



TIPS INDUSTRIES LIMITED

Registered Office: 601, Durga Chambers, 6th Floor, Linking Road, Khar - West, Mumbai, Maharashtra, 400052;
Corporate Identity Number (CIN): L92120MH1996PLC099359; Tel. No.: 022-66431188; Email: info@tips.in;
Website: www.tips.in; Contact Person: Bijal R. Patel, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TIPS INDUSTRIES LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUYBACK REGULATIONS").

This Public Announcement ("Public Announcement/PA") is being made in accordance with the provisions of Regulation 7(i) of the Buyback Regulations and contains the disclosures as specified in of Schedule II read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 5,95,000 (FIVE LAKHS NINETY-FIVE THOUSAND) FULLY PAID UP EQUITY SHARES OF TIPS INDUSTRIES LIMITED HAVING A FACE VALUE OF ₹1/- (RUPEE ONE ONLY) EACH ("EQUITY SHARES") AT A PRICE OF ₹625/- (RUPEES SIX HUNDRED AND TWENTY-FIVE ONLY) PER FULLY PAID UP EQUITY SHARE IN CASH ON A PROPORTIONATE BASIS FROM ALL EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1 The Board of Directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at their meeting held on February 28, 2024 (the "Board Meeting"), pursuant to the provisions of Article 6 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management Rules") to the extent applicable, and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), the Buyback Regulations and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by statutory, regulatory or governmental authorities as may be required under applicable laws and subject to approval of the shareholders by way of special resolution by postal ballot through electronic voting approved the Buyback by the Company of up to 5,95,000 (Five Lakhs Ninety Five Thousand) fully paid up Equity Shares of ₹1/- (Rupee one only) representing up to 0.46% of the total number of issued and paid-up Equity Share Capital of the Company at a price of ₹625 (Rupees Six Hundred Twenty Five only) per Equity Share (the "Buyback Price") payable in cash for an aggregate consideration of up to ₹37,18,75,000 (Rupees Thirty Seven Crores Eighteen Lakhs Seventy Five Thousand Only) excluding Transaction Cost (defined below) ("Buyback Size"), which is up to 24.89% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the audited interim condensed financial statements of the Company for the nine months period ended December 31, 2023, being the latest audited financial statements available (the "Audited Financial Statements"), on a proportionate basis through the "tender offer" route as prescribed under the Buyback Regulations, from all of the shareholders who hold equity shares as of the record date ("Buyback").

1.2 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3 Since the buyback is more than 10% of the total paid up equity share capital and free reserve of the Company, in terms of section 68(2)(b) of the Companies Act and Regulation 5(1)(b) of Buyback Regulations, the Board has sought the approval from the shareholders of the Company, by way of a special resolution, pursuant to the postal ballot notice dated February 28, 2024 ("Postal Ballot Notice"). The shareholders of the Company approved the Buyback on April 4, 2024 ("Shareholders' Resolution Date") through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on April 5, 2024 ("Shareholders' Approval").

1.4 The Buyback Size does not include transaction costs viz. brokerage, applicable taxes inter-alia including Buyback taxes, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Cost").

1.5 The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.6 The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company on the Record Date i.e. Monday, April 22, 2024 (the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including all amendments and statutory modifications for the time being in force ("SEBI Circulars") or such mechanism as may be applicable. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the designated stock exchange.

1.7 Participation in the Buyback by Eligible Shareholders will trigger tax on distributed income to such Eligible Shareholders (hereinafter referred to as "Buyback Tax") in India and such Buyback Tax is to be discharged by the Company. In case of non-resident shareholders, this may trigger capital gains taxation in the hands of shareholders in their respective jurisdiction. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8 All the shareholders of the Company will be eligible to participate in the Buyback including: Promoters and Promoter Group of the Company (defined below) (including such persons acting in concert) and their associates who hold Equity Shares as of the record date. In this regard, the Promoters and Promoter Group have expressed their intention not to participate in the Buyback and shall not tender any equity shares in the Buyback.

1.9 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter, Promoter Group and Person in Control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the Promoter, Promoter Group and Person in Control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.10 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11 A copy of this Public Announcement is available on the website of the Company at <https://tips.in>, the website of the Manager to the Buyback www.ingaventures.com and is expected to be available on the website of the SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

2. NECESSITY OF THE BUYBACK

2.1 The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value and the Buyback would result in amongst other things:

2.2 The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares;

2.3 The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholders' value;

2.4 The Buyback gives an option to the shareholders holding equity shares of the Company, either to sell their equity shares and receive cash or not to sell their equity shares and get a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and

2.5 The Buyback, which is being implemented through the tender offer as prescribed under the Buyback Regulations, would involve minimum reservation of 15% for Small Shareholders and allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholder.

3. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

3.1 The Company proposes to Buyback up to 5,95,000 (Five Lakhs Ninety-Five Thousand) fully paid-up equity shares having a face value of ₹1/- (Rupee One only) each of the Company or lesser, depending upon the final price determined by the Board / Buyback Committee.

4. BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE

4.1 The equity shares of the Company are proposed to be bought back at a price of ₹625/- (Rupees Six Hundred and Twenty-Five only) per Equity Share.

4.2 The Buyback Price of ₹625/- (Rupees Six Hundred and Twenty-Five only) per Equity Share has been arrived at after considering various factors including, but not limited to, the volume weighted average market price of the equity shares and closing price of the equity shares on the BSE and NSE.

The Buyback price represents:

i) Premium of 25.49 % and 25.45 % over the closing price of the equity shares on BSE and NSE, respectively, as on February 23, 2024 being the date on which the Company intimated to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

ii) Premium of 35.80 % and 36.10 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the two weeks preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

iii) Premium of 61.21 % and 48.71 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the 30 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

iv) Premium of 71.75 % and 64.18 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the 60 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

The closing market price of the Equity Shares as on the date of the intimation of the Board Meeting i.e. Friday, February 23, 2024 was ₹498.05/- on BSE and ₹498.20/- on NSE.

The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves on the basis of Audited Financial Statements of the Company, after the Buyback.

5. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED

5.1 The maximum amount required for Buyback will not exceed ₹37,18,75,000 (Rupees Thirty Seven Crores Eighteen Lakhs Seventy Five Thousand Only), excluding Transaction Costs viz. brokerage, applicable taxes inter alia including Buyback Taxes, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.

5.2 The maximum amount mentioned aforesaid is 24.89% of the aggregate of the fully paid-up equity share capital and free reserves as per the Audited Financial Statements of the Company, which is within the prescribed limit of 25%.

5.3 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Companies Act.

