature of shareholder: _____

Signature of proxy holder(s): _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.