

January 17, 2018

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

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

Scrip Code: **532375**

Symbol: **TIPSINDLTD**

Sub: Declaration of results of Postal Ballot

Dear Sir/ Madam,

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the rules made thereunder, the Company had conducted the process of Postal Ballot for seeking the consent of the members by means of a passing Special Resolution for alteration of Articles of Association of the Company.

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

On the basis of the report submitted by the scrutinizer, the Company hereby declares that the aforesaid resolution has been passed with requisite majority and such resolution is deemed to have been passed on the last date of voting i.e. January 15, 2018.

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

Thanking you,

For **Tips Industries Limited**


Bijal R. Patel
Company Secretary



Encl: a/a

TIPS INDUSTRIES LTD.

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

Date of the AGM/EGM	Not Applicable (Resolution passed through Postal Ballot)
Total number of shareholders on record date	5193
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)

Resolution Required : (Special)		Alteration of Articles of Association the Company									
Whether promoter/promoter group are interested in the agenda/resolution?		No									
No. of shares held	No. of votes polled	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100			
Promoter and Promoter Group	E-Voting Poll Postal Ballot Total	10712762	10712762 0 0 10712762	100.0000 0.0000 0.0000 100.0000	10712762 0 0 10712762	0 0 0 0	100.0000 0.0000 0.0000 100.0000	0.0000 0.0000 0.0000 0.0000			
Public Institutions	E-Voting Poll Postal Ballot Total	15953	0 0 0 0	0.0000 0.0000 0.0000 0.0000	0 0 0 0	0 0 0 0	0.0000 0.0000 0.0000 0.0000	0.0000 0.0000 0.0000 0.0000			
Public Non Institutions	E-Voting Poll Postal Ballot Total	3589944	325070 0 559851 884921	9.0550 0.0000 15.5950 24.6500	324970 0 558678 883648	100 0 1173 1273	99.9692 0.0000 99.7905 99.8561	0.0308 0.0000 0.2095 0.1439			
Total		14318659	11597683	80.9970	11596410	1273	99.9890	0.0110			



Shirish Shetye

B.Com., (Hons.), LL.M., F.C.S.
Proprietor

SHIRISH SHETYE & ASSOCIATES
COMPANY SECRETARIES

FORM NO. MGT-13

Report of the Scrutiniser

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

To,

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

Dear Sir,

1. I, CS Shirish Shetye, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of Tips Industries Limited ("the Company") at its meeting held on 29th November, 2017, for the purpose of scrutinising the postal ballot and e-voting process and ascertaining the requisite majority on postal ballot and e-voting carried out as per the provisions of sections 110 and 108 of the Companies Act, 2013 read with rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Postal Ballot Notice dated 29th November, 2017.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through postal ballot and electronic means on the resolution contained in the Postal Ballot Notice dated 29th November, 2017. My responsibility as a scrutiniser for the e-voting is restricted to make a Scrutiniser's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the postal ballots received and e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorised agency to provide e-voting facilities.
3. Further to above, I submit my report as under:
 - (1) The Company has provided the e-voting facility through CDSL on their website www.evotingindia.com. The Company had uploaded the item of businesses to be considered on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their votes through e-voting.



SHIRISH SHETYE & ASSOCIATES
COMPANY SECRETARIES

- (2) The notices which were sent, both through email and physical form, contained the detailed procedure to be followed by the members who were desirous of casting their votes either through postal ballot as provided under Rule 22 of the Companies (Management and Administration) Rules, 2014 or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (3) As prescribed in the said Rules, the Company has also published an advertisement on 17th December, 2017 and it carried the required information as specified in the said rules.
- (4) The Company has arranged to despatch the postal ballot papers to all members, whose names appear on the Register of Member/List of Beneficial Owners as on 8th December, 2017, at their registered address. In case of joint holders, the postal ballot notice and papers were despatched to the registered address of the first named holder.
- (5) I have kept a record of the postal ballot papers received in response to the Postal Ballot Notice dated 29th November, 2017, by initialling it.
- (6) The postal ballot envelopes were opened at 5.00 p.m. on 15th January, 2018, in my presence. The postal ballot papers were diligently scrutinised and reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
- (7) The postal ballot envelopes which were received after 5.00 p.m. on 15th January, 2018 were not considered.
- (8) The postal ballot papers, which were incomplete and/or which were otherwise found defective and in case where the voting was also done by e-voting were treated as invalid and kept separately.
- (9) The e-voting was commenced from 17th December, 2017 (9.00 a.m.) and ended on 15th January, 2018 (5.00 p.m.).
- (10) The votes cast were unblocked on 15th January, 2018 and e-voting summary was downloaded from e-voting Website of CDSL.
- (11) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the Resolution.



SHIRISH SHETYE & ASSOCIATES
COMPANY SECRETARIES

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

Item No. 1 – as a Special Resolution:-To amend the Articles of Association of the Company by inserting Articles 111A and 113A and replacing existing Articles 112 and 118 as mentioned in Postal Ballot Notice dated 29th November, 2017.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voting (in person)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	33	1,10,37,732	95.17
Postal Ballot Poll	22	5,58,678	4.82
Total	55	1,15,96,410	99.99

(ii) Voted against the resolution:

Mode of Voting	Number of members voting (in person)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	2	100	0.0009
Postal Ballot Poll	1	1,173	0.01
Total	3	1,273	0.01

(iii) Invalid votes

Mode of Voting	Number of members voting (in person)	Number of votes cast by them
E-Voting	0	0
Postal Ballot Poll	3	8,402
Total	3	8,402

* (1) Signature mismatch (8,400); (2) Vote not cast (1); (3) Vote also casted by e-voting (1).

4. A Register containing details of list of equity shareholders, who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution under e-voting and postal ballot is enclosed.

5. I shall hand over the postal ballotpapers and other related papers/registers and records for safe custody to Ms. Bijal Patel, Company Secretary of the Company who is authorised by the Board to supervise the entire voting process.



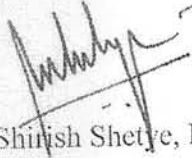
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6. You may accordingly declare the result of the voting by postal ballot and e-voting.
7. The above mentioned resolution is deemed to be passed as on 15th January, 2018.

Thanking you.

Place : Mumbai
16th January, 2018




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

Countersigned and received the report



Bijal Patel
Company Secretary