5.4 The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited Financial Statements.

5.5 The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buyback.

6. DETAILS OF HOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY BY PROMOTER AND PROMOTER GROUP

6.1 The aggregate shareholding of the (i) promoter and promoter group of the Company ("Promoters and Promoter Group") and persons in control, (ii) Directors of companies which are a part of the Promoter and Promoter Group, as on the date of the Board meeting at which the Buyback was approved and the date of the Postal Ballot Notice, i.e., February 28, 2024, are as follows:

i. Aggregate shareholding of the Promoters and Promoter Group as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., February 28, 2024

Sr. No.	Name of the Shareholder	Category	No. of Equity Shares held	% of Shareholding
1	Mr. Kumar S. Taurani	Promoter	2,01,99,640	15.73
2	Mr. Ramesh S. Taurani	Promoter	2,01,45,000	15.69
3	Mrs. Renu K. Taurani	Promoter	88,64,380	6.90
4	Mrs. Varsha R. Taurani	Promoter	59,47,310	4.63
5	Mr. Shyam M. Lakhani	Promoter	1,15,000	0.09
6	Mr. Girish K. Taurani	Promoter Group	59,43,340	4.63
7	Mr. Kunal K. Taurani	Promoter Group	59,43,340	4.63
8	Ms. Jaya R. Taurani	Promoter Group	49,52,790	3.86
9	Ms. Sneha R. Taurani	Promoter Group	49,52,790	3.86
10	Ms. Raveena R. Taurani	Promoter Group	49,52,790	3.86
	Total		8,20,16,380	63.86

Aggregate shareholding of the Directors of companies which are a part of the Promoters and Promoter Group, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., February 28, 2024: None

iii. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., February 28, 2024:

Sr. no.	Name of Shareholder	Designation	No. of Equity Shares held	% Shareholding
1.	Mr. Kumar S. Taurani	Chairman & Managing Director	2,01,99,640	15.73
2.	Mr. Ramesh S. Taurani	Executive Director	2,01,45,000	15.69
3.	Mr. Girish K. Taurani	Executive Director	59,43,340	4.63
4.	Mr. Amitabh Mundhra	Independent Director	NIL	NA
5.	Mr. Shashikant Vyas	Independent Director	NIL	NA
6.	Ms. Tara Subramaniam	Independent Director	NIL	NA
7.	Mr. Hari Nair	Chief Executive Officer	2,040	0.00

Sr. no.	Name of Shareholder	Designation	No. of Equity Shares held	% Shareholding
8.	Mr. Sushant Dalmia	Chief Financial Officer	10,840	0.01
9.	Ms. Bijal R. Patel	Company Secretary	NIL	NA
Total			4,63,00,860	36.05

iv. Aggregate shares purchased or sold by the Promoters and Promoter Group and Directors of companies which are a part of the Promoters and Promoter Group during a period of six months preceding the date of the Board meeting at which the Buyback was approved and the date of the Postal Ballot Notice, i.e. February 28, 2024.

a) Aggregate of shares purchased or sold by the Promoters and Promoter Group

Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr. Kumar S. Taurani	34,00,000 (Sold)	Block Deal	346.4400	20-12-2023	346.4400	20-12-2023
	24,50,000 (Sold)	Block Deal	380.2568	29-01-2024	380.2568	29-01-2024
Mr. Ramesh S. Taurani	34,00,000 (Sold)	Block Deal	342.9100	20-12-2023	342.9100	20-12-2023
	24,50,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mrs. Renu K. Taurani	5,00,000 (Sold)	Block Deal	340.0000	20-12-2023	340.0000	20-12-2023
	8,00,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mrs. Varsha R. Taurani	5,00,000 (Sold)	Block Deal	345.7000	20-12-2023	345.7000	20-12-2023
	8,00,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mr. Shyam M. Lakhani	NIL	NA	NA	NA	NA	NA
Mr. Girish K. Taurani	NIL	NA	NA	NA	NA	NA
Mr. Kunal K. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Jaya R. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Sneha R. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Raveena R. Taurani	NIL	NA	NA	NA	NA	NA

b) Aggregate shares purchased or sold by the Directors of companies which are part of the Promoters and Promoter Group: None

c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Sr. no	Name of Shareholder	No. of Equity Shares	Nature of Transaction	Date of Transaction	Price per Equity Share
1.	Mr. Kumar S. Taurani Chairman & Managing Director	34,00,000 (Sold)	Block Deal	20-12-2023	346.4400
		24,50,000 (Sold)	Block Deal	29-01-2024	380.2568
2.	Mr. Ramesh S. Taurani Executive Director	34,00,000 (Sold)	Block Deal	20-12-2023	342.9100
		24,50,000 (Sold)	Block Deal	29-01-2024	380.0000
3.	Mr. Girish K. Taurani Executive Director	NIL	NA	NA	NA
4.	Mr. Amitabh Mundhra Independent Director	NIL	NA	NA	NA
5.	Mr. Shashikant Vyas Independent Director	NIL	NA	NA	NA
6.	Ms. Tara Subramaniam Independent Director	NIL	NA	NA	NA
7.	Mr. Hari Nair Chief Executive Officer	NIL	NA	NA	NA
8.	Mr. Sushant Dalmia Chief Financial Officer	900	Market Purchase	11-09-2023	Maximum Price 322.35 and Minimum Price 321.55
9.	Ms. Bijal R. Patel Company Secretary	NIL	NA	NA	NA

7. INTENTION OF THE PROMOTER AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

7.1 In terms of the Buyback Regulations, under the tender offer, the Promoters and Promoter group have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group have expressed their intention not to participate in the Buyback and shall not tender any equity shares in the Buyback.

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

a) All the Equity Shares of the Company are fully paid-up;

b) The Company has not undertaken a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of Board Meeting;

c) The Company shall not issue and allot any shares or other specified securities including by way of bonus or conversion of employee stock options/outstanding instruments into Equity Shares, from the date of the board resolution for the Buyback till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

d) The Company shall not raise further capital for such period of time, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations from the expiry of the Buyback Period except in discharge of its subsisting obligations and in compliance with the Buyback Regulations;

e) The Company, as per the provisions of Section 68(8) of the Companies Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

f) The Company will not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

g) The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

h) The Company shall not directly or indirectly purchase its equity shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;

i) There are no defaults subsisting in the repayment of any deposits accepted either before or after the Companies Act 2013 including interest payable thereon, redemption of debentures or preference shares, payment of dividend due to any shareholder or repayment of any term loans or interest payable thereon to any financial institution or banking companies; as the case may be;

j) That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;

k) Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback;

l) The Buyback Offer Size does not exceed 25% of the aggregate of the fully paid-up Equity Share capital and free reserves as per audited financial statements for the period ended December 31, 2023 (the last audited financial statements on standalone basis available as on the date of the Board meeting);

- m) The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback as prescribed under Buyback Regulations, the Companies Act, the rules made thereunder and other applicable laws;
- n) The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- o) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;
- p) The Company will not withdraw the Buyback after the public announcement of the Buyback is made;
- q) The Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchanges;
- r) Consideration of the equity shares bought back by the Company will be paid only by way of cash;
- s) The Company does not have outstanding borrowing facilities or debt with any lenders. Therefore, compliance with Regulation 5(i)c read with schedule I clause 12 of the Buyback Regulation is not applicable;
- t) The Buyback shall be completed within 12 months from the date of passing of Special Resolution by the members.

9. CONFIRMATION BY THE BOARD:

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- a) Immediately following the date of this board meeting and the date on which the results of the shareholders' resolution will be declared ("Postal Ballot Resolution"), approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this board meeting and the Postal Ballot Resolution that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting and also from the date of the Postal Ballot Resolution;
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities) as amended from time to time.

