



TIPS INDUSTRIES LIMITED

Regd. Office: 601, 6th Floor, Durga Chambers, Linking Road, Khar (W), Mumbai 400052
Tel No.: 91-22-66431188 Fax No.: 91-22- 66431189
Email: response@tips.in Website: www.tips.in
CIN: L92120MH1996PLC099359

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of The Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to be passed as Special Resolution by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed along with your assent (FOR) or dissent (AGAINST), in the postage prepaid self-addressed business reply envelope so as to reach the Scrutinizer on or before 5:00 p.m. on January 15, 2018. Please note that any Postal Ballot Form received after the prescribed period will be treated as not having been received.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to vote through remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under section 'Voting through electronic means'.

The Board of Directors of the Company has appointed Mr. Shirish Shetye, Practicing Company Secretary (FCS: 1926 CP: 825), as the Scrutinizer for conducting the postal ballot / e-voting process in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared by the Chairman or any other authorized person of the Company on January 17, 2018 and communicated on the same day to the stock Exchanges and shall also be displayed on the Company's website, www.tips.in.

In the event, the Resolution as set out below are assented by the requisite majority of the shareholders by means of e-voting or Postal Ballot it shall be deemed to have been passed as Special Resolution at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

SPECIAL BUSINESS:

Alteration of Articles of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**;

"RESOLVED THAT in accordance with the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as amended from time to time and subject to necessary approvals, if any required, consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company as follows;

Insertion of following Clause in Articles of Association of the Company after Clause 111 as Clause 111A;

Clause 111A:

Notwithstanding anything contained in this Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, his/ their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/their right to receive the dividend (interim or final) by him/ them under this Article.

Replacing the existing Clause 112 with the following Clause;

Clause 112:

Subject to the provisions of the Act, the Directors may, from time to time, pay to the Members other than the Members who have waived/foregone their right of receiving any dividend declared / to be declared by the Company for any financial year, in accordance with Rules framed by the Board and amended from time to time, such interim dividends as in their judgment the position of the Company justifies.

Insertion of following Clause in Articles of Association of the Company after Clause 113 as Clause 113A;

Clause 113A:

The Company may in general meeting, declare a dividend to be paid to the members, other than the members who have waived/foregone their right of receiving any dividend (including any interim dividend) declared / to be declared by the Company for any financial year in accordance with the Rules as may be framed by the Board and as amended from time to time, according to their respective rights and interests in the profits and subject to the provisions of the Act, may fix time for payment of the same.

Replacing the existing Clause 118 with the following Clause;

Clause 118:

All unpaid and unclaimed dividends shall be dealt in accordance with the provisions of the Act and rules made there under.

Subject to the provisions of the Act, no unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary or appropriate for the aforesaid resolution and matter incidental thereto.”

Registered office:

601, Durga Chambers,
6th Floor, Linking Road,
Khar –West, Mumbai – 400052

By order of the Board of Directors

For Tips Industries Limited
Sd/-

Bijal R. Patel
Company Secretary

Place: Mumbai

Date: November 29, 2017

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on December 8, 2017 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Members as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed business reply envelope.
4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on December 8, 2017 will be considered for the purpose of voting. Any person having no voting rights should treat this Notice as intimation only.
5. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the postage prepaid self-addressed business reply envelope so as to reach the Scrutinizer not later than 5:00 p.m. on January 15, 2018. Any postal ballot received beyond the said date will not be valid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send request for physical copy of the Postal Ballot form to the Company's Registrars and Transfer Agent viz., Link Intime India Pvt Ltd, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Request can be sent through an e-mail to mt_helpdesk@linkintime.co.in by mentioning their Folio / DP Id and Client Id No. The Registrar and Transfer Agent shall forward the same along with postage-prepaid self addressed Business Reply Envelope to the Member. The postage cost will be borne by the Company.
7. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
8. Mr. Shirish Shetye, Practicing Company Secretary (FCS: 1926; CP: 825) has been appointed as Scrutinizer for conducting the postal ballot / remote e-voting process in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner.
9. Documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 1:00 pm till January 15, 2018.
10. Resolution passed by members with requisite majority through Postal Ballot and e-voting is deemed to have been passed at a general meeting of the members of the Company.
11. The Scrutinizer will submit his report to the Chairman or any other authorised person of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on Wednesday, January 17, 2018, at the Registered Office of the Company and also by placing the same on the Company's website: www.tips.in. The

results will simultaneously be communicated to the Stock Exchanges. If the proposed resolutions are assented by a requisite majority, it shall be deemed to have been duly passed on January 15, 2018 i.e. The last date of receiving postal ballot forms & e-voting.

12. Voting through electronic means.

In compliance with Regulation 44 of SEBI (Listing Obligations of Disclosure Requirements) Regulation, 2015 and provisions of Sections 108, 110 and other applicable provisions of the Act, read with rules made thereunder, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has an agreement with Central Depository Service (India) Limited (CDSL) for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on December 17, 2017 at 9.00 a.m. and ends on January 15, 2018 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 December 8, 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 / members.
- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 Postal Ballot form indicated in the PAN Field.
Dividend Bank Details DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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 for 'Tips Industries Limited' on which you choose to vote.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the changed login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the App from the App Store and the Windows phone store respectively. Please follow the instructions as prompted by the Mobile app while voting on your mobile.
- (xix) 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 Corporate.
 - 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 linked in the login 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.
- (xx) 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 PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

The Board of Directors at their Meeting held on November 29, 2017 proposed to alter the Articles of Association (AOA) of your Company to enable the Members of the Company including Promoters & Promoters Group, who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend, interim or final, by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company or Members of the Company.

Shareholder(s) can waive/forgo his/their right to receive the dividend (interim or final) for any financial year any time before the record date/book closure fixed for determining the names of Members entitled for dividend. In case the Shareholder(s) has/have conveyed his/their waiver/forgoing his/their right to receive the dividend (interim or final) for any financial year any time and subsequently sold the relevant shares before the record date / book closure fixed for determining the names of Members entitled for dividend, the earlier Shareholder(s) waiver/forgoing would be invalid since the earlier Shareholder(s) who has/have sold the relevant shares is/are not the Member(s) on the record date / book closure date fixed for determining the names of Members entitled for dividend.

The waiver / forgoing of the dividend for any year by a Member will be purely voluntary on his/their part. In the absence of any communication from the Members waiving/forgoing his/their right to receive the dividend (interim or final) for any financial year, such Member shall continue to receive the dividend as usual as may be declared by the Company.

Now, approval of the members is required by way of Special Resolution for Alteration of Associations of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

Registered office:
601, Durga Chambers,
6th Floor, Linking Road,
Khar –West, Mumbai – 400052

By order of the Board of Directors
For Tips Industries Limited
Sd/-
Bijal R. Patel
Company Secretary

Place: Mumbai
Date: November 29, 2017