



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 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to be passed as an Ordinary Resolution by the Members through Postal Ballot (including e-voting).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Companies Act, 2013 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. Pursuant to Section 108 of the Act read with rules made thereunder, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to vote through 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."

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 March 19, 2018. Please note that any Postal Ballot Form received after the prescribed period will be treated as not having been received.

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 March 21, 2018 and communicated on the same day to the Stock Exchanges and shall also be displayed on the Company's website i.e. www.tips.in and CDSL i.e. www.evotingindia.com.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be Monday, March 19, 2018 viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

SPECIAL BUSINESS:

Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr. Girish Taurani

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Audit Committee and Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee, consent of the Members be and is hereby accorded to revise the terms and conditions of appointment of Mr. Girish Taurani, son of Mr. Kumar Taurani, Chairman & Managing Director of the Company, by promoting him to the position of Sr. VP. Music (Digital) in the Company at a maximum remuneration of Rs. 5,00,000 per month including allowances with effect from April 1, 2018.

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: February 2, 2018

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 February 2, 2018 (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. As per Section 188 of the Companies Act, 2013 the relatives of Mr. Girish Taurani are not eligible to vote on the aforesaid resolution.
4. 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.
5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on February 2, 2018 will be considered for the purpose of voting. Any person having no voting rights should treat this Notice as intimation only.
6. 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 March 19, 2018. Any postal ballot received beyond the said date will not be valid.
7. 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 rnt.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.
8. 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.
9. 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.
10. 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 March 19, 2018.
11. 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.
12. The Scrutinizer will submit his report to the Chairman or any other authorised person of the Company after completion of the scrutiny of the Postal Ballots and e-Voting and the result of the Postal Ballot including voting through electronic means will be announced on Wednesday, March 21, 2018 at the Company's Registered Office of the Company by the Chairman or any other authorised person of the Company. The results of the Postal Ballot will also be displayed at the Registered Office and shall be intimated to the Stock Exchanges where securities of the Company are listed (viz., BSE: www.bseindia.com and NSE: www.nseindia.com) and will be hosted along with the Scrutinizer's report on the Company's website: www.tips.in and CDSL website: www.evotingindia.com. If the proposed resolutions are assented by a requisite majority, it shall be deemed to have been duly passed on March 19, 2018 i.e. The last date of receiving postal ballot forms & e-voting.
13. Voting through electronic means.

In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 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 February 18, 2018 at 9.00 a.m. and ends on March 19, 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 February 2, 2018 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	<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 Postal Ballot form indicated in the PAN Field.
Dividend Bank OR Details DOB	<p>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.</p> <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 Mapp 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 SECTION 102 OF THE COMPANIES ACT, 2013

The Members of the Audit Committee and Board of the Company, upon the recommendation of the Nomination & Remuneration Committee, had approved the appointment of Mr. Girish Taurani as Sr. VP (Music Business) of the Company with effect from November 1, 2016 at remuneration of Rs.1,00,000 per month and further increased to Rs.1,75,000 per month effective from April 1, 2017.

Considering the role and responsibilities of Mr. Girish Taurani towards the performance of the Company, Members of the Audit Committee and Board of the Company, upon the recommendation of the Nomination & Remuneration Committee, at their Meeting held on February 2, 2018 approved the revision in the terms and conditions of appointment of Mr. Girish Taurani, by promoting him as Sr. VP. Music (Digital) of the Company at a maximum remuneration of Rs.5,00,000 per month including allowances with effect from April 1, 2018.

Pursuant to the Section 188 of the Companies Act, 2013 read with rules made thereunder as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding Rs.2,50,000 shall be subject to prior approval of the Members of the Company by Ordinary Resolution.

Mr. Girish Taurani is related to the Chairman and Managing Director of the Company and hence the revision in the terms and conditions of appointment of Mr. Girish Taurani, by promoting him as Sr. VP Music (Digital) would amount to holding of Office or Place of Profit under the provisions of Section 188 of Companies Act, 2013 and shall require prior approval of Members of the Company.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under:

- (a) **Name of the related party:** Mr. Girish Taurani
- (b) **Name of the director or key managerial personnel who is related, if any:** Mr. Kumar Taurani, Chairman & Managing Director of the Company.
- (c) **Nature of relationship:** Mr. Girish Taurani is son of Mr. Kumar Taurani, Chairman & Managing Director of the Company.
- (d) **Nature, material terms, monetary value and particulars of the contract or arrangements:** Appointment of Mr. Girish Taurani as Sr. VP Music (Digital) of the Company at maximum remuneration of Rs. 5,00,000 per month including allowances w.e.f. April 1, 2018.
- (e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** There is no other information which is required for the Board to take a decision in the matter.

Members are requested to consider and approve appointment of Mr. Girish Taurani as Sr. VP Music (Digital) of the Company under Section 188 of the Companies Act, 2013, effective from April 1, 2018 at a maximum remuneration of Rs. 5,00,000 p.m.

Except Mr. Kumar Taurani, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board of Directors recommends the resolution for your approval as an Ordinary Resolution.

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: February 2, 2018



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 FORM

(Please read the instructions before completing the Form)

Sr.No.:

1.	Name and Registered address of the sole / first named Member	:	
2.	Name(s) of the Joint Holder(s), if any	:	
3.	Registered Folio No./DP ID & Client ID No.* (*Applicable to investors Holding shares in demat Form)	:	
4.	No. of Equity Shares held	:	

I/We hereby exercise my/our vote in respect of resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated February 2, 2018 by sending my/our assent/dissent to the said resolutions by placing the (✓) mark at the appropriate box below:

Item No.	Resolution	No. of Shares held	FOR	AGAINST
			I/We assent to the Resolution	I/We dissent to the Resolution
1	Approval for Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr. Girish Taurani.			

Place:

Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	* Default PAN
180205002		

* Only those Members who have not updated their PAN with the Company / Depository Participant shall be use "Default PAN" in the field PAN

Note:

- Each equity shares of the company carries one vote.
- Kindly read the instructions printed overleaf carefully before exercising your vote
- Last date for receipt of Postal Ballot Form by Scrutinizer is Monday, March 19, 2018 upto 5:00 p.m.

INSTRUCTIONS:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his/ her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - (a) if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
 - (b) if the Member's signature does not tally;
 - (c) if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - (d) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. on March 19, 2018. If any Postal Ballot Form is received after the prescribed period, it will be treated as not having been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required, from Link Intime India Pvt Ltd, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, E-mail ID: rnt.helpdesk@linkintime.co.in However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. February 2, 2018.
12. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.