10. THE TEXT OF THE REPORT DATED FEBRUARY 28, 2024 ADOPTED BY THE BOARD OF DIRECTORS MEETING ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY IS REPRODUCED BELOW:

Quote

To,
The Board of Directors,
Tips Industries Limited
601, Durga Chambers, 6th Floor,
Opposite B.P.L. Gallery
278/E, Linking Road, Khar (West)
Mumbai - 400 052

Dear Sir,

Sub: Statutory Auditor's certificate in connection with proposed buyback of equity shares of face value of Re. 1/- each of Tips Industries Limited ('Company') in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations 2018 ('Buyback Regulations'), as amended, through Tender Offer ('Buyback')

1. This Report is issued in accordance with the terms of our engagement letter dated February 22, 2024.
2. The Management of the Company has prepared the accompanying "Annexure A" - Statement of permissible capital payment as on December 31, 2023 (the "Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company (hereinafter the "Board of Directors") in their meeting held on February 28, 2024, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (together the "Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) read with Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone financial statements for the period ended December 31, 2023. We have initialled the Statement for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., February 28, 2024 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
- a. Whether we have inquired into the state of affairs of the Company in relation of audited standalone financial statements for the period ended December 31, 2023;
- b. Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations; and
- c. Whether the Board of Directors of the Company, in its meeting held on February 28, 2024, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
6. The audited standalone financial statements for the period ended December 31, 2023 were audited by us, on which we issued an unmodified audit opinion vide our report dated February 28, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the "Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note"), issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph below. We have performed the

following procedures in relation to the matters mentioned in this paragraph below:

- a. Inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the period ended December 31, 2023;
- b. Examined authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on February 28, 2024;
- c. Traced the amounts of paid-up equity share capital, securities premium account, general reserve and retained earnings as at December 31, 2023 as disclosed in the accompanying Statement, with the audited standalone financial statements of the Company for the period ended December 31, 2023;
- d. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone financial statements of the Company as on December 31, 2023;
- e. Examined that all the shares for buy-back are fully paid-up;
- f. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
- g. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations;
- h. Inquired if the Board of Directors of the Company, in its meeting held on February 28, 2024 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
- i. Examined Director's declarations in respect of the buyback and solvency of the Company; and
- j. Obtained necessary representations from the management of the Company.

Opinion

10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:

- a. We have inquired into the state of affairs of the Company in relation to its latest standalone audited financial statements for the period ended December 31, 2023;
- b. The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations, based on the audited standalone for the period ended December 31, 2023; and
- c. The Board of Directors, in their meeting held on February 28, 2024 has formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

11. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed Buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in public announcement, and other documents pertaining to Buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers in connection with the proposed Buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and the Buyback Regulations, and may not be suitable for any other purpose.

Yours faithfully,

For SSPA & Associates
Chartered Accountants
Firm Registration No. 131069W
Parag Ved
Partner
Membership No.: 102432
UDIN: 24102432BKICXA2744

Place: Mumbai
Date: February 28, 2024

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2)(c) of the Companies Act, 2013 ("the Act"), based on audited standalone financial statements as at and for the period ended December 31, 2023.

(Rs. in Lakhs)

Particulars	As at	As at
	December 31, 2023	December 31, 2023
	(Standalone)	(Consolidated)
Equity Share Capital-Subscribed and Paid-up (A)	1,284.27	
Free Reserves		
- Securities Premium Account	-	
- General Reserve	403.65	
- Surplus in Statement of Profit and Loss (Excluding OCI)	17,107.07	
TOTAL FREE RESERVES (B)	17,510.72	
TOTAL (A+B)	18,794.99	
Less: Dividend paid subsequent to December 31, 2023 (Refer Note 2)	3,852.80	
Total	14,942.19	Not Applicable
Maximum amount permissible for the Buy-back under Section 68 of the Act i.e. 25% of total paid up equity capital and free reserves.	3,735.55	
Maximum amount permissible for buy back under section 68 of the Act, within the powers of the Board of Directors - 10% of total paid-up equity share capital and free reserves.	1,494.22	
Amount proposed by Board Resolution dated February 28, 2024 approving the Buyback. (Refer note 3)	3,718.75	

Note

- 1) The consolidation statements are not prepared by the Company, as they do not have any subsidiary, joint venture or associates, which requires consolidation.
- 2) Subsequent to December 31, 2023, the Company has declared & paid interim dividend of Rs.3/- per equity share. The same has been adjusted from reserves.
- 3) The impact of taxes on Buy back and transaction costs related of Buy back is not considered.

For Tips Industries Limited

Name: Kumar S. Taurani
Designation: Chairman & Managing Director
Place: Mumbai
Date: February 28, 2024
Unquoted

11. PRIOR APPROVAL FROM LENDERS

The Company does not have outstanding borrowing facilities or debt with any lenders. Therefore, compliance with Regulation 5(i) c read with schedule I clause 12 of the Buyback Regulation is not applicable;

12. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- 12.1. As required under the Buyback Regulations, the Company has fixed Monday, April 22, 2024 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback. Eligible Shareholders will receive a letter of offer along with a Tender/ offer form indicating their entitlement.
- 12.2. As required under the Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.
- 12.3. The Equity Shares to be bought back as part of the Buyback are divided into two categories:
- Reserved category for small shareholders (as defined below); and
 - General category for all Eligible Shareholders.
- 12.4. As defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on Record Date, of not more than ₹2,00,000/- (Rupees Two Lakhs only).
- 12.5. In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.
- 12.6. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.
- 12.7. In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Company will club together the Equity shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies, clearing members etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories.
- 12.8. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
- 12.9. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 12.10. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 12.11. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offer under Takeovers Buy Back and Delisting" notified under the SEBI Circulars.
- 12.12. Small Shareholders holdings of multiple demat accounts would be clubbed together for identification of small shareholder if sequence of Permanent Account Number for all holders is matching. Similarly, in case of physical shareholders, if the sequence of names of joint holders is matching, holding under such folios should be clubbed together for identification of small shareholder.
- 12.13. Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are advised to tender the applications separately from each demat account in which they hold the Equity Shares as on the Record Date. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.
- 12.14. Participation in the Buyback by shareholders will trigger the Buyback Tax in India and such tax is to be discharged by the Company. Any income received by Eligible Shareholders pursuant to the Buyback of shares will not be included in the total taxable income of such shareholders. The Buyback will also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- 12.15. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the letter of offer to be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 13.1. The Buyback is open to all Eligible Shareholders/ beneficial owners of the Company holding Equity Shares either in Physical or electronic form, as on the Record Date.
- 13.2. The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified vide the SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board, on such terms and conditions as may be permitted by law from time to time.
- 13.3. For implementation of the Buyback, the Company has appointed ITI Securities Broking Limited as the registered broker to the Company ("Company's Broker") through whom the purchases and settlement on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

ITI Securities Broking Limited
ITI House, 36 Dr. R. K. Shirodkar Marg, Behind Bata Showroom,
Opp HDFC house, Parel, Mumbai 400 012
Tel. No.: 022-69093655/56
Contact Person: Mr. Himanshu Shah
Email: himanshu.shah@itibg.com
Website: https://www.itibg.com
Investor Grievance E-mail: igsb@itibg.com
SEBI Registration Number: INZ00005835
Corporate Identity Number: U74120MH1994PLC0779946

- 13.4. The Company will request both the Stock Exchanges, to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

