

March 21, 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 Ordinary Resolution for related party transactions under Section 188 of the Companies Act, 2013.


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. March 19, 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.

Date of the AGM/EGM	Not Applicable (Resolution passed through Postal Ballot)	
Total number of shareholders on record date	5010	
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 : (Ordinary)		Approval for Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr. Girish Taurani.							
Whether promoter/ promoter group are interested in the agenda/resolution?		As per the Provision of the Companies Act, 2013, Mr. Kumar S. Taurani and Mrs. Renu K. Taurani are interested.							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}\times 100$	No. of Votes in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}\times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}\times 100$	
Promoter and Promoter Group	E-Voting		5362129	50.0537	5362129	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	10712762	0	0.0000	0	0	0.0000	0.0000	
	Total		5362129	50.0537	5362129	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	7534	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	0.0000
Public Non Institutions	E-Voting		839579	23.3322	16208	823371	1.9305	98.0695	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	3598363	558764	15.5283	558761	3	99.9995	0.0005	
	Total		14318659	47.2144	5937098	823374	41.1179	58.8821	12.1792



FORM NO. MGT-13

Report of the Scrutiniser

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

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

Dear Sir,

1. I, CS Shirish Shetye, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of Tips Industries Limited (“the Company”) at its meeting held on 2nd February, 2018, for the purpose of scrutinising the physical postal ballot and e-voting for passing an ordinary resolution for Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr. Girish Taurani and ascertaining the requisite majority on physical postal ballot and e-voting carried out as per the provisions of section 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 2nd February, 2018.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through physical postal ballot and electronic means on the resolution contained in the postal ballot notice dated 2nd February, 2018 issued by the Company. 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 resolution stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (“CDSL”), the authorised agency to provide e-voting facilities.
3. Further to above, I submit my report as under:
 - (1) The Company has provided the physical postal ballot and e-voting facility through CDSL on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted 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 are sent, both through email and physical form, contained the detailed procedure to be followed by the members who were desirous of casting their votes either by physical postal ballot or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (3) As prescribed in the said Rules, the Company has also published an advertisement on 18th February, 2018 and it carried the required information as specified in the said rules.
- (4) The Company has sent postal ballot papers to the members, whose names appear on the Register of Member/List of Beneficial Owners as on 2nd February, 2018. In case of joint holders, the postal ballot paper was sent to the first named holder.
- (5) I have kept a record of the physical postal ballot papers received in response to the above mentioned postal ballot notice, by initialling it.
- (6) I have ensured that the sealed envelopes received from the members are opened in my presence with due identification marks placed by me.
- (7) The physical postal ballot papers were diligently scrutinised and reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
- (8) The physical postal ballot papers, which were incomplete and/or which were otherwise found defective were treated as invalid and kept separately.
- (9) The e-voting was commenced from 18th February, 2018 (9.00 a.m.) and ended on 19th March, 2018 (5.00 p.m.).
- (10) The votes cast were unblocked on 19th March, 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 proposed Resolution.
- (12) Thereafter, the details containing, inter alia, list of Equity Shareholder, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>. The result of the physical postal ballot and e-voting exercised is as under:



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

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	27	5378337	79.56
Postal Ballot Poll	24	558761	8.26
Total	51	5937098	87.82

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	24	823371	12.18
Postal Ballot Poll	3	3	0.00
Total	27	823374	12.18

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	Nil	Nil
Postal Ballot Poll	2	6
Total	2	6

* One member exercised e-voting rights and one member did not sign poll paper and did not cast any vote.

4. A Register containing details of list of equity shareholders, who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution under physical postal ballot and e-voting is enclosed.
5. I shall hand over the physical postal ballotpapers and other related papers/registers and records for safe custody to Ms. Bijal Patel, Company Secretary of the Company who is authorised by the Board to supervise the entire voting process.



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COMPANY SECRETARIES

6. You may accordingly declare the result of the voting by e-voting and poll form.
7. The above mentioned resolutions are deemed to be passed on 19th March, 2018 as mentioned in the postal ballot notice.

Thanking you,

Place: Mumbai
20th March, 2018



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

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

Countersigned and received the report

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

Bijal Patel
Company Secretary