- 13.5. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Seller Member(s)") can enter orders for demat shares as well as physical shares.
- 13.6. In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker to place their bids, subject to completion of KYC requirements as required by the Company's Broker.
- 13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts.
- 13.8. Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.
- 13.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 13.10. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.
- 13.11. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:**
- Eligible Shareholders who desire to tender their Equity Shares in the electronic/ dematerialized form under Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback.
 - The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and the National Securities Clearing Corporation (collectively referred to as the "Clearing Corporations").
 - The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
 - For custodian participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
 - Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (the "TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
 - It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS to the Registrar is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.
 - The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.
 - Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (b) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).
- 13.12. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the Physical form:**
- In accordance with the with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
- Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered

with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

- Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
 - The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph a. above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar") at the address mentioned at Paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Tips Industries Limited- Buyback Offer 2024". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
 - Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and all such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.
 - In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
 - An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any
- 13.13. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 13.14. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.
- 13.15. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 13.16. The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading sessions and will be updated at specific intervals during the tendering period.
- 14. METHOD OF SETTLEMENT**
- Upon finalization of the basis of acceptance as per Buyback Regulations:
- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by Reserve Bank of India/Eligible Shareholders' bank due to any reason, then such funds will be transferred to the concerned Stock Broker's settlement bank account for onward transfer to such Eligible Shareholders.
 - For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
 - In case of certain client types, i.e., NRI, foreign clients, etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by Stock Exchanges and the Clearing Corporation from time to time.
 - Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.
 - In relation to the physical Equity Shares:
 - If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.
 - If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be

valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.

- The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buyback ("Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance.
- In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholder from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulation.

15. COMPLIANCE OFFICER

Investors may contact the Company Secretary & Compliance Officer appointed for buy back for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Company Secretary & Compliance Officer

Ms. Bijal Patel
Tips Industries Limited
601, Durga Chambers, Linking Road, 6th Floor, Khar - West, Mumbai 400052;
Tel. No.: +91 22 66431188
Email: bijal@tips.in ; Website: https://tips.in/;
CIN: L92120MH1996PLC099359

16. REGISTRAR TO THE BUYBACK / INVESTOR SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar to the Buyback, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

LINK Intime

Link Intime India Private Limited

C-101, 247 Park L.B.S. Marg, Vikhroli (W), Mumbai - 400 083.
Tel. No.: +91 810 811 4949; Fax: +91 22 491869 6195;
Contact person: Mr. Sumeet Deshpande;
Email: tips.buyback2024@linkintime.co.in;
Website: www.linkintime.co.in;
SEBI Registration Number: INR000004058;
CIN: U67190MH1999PTC118368.

17. MANAGER TO THE BUYBACK



Inga Ventures Private Limited

1229, Hubtown Solaris, N.S. Phadke Marg,
Opp. Telli Galli, Andheri (East), Mumbai 400069;
Tel. No.: 022 268540808, Fax No.: 022 69886020;
Contact Person: Kavita Shah;
Email: kavita@ingaventures.com;
Website: www.ingaventures.com;
SEBI Registration No: INM00012698;
Validity: Permanent
CIN: U67100MH2018PTC318359

18. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Tips Industries Limited

Sd/-	Sd/-	Sd/-
Kumar S. Taurani	Ramesh S. Taurani	Bijal Patel
Chairman & Managing Director	Executive Director	Company Secretary & compliance officer
Director Identification Number: 00555831	Director Identification Number: 00010130	Membership Number: A30140

Date: April 8, 2024
Place: Mumbai



TIPS INDUSTRIES LIMITED

Registered Office: 601, Durga Chambers, 6th Floor, Linking Road, Khar - West, Mumbai, Maharashtra, 400052;
Corporate Identity Number (CIN): L92120MH1996PLC099359; Tel. No.: 022-66431188; Email: info@tips.in;
Website: www.tips.in; Contact Person: Bijal R. Patel, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TIPS INDUSTRIES LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUYBACK REGULATIONS").

This Public Announcement ("Public Announcement/PA") is being made in accordance with the provisions of Regulation 7(i) of the Buyback Regulations and contains the disclosures as specified in of Schedule II read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 5,95,000 (FIVE LAKHS NINETY-FIVE THOUSAND) FULLY PAID UP EQUITY SHARES OF TIPS INDUSTRIES LIMITED HAVING A FACE VALUE OF ₹1/- (RUPEE ONE ONLY) EACH ("EQUITY SHARES") AT A PRICE OF ₹625/- (RUPEES SIX HUNDRED AND TWENTY-FIVE ONLY) PER FULLY PAID UP EQUITY SHARE IN CASH ON A PROPORTIONATE BASIS FROM ALL EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1 The Board of Directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at their meeting held on February 28, 2024 (the "Board Meeting"), pursuant to the provisions of Article 6 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management Rules") to the extent applicable, and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), the Buyback Regulations and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by statutory, regulatory or governmental authorities as may be required under applicable laws and subject to approval of the shareholders by way of special resolution by postal ballot through electronic voting approved the Buyback by the Company of up to 5,95,000 (Five Lakhs Ninety Five Thousand) fully paid up Equity Shares of ₹1/- (Rupee one only) representing up to 0.46% of the total number of issued and paid-up Equity Share Capital of the Company at a price of ₹625 (Rupees Six Hundred Twenty Five only) per Equity Share (the "Buyback Price") payable in cash for an aggregate consideration of up to ₹37,18,75,000 (Rupees Thirty Seven Crores Eighteen Lakhs Seventy Five Thousand Only) excluding Transaction Cost (defined below) ("Buyback Size"), which is up to 24.89% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the audited interim condensed financial statements of the Company for the nine months period ended December 31, 2023, being the latest audited financial statements available (the "Audited Financial Statements"), on a proportionate basis through the "tender offer" route as prescribed under the Buyback Regulations, from all of the shareholders who hold equity shares as of the record date ("Buyback").

1.2 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3 Since the buyback is more than 10% of the total paid up equity share capital and free reserve of the Company, in terms of section 68(2)(b) of the Companies Act and Regulation 5(1)(b) of Buyback Regulations, the Board has sought the approval from the shareholders of the Company, by way of a special resolution, pursuant to the postal ballot notice dated February 28, 2024 ("Postal Ballot Notice"). The shareholders of the Company approved the Buyback on April 4, 2024 ("Shareholders' Resolution Date") through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on April 5, 2024 ("Shareholders' Approval").

1.4 The Buyback Size does not include transaction costs viz. brokerage, applicable taxes inter-alia including Buyback taxes, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Cost").

1.5 The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.6 The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company on the Record Date i.e. Monday, April 22, 2024 (the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including all amendments and statutory modifications for the time being in force ("SEBI Circulars") or such mechanism as may be applicable. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the designated stock exchange.

1.7 Participation in the Buyback by Eligible Shareholders will trigger tax on distributed income to such Eligible Shareholders (hereinafter referred to as "Buyback Tax") in India and such Buyback Tax is to be discharged by the Company. In case of non-resident shareholders, this may trigger capital gains taxation in the hands of shareholders in their respective jurisdiction. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8 All the shareholders of the Company will be eligible to participate in the Buyback including: Promoters and Promoter Group of the Company (defined below) (including such persons acting in concert) and their associates who hold Equity Shares as of the record date. In this regard, the Promoters and Promoter Group have expressed their intention not to participate in the Buyback and shall not tender any equity shares in the Buyback.

1.9 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter, Promoter Group and Person in Control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the Promoter, Promoter Group and Person in Control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.10 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11 A copy of this Public Announcement is available on the website of the Company at https://tips.in, the website of the Manager to the Buyback www.ingaventures.com and is expected to be available on the website of the SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

2. NECESSITY OF THE BUYBACK

2.1 The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value and the Buyback would result in amongst other things:

2.2 The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares;

2.3 The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholders' value;

2.4 The Buyback gives an option to the shareholders holding equity shares of the Company, either to sell their equity shares and receive cash or not to sell their equity shares and get a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and

2.5 The Buyback, which is being implemented through the tender offer as prescribed under the Buyback Regulations, would involve minimum reservation of 15% for Small Shareholders and allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholder.

3. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

3.1. The Company proposes to Buyback up to 5,95,000 (Five Lakhs Ninety-Five Thousand) fully paid-up equity shares having a face value of ₹1/- (Rupee One only) each of the Company or lesser, depending upon the final price determined by the Board / Buyback Committee.

4. BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE

4.1 The equity shares of the Company are proposed to be bought back at a price of ₹625/- (Rupees Six Hundred and Twenty-Five only) per Equity Share.

4.2 The Buyback Price of ₹625/- (Rupees Six Hundred and Twenty-Five only) per Equity Share has been arrived at after considering various factors including, but not limited to, the volume weighted average market price of the equity shares and closing price of the equity shares on the BSE and NSE.

The Buyback price represents:

i) Premium of 25.49 % and 25.45 % over the closing price of the equity shares on BSE and NSE, respectively, as on February 23, 2024 being the date on which the Company intimated to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

ii) Premium of 35.80 % and 36.10 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the two weeks preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

iii) Premium of 61.21 % and 48.71 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the 30 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

iv) Premium of 71.75 % and 64.18 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the 60 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

The closing market price of the Equity Shares as on the date of the intimation of the Board Meeting i.e. Friday, February 23, 2024 was ₹498.05/- on BSE and ₹498.20/- on NSE.

The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves on the basis of Audited Financial Statements of the Company, after the Buyback.

5. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED

5.1. The maximum amount required for Buyback will not exceed ₹37,18,75,000 (Rupees Thirty Seven Crores Eighteen Lakhs Seventy Five Thousand Only), excluding Transaction Costs viz. brokerage, applicable taxes inter alia including Buyback Taxes, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.

5.2. The maximum amount mentioned aforesaid is 24.89% of the aggregate of the fully paid-up equity share capital and free reserves as per the Audited Financial Statements of the Company, which is within the prescribed limit of 25%.

5.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Companies Act.

5.4. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited Financial Statements.

5.5. The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buyback.

6. DETAILS OF HOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY BY PROMOTER AND PROMOTER GROUP

6.1. The aggregate shareholding of the (i) promoter and promoter group of the Company ("Promoters and Promoter Group") and persons in control, (ii) Directors of companies which are a part of the Promoter and Promoter Group, as on the date of the Board meeting at which the Buyback was approved and the date of the Postal Ballot Notice, i.e., February 28, 2024, are as follows:

i. Aggregate shareholding of the Promoters and Promoter Group as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., February 28, 2024

Sr. No.	Name of the Shareholder	Category	No. of Equity Shares held	% of Shareholding
1	Mr. Kumar S. Taurani	Promoter	2,01,99,640	15.73
2	Mr. Ramesh S. Taurani	Promoter	2,01,45,000	15.69
3	Mrs. Renu K. Taurani	Promoter	88,64,380	6.90
4	Mrs. Varsha R. Taurani	Promoter	59,47,310	4.63
5	Mr. Shyam M. Lakhani	Promoter	1,15,000	0.09
6	Mr. Girish K. Taurani	Promoter Group	59,43,340	4.63
7	Mr. Kunal K. Taurani	Promoter Group	59,43,340	4.63
8	Ms. Jaya R. Taurani	Promoter Group	49,52,790	3.86
9	Ms. Sneha R. Taurani	Promoter Group	49,52,790	3.86
10	Ms. Raveena R. Taurani	Promoter Group	49,52,790	3.86
	Total		8,20,16,380	63.86

Aggregate shareholding of the Directors of companies which are a part of the Promoters and Promoter Group, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., February 28, 2024: None

iii. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., February 28, 2024:

Sr. no	Name of Shareholder	Designation	No. of Equity Shares held	% Shareholding
1.	Mr. Kumar S. Taurani	Chairman & Managing Director	2,01,99,640	15.73
2.	Mr. Ramesh S. Taurani	Executive Director	2,01,45,000	15.69
3.	Mr. Girish K. Taurani	Executive Director	59,43,340	4.63
4.	Mr. Amitabh Mundhra	Independent Director	NIL	NA
5.	Mr. Shashikant Vyas	Independent Director	NIL	NA
6.	Ms. Tara Subramaniam	Independent Director	NIL	NA
7.	Mr. Hari Nair	Chief Executive Officer	2,040	0.00

Sr. no	Name of Shareholder	Designation	No. of Equity Shares held	% Shareholding
8.	Mr. Sushant Dalmia	Chief Financial Officer	10,840	0.01
9.	Ms. Bijal R. Patel	Company Secretary	NIL	NA
	Total		4,63,00,860	36.05

iv. Aggregate shares purchased or sold by the Promoters and Promoter Group and Directors of companies which are a part of the Promoters and Promoter Group during a period of six months preceding the date of the Board meeting at which the Buyback was approved and the date of the Postal Ballot Notice, i.e., February 28, 2024.

a) Aggregate of shares purchased or sold by the Promoters and Promoter Group

Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr. Kumar S. Taurani	34,00,000 (Sold)	Block Deal	346.4400	20-12-2023	346.4400	20-12-2023
	24,50,000 (Sold)	Block Deal	380.2568	29-01-2024	380.2568	29-01-2024
Mr. Ramesh S. Taurani	34,00,000 (Sold)	Block Deal	342.9100	20-12-2023	342.9100	20-12-2023
	24,50,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mrs. Renu K. Taurani	5,00,000 (Sold)	Block Deal	340.0000	20-12-2023	340.0000	20-12-2023
	8,00,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mrs. Varsha R. Taurani	5,00,000 (Sold)	Block Deal	345.7000	20-12-2023	345.7000	20-12-2023
	8,00,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mr. Shyam M. Lakhani	NIL	NA	NA	NA	NA	NA
Mr. Girish K. Taurani	NIL	NA	NA	NA	NA	NA
Mr. Kunal K. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Jaya R. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Sneha R. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Raveena R. Taurani	NIL	NA	NA	NA	NA	NA

b) Aggregate shares purchased or sold by the Directors of companies which are part of the Promoters and Promoter Group: None

c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Sr. no	Name of Shareholder	No. of Equity Shares	Nature of Transaction*	Date of Transaction	Price per Equity Share
1.	Mr. Kumar S. Taurani Chairman & Managing Director	34,00,000 (Sold)	Block Deal	20-12-2023	346.4400
		24,50,000 (Sold)	Block Deal	29-01-2024	380.2568
2.	Mr. Ramesh S. Taurani Executive Director	34,00,000 (Sold)	Block Deal	20-12-2023	342.9100
		24,50,000 (Sold)	Block Deal	29-01-2024	380.0000
3.	Mr. Girish K. Taurani Executive Director	NIL	NA	NA	NA
4.	Mr. Amitabh Mundhra Independent Director	NIL	NA	NA	NA
5.	Mr. Shashikant Vyas Independent Director	NIL	NA	NA	NA
6.	Ms. Tara Subramaniam Independent Director	NIL	NA	NA	NA
7.	Mr. Hari Nair Chief Executive Officer	NIL	NA	NA	NA
8.	Mr. Sushant Dalmia Chief Financial Officer	900	Market Purchase	11-09-2023	Maximum Price 322.35 and Minimum Price 321.55
9.	Ms. Bijal R. Patel Company Secretary	NIL	NA	NA	NA

7. INTENTION OF THE PROMOTER AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

7.1 In terms of the Buyback Regulations, under the tender offer, the Promoters and Promoter group have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group have expressed their intention not to participate in the Buyback and shall not tender any equity shares in the Buyback.

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

- All the Equity Shares of the Company are fully paid-up;
- The Company has not undertaken a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of Board Meeting;
- The Company shall not issue and allot any shares or other specified securities including by way of bonus or conversion of employee stock options/outstanding instruments into Equity Shares, from the date of the board resolution for the Buyback till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- The Company shall not raise further capital for such period of time, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations from the expiry of the Buyback Period except in discharge of its subsisting obligations and in compliance with the Buyback Regulations;
- The Company, as per the provisions of Section 68(8) of the Companies Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- The Company will not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Company shall not directly or indirectly purchase its equity shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- There are no defaults subsisting in the repayment of any deposits accepted either before or after the Companies Act 2013 including interest payable thereon, redemption of debentures or preference shares, payment of dividend due to any shareholder or repayment of any term loans or interest payable thereon to any financial institution or banking companies; as the case may be;
- That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback;
- The Buyback Offer Size does not exceed 25% of the aggregate of the fully paid-up Equity Share capital and free reserves as per audited financial statements for the period ended December 31, 2023 (the last audited financial statements on standalone basis available as on the date of the Board meeting);

- m) The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback as prescribed under Buyback Regulations, the Companies Act, the rules made thereunder and other applicable laws;
- n) The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- o) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;
- p) The Company will not withdraw the Buyback after the public announcement of the Buyback is made;
- q) The Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchanges;
- r) Consideration of the equity shares bought back by the Company will be paid only by way of cash;
- s) The Company does not have outstanding borrowing facilities or debt with any lenders. Therefore, compliance with Regulation 5(i)c read with schedule I clause 12 of the Buyback Regulation is not applicable;
- t) The Buyback shall be completed within 12 months from the date of passing of Special Resolution by the members.

9. CONFIRMATION BY THE BOARD:

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- a) Immediately following the date of this board meeting and the date on which the results of the shareholders' resolution will be declared ("Postal Ballot Resolution"), approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this board meeting and the Postal Ballot Resolution that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting and also from the date of the Postal Ballot Resolution;
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities) as amended from time to time.

10. THE TEXT OF THE REPORT DATED FEBRUARY 28, 2024 ADOPTED BY THE BOARD OF DIRECTORS MEETING ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY IS REPRODUCED BELOW:

Quote
To,

**The Board of Directors,
Tips Industries Limited**
601, Durga Chambers, 6th Floor,
Opposite B.P.L. Gallery
278/E, Linking Road, Khar (West)
Mumbai - 400 052

Dear Sir,

Sub: Statutory Auditor's certificate in connection with proposed buyback of equity shares of face value of Re. 1/- each of Tips Industries Limited ('Company') in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations 2018 ('Buyback Regulations'), as amended, through Tender Offer ('Buyback')

1. This Report is issued in accordance with the terms of our engagement letter dated February 22, 2024.
2. The Management of the Company has prepared the accompanying "Annexure A" - Statement of permissible capital payment as on December 31, 2023 (the "Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company (hereinafter the "Board of Directors") in their meeting held on February 28, 2024, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (together the "Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) read with Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone financial statements for the period ended December 31, 2023. We have initialled the Statement for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., February 28, 2024 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
 - a. Whether we have inquired into the state of affairs of the Company in relation of audited standalone financial statements for the period ended December 31, 2023;
 - b. Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations; and
 - c. Whether the Board of Directors of the Company, in its meeting held on February 28, 2024, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
6. The audited standalone financial statements for the period ended December 31, 2023 were audited by us, on which we issued an unmodified audit opinion vide our report dated February 28, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" ("Guidance Note"), issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph below. We have performed the

following procedures in relation to the matters mentioned in this paragraph below:

- a. Inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the period ended December 31, 2023;
- b. Examined authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on February 28, 2024;
- c. Traced the amounts of paid-up equity share capital, securities premium account, general reserve and retained earnings as at December 31, 2023 as disclosed in the accompanying Statement, with the audited standalone financial statements of the Company for the period ended December 31, 2023;
- d. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone financial statements of the Company as on December 31, 2023;
- e. Examined that all the shares for buy-back are fully paid-up;
- f. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
- g. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations;
- h. Inquired if the Board of Directors of the Company, in its meeting held on February 28, 2024 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
- i. Examined Director's declarations in respect of the buyback and solvency of the Company; and
- j. Obtained necessary representations from the management of the Company.

Opinion

10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:

- a. We have inquired into the state of affairs of the Company in relation to its latest standalone audited financial statements for the period ended December 31, 2023;
- b. The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations, based on the audited standalone for the period ended December 31, 2023; and
- c. The Board of Directors, in their meeting held on February 28, 2024 has formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

11. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed Buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in public announcement, and other documents pertaining to Buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers in connection with the proposed Buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and the Buyback Regulations, and may not be suitable for any other purpose.

Yours faithfully,

**For SSPA & Associates
Chartered Accountants
Firm Registration No. 131069W
Parag Ved
Partner
Membership No.: 102432
UDIN: 24102432BKICXA2744**

Place: Mumbai
Date: February 28, 2024

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2)(c) of the Companies Act, 2013 ("the Act"), based on audited standalone financial statements as at and for the period ended December 31, 2023.

(Rs. in Lakhs)

Particulars	As at	As at
	December 31, 2023	December 31, 2023
	(Standalone)	(Consolidated)
Equity Share Capital-Subscribed and Paid-up (A)	1,284.27	
Free Reserves		
- Securities Premium Account	-	
- General Reserve	403.65	
- Surplus in Statement of Profit and Loss (Excluding OCI)	17,107.07	
TOTAL FREE RESERVES (B)	17,510.72	
TOTAL (A+B)	18,794.99	
Less: Dividend paid subsequent to December 31, 2023 (Refer Note 2)	3,852.80	
Total	14,942.19	Not Applicable
Maximum amount permissible for the Buy-back under Section 68 of the Act i.e. 25% of total paid up equity capital and free reserves	3,735.55	
Maximum amount permissible for buy back under section 68 of the Act, within the powers of the Board of Directors - 10% of total paid-up equity share capital and free reserves.	1,494.22	
Amount proposed by Board Resolution dated February 28, 2024 approving the Buyback. (Refer note 3)	3,718.75	

Note

- 1) The consolidation statements are not prepared by the Company, as they do not have any subsidiary, joint venture or associates, which requires consolidation.
- 2) Subsequent to December 31, 2023, the Company has declared & paid interim dividend of Rs.3/- per equity share. The same has been adjusted from reserves.
- 3) The impact of taxes on Buy back and transaction costs related of Buy back is not considered.

For Tips Industries Limited

**Name: Kumar S. Taurani
Designation: Chairman & Managing Director**
Place: Mumbai
Date: February 28, 2024
Unquoted

11. PRIOR APPROVAL FROM LENDERS

The Company does not have outstanding borrowing facilities or debt with any lenders. Therefore, compliance with Regulation 5(i) c read with schedule I clause 12 of the Buyback Regulation is not applicable;

12. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- 12.1. As required under the Buyback Regulations, the Company has fixed Monday, April 22, 2024 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback. Eligible Shareholders will receive a letter of offer along with a Tender/ offer form indicating their entitlement.
- 12.2. As required under the Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.
- 12.3. The Equity Shares to be bought back as part of the Buyback are divided into two categories:
 - i. Reserved category for small shareholders (as defined below); and
 - ii. General category for all Eligible Shareholders.
- 12.4. As defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on Record Date, of not more than ₹2,00,000/- (Rupees Two Lakhs only).
- 12.5. In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.
- 12.6. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.
- 12.7. In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Company will club together the Equity shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies, clearing members etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories.
- 12.8. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
- 12.9. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 12.10. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 12.11. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offer under Takeovers Buy Back and Delisting" notified under the SEBI Circulars.
- 12.12. Small Shareholders holdings of multiple demat accounts would be clubbed together for identification of small shareholder if sequence of Permanent Account Number for all holders is matching. Similarly, in case of physical shareholders, if the sequence of names of joint holders is matching, holding under such folios should be clubbed together for identification of small shareholder.
- 12.13. Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are advised to tender the applications separately from each demat account in which they hold the Equity Shares as on the Record Date. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.
- 12.14. Participation in the Buyback by shareholders will trigger the Buyback Tax in India and such tax is to be discharged by the Company. Any income received by Eligible Shareholders pursuant to the Buyback of shares will not be included in the total taxable income of such shareholders. The Buyback will also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- 12.15. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the letter of offer to be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 13.1. The Buyback is open to all Eligible Shareholders/ beneficial owners of the Company holding Equity Shares either in Physical or electronic form, as on the Record Date.
- 13.2. The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified vide the SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board, on such terms and conditions as may be permitted by law from time to time.
- 13.3. For implementation of the Buyback, the Company has appointed ITI Securities Broking Limited as the registered broker to the Company ("Company's Broker") through whom the purchases and settlement on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

ITI Securities Broking Limited
ITI House, 36 Dr. R. K. Shirodkar Marg, Behind Bata Showroom,
Opp HDFC house, Parel, Mumbai 400 012
Tel. No.: 022-69093655/58
Contact Person: Mr. Himanshu Shah
Email: himanshu.shah@itorg.com
Website: https://www.itisbl.com
Investor Grievance E-mail: igsb@itorg.com
SEBI Registration Number: INZ000005835
Corporate Identity Number: U74120MH1994PLC077946
- 13.4. The Company will request both the Stock Exchanges, to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

13.5. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Seller Member(s)") can enter orders for demat shares as well as physical shares.

13.6. In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker to place their bids, subject to completion of KYC requirements as required by the Company's Broker.

13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts.

13.8. Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.

13.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

13.10. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.11. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:**

a. Eligible Shareholders who desire to tender their Equity Shares in the electronic/ dematerialized form under Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback.

b. The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and the National Securities Clearing Corporation (collectively referred to as the "Clearing Corporations").

c. The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.

d. For custodian participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

e. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (the "TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

f. **It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS to the Registrar is not required.** After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.

g. The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

h. Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (b) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).

13.12. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the Physical form:**

In accordance with the with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:

a. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered

with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

b. Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

c. The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph a. above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar") at the address mentioned at Paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Tips Industries Limited- Buyback Offer 2024". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

d. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and all such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.

e. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

f. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

13.13. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

13.14. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.

13.15. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

13.16. The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading sessions and will be updated at specific intervals during the tendering period.

14. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per Buyback Regulations:

a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

b. The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by Reserve Bank of India/Eligible Shareholders' bank due to any reason, then such funds will be transferred to the concerned Stock Broker's settlement bank account for onward transfer to such Eligible Shareholders.

c. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

d. In case of certain client types, i.e., NRI, foreign clients, etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by Stock Exchanges and the Clearing Corporation from time to time.

e. Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.

f. In relation to the physical Equity Shares:

i) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.

ii) If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be

valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.

g. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buyback ("Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

h. The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance.

i. In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

j. The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

k. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.

l. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholder from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

m. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

n. The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulation.

15. COMPLIANCE OFFICER

Investors may contact the Company Secretary & Compliance Officer appointed for buy back for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Company Secretary & Compliance Officer

Ms. Bijal Patel

Tips Industries Limited

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

Tel. No.: +91 22 66431188

Email: bijal@tips.in; Website: https://tips.in/;

CIN: L92120MH1996PLC099359

16. REGISTRAR TO THE BUYBACK / INVESTOR SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar to the Buyback, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

LINK Intime

Link Intime India Private Limited

C-101, 247 Park L.B.S. Marg, Vikhroli (W), Mumbai - 400 083.

Tel. No.: +91 810 811 4949; Fax: +91 22 491869 6195;

Contact person: Mr. Sumeet Deshpande;

Email: tips.buyback2024@linkintime.co.in;

Website: www.linkintime.co.in;

SEBI Registration Number: INR000004058;

CIN: U67190MH1999PTC118368.

17. MANAGER TO THE BUYBACK

INGA

Inga Ventures Private Limited

1229, Hubtown Solaris, N.S. Phadke Marg,

Opp. Telli Galli, Andheri (East), Mumbai 400069;

Tel. No.: 022 268540808, Fax No.: 022 69886020;

Contact Person: Kavita Shah;

Email: kavita@ingaventures.com;

Website: www.ingaventures.com;

SEBI Registration No: INM000012698;

Validity: Permanent

CIN: U67100MH2018PTC318359

18. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Tips Industries Limited

Sd/-	Sd/-	Sd/-
Kumar S. Taurani Chairman & Managing Director	Ramesh S. Taurani Executive Director	Bijal Patel Company Secretary & compliance officer
Director Identification Number: 00555831	Director Identification Number: 00010130	Membership Number: A30140

Date: April 8, 2024

Place: Mumbai



TIPS INDUSTRIES LIMITED

Registered Office: 601, Durga Chambers, 6th Floor, Linking Road, Khar - West, Mumbai, Maharashtra, 400052;
Corporate Identity Number (CIN): L92120MH1996PLC099359; Tel. No.: 022-66431188; Email: info@tips.in;
Website: www.tips.in; Contact Person: Bijal R. Patel, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TIPS INDUSTRIES LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUYBACK REGULATIONS").

This Public Announcement ("Public Announcement/PA") is being made in accordance with the provisions of Regulation 7(i) of the Buyback Regulations and contains the disclosures as specified in of Schedule II read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 5,95,000 (FIVE LAKHS NINETY-FIVE THOUSAND) FULLY PAID UP EQUITY SHARES OF TIPS INDUSTRIES LIMITED HAVING A FACE VALUE OF ₹1/- (RUPEE ONE ONLY) EACH ("EQUITY SHARES") AT A PRICE OF ₹625/- (RUPEES SIX HUNDRED AND TWENTY-FIVE ONLY) PER FULLY PAID UP EQUITY SHARE IN CASH ON A PROPORTIONATE BASIS FROM ALL EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1 The Board of Directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at their meeting held on February 28, 2024 (the "Board Meeting"), pursuant to the provisions of Article 6 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management Rules") to the extent applicable, and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), the Buyback Regulations and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by statutory, regulatory or governmental authorities as may be required under applicable laws and subject to approval of the shareholders by way of special resolution by postal ballot through electronic voting approved the Buyback by the Company of up to 5,95,000 (Five Lakhs Ninety Five Thousand) fully paid up Equity Shares of ₹1/- (Rupee one only) representing up to 0.46% of the total number of issued and paid-up Equity Share Capital of the Company at a price of ₹625 (Rupees Six Hundred Twenty Five only) per Equity Share (the "Buyback Price") payable in cash for an aggregate consideration of up to ₹37,18,75,000 (Rupees Thirty Seven Crores Eighteen Lakhs Seventy Five Thousand Only) excluding Transaction Cost (defined below) ("Buyback Size"), which is up to 24.89% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the audited interim condensed financial statements of the Company for the nine months period ended December 31, 2023, being the latest audited financial statements available (the "Audited Financial Statements"), on a proportionate basis through the "tender offer" route as prescribed under the Buyback Regulations, from all of the shareholders who hold equity shares as of the record date ("Buyback").

1.2 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3 Since the buyback is more than 10% of the total paid up equity share capital and free reserve of the Company, in terms of section 68(2)(b) of the Companies Act and Regulation 5(1)(b) of Buyback Regulations, the Board has sought the approval from the shareholders of the Company, by way of a special resolution, pursuant to the postal ballot notice dated February 28, 2024 ("Postal Ballot Notice"). The shareholders of the Company approved the Buyback on April 4, 2024 ("Shareholders' Resolution Date") through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on April 5, 2024 ("Shareholders' Approval").

1.4 The Buyback Size does not include transaction costs viz. brokerage, applicable taxes inter-alia including Buyback taxes, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Cost").

1.5 The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.6 The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company on the Record Date i.e. Monday, April 22, 2024 (the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including all amendments and statutory modifications for the time being in force ("SEBI Circulars") or such mechanism as may be applicable. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the designated stock exchange.

1.7 Participation in the Buyback by Eligible Shareholders will trigger tax on distributed income to such Eligible Shareholders (hereinafter referred to as "Buyback Tax") in India and such Buyback Tax is to be discharged by the Company. In case of non-resident shareholders, this may trigger capital gains taxation in the hands of shareholders in their respective jurisdiction. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8 All the shareholders of the Company will be eligible to participate in the Buyback including: Promoters and Promoter Group of the Company (defined below) (including such persons acting in concert) and their associates who hold Equity Shares as of the record date. In this regard, the Promoters and Promoter Group have expressed their intention not to participate in the Buyback and shall not tender any equity shares in the Buyback.

1.9 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter, Promoter Group and Person in Control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the Promoter, Promoter Group and Person in Control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.10 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11 A copy of this Public Announcement is available on the website of the Company at <https://tips.in>, the website of the Manager to the Buyback www.ingaventures.com and is expected to be available on the website of the SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

2. NECESSITY OF THE BUYBACK

2.1 The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value and the Buyback would result in amongst other things:

2.2 The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares;

2.3 The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholders' value;

2.4 The Buyback gives an option to the shareholders holding equity shares of the Company, either to sell their equity shares and receive cash or not to sell their equity shares and get a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and

2.5 The Buyback, which is being implemented through the tender offer as prescribed under the Buyback Regulations, would involve minimum reservation of 15% for Small Shareholders and allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholder.

3. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

3.1 The Company proposes to Buyback up to 5,95,000 (Five Lakhs Ninety-Five Thousand) fully paid-up equity shares having a face value of ₹1/- (Rupee One only) each of the Company or lesser, depending upon the final price determined by the Board / Buyback Committee.

4. BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE

4.1 The equity shares of the Company are proposed to be bought back at a price of ₹625/- (Rupees Six Hundred and Twenty-Five only) per Equity Share.

4.2 The Buyback Price of ₹625/- (Rupees Six Hundred and Twenty-Five only) per Equity Share has been arrived at after considering various factors including, but not limited to, the volume weighted average market price of the equity shares and closing price of the equity shares on the BSE and NSE.

The Buyback price represents:

i) Premium of 25.49 % and 25.45 % over the closing price of the equity shares on BSE and NSE, respectively, as on February 23, 2024 being the date on which the Company intimated to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

ii) Premium of 35.80 % and 36.10 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the 30 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

iii) Premium of 61.21 % and 48.71 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the 60 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

iv) Premium of 71.75 % and 64.18 % over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the 60 trading days preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

The closing market price of the Equity Shares as on the date of the intimation of the Board Meeting i.e. Friday, February 23, 2024 was ₹498.05/- on BSE and ₹498.20/- on NSE.

The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves on the basis of Audited Financial Statements of the Company, after the Buyback.

5. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED

5.1. The maximum amount required for Buyback will not exceed ₹37,18,75,000 (Rupees Thirty Seven Crores Eighteen Lakhs Seventy Five Thousand Only), excluding Transaction Costs viz. brokerage, applicable taxes inter alia including Buyback Taxes, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.

5.2. The maximum amount mentioned aforesaid is 24.89% of the aggregate of the fully paid-up equity share capital and free reserves as per the Audited Financial Statements of the Company, which is within the prescribed limit of 25%.

5.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Companies Act.

5.4. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited Financial Statements.

5.5. The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buyback.

6. DETAILS OF HOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY BY PROMOTER AND PROMOTER GROUP

6.1. The aggregate shareholding of the (i) promoter and promoter group of the Company ("Promoters and Promoter Group") and persons in control, (ii) Directors of companies which are a part of the Promoter and Promoter Group, as on the date of the Board meeting at which the Buyback was approved and the date of the Postal Ballot Notice, i.e., February 28, 2024, are as follows:

i. Aggregate shareholding of the Promoters and Promoter Group as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., February 28, 2024

Sr. No.	Name of the Shareholder	Category	No. of Equity Shares held	% of Shareholding
1	Mr. Kumar S. Taurani	Promoter	2,01,99,640	15.73
2	Mr. Ramesh S. Taurani	Promoter	2,01,45,000	15.69
3	Mrs. Renu K. Taurani	Promoter	88,64,380	6.90
4	Mrs. Varsha R. Taurani	Promoter	59,47,310	4.63
5	Mr. Shyam M. Lakhani	Promoter	1,15,000	0.09
6	Mr. Girish K. Taurani	Promoter Group	59,43,340	4.63
7	Mr. Kunal K. Taurani	Promoter Group	59,43,340	4.63
8	Ms. Jaya R. Taurani	Promoter Group	49,52,790	3.86
9	Ms. Sneha R. Taurani	Promoter Group	49,52,790	3.86
10	Ms. Raveena R. Taurani	Promoter Group	49,52,790	3.86
	Total		8,20,16,380	63.86

Aggregate shareholding of the Directors of companies which are a part of the Promoters and Promoter Group, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e. February 28, 2024: None

iii. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., February 28, 2024:

Sr. no	Name of Shareholder	Designation	No. of Equity Shares held	% Shareholding
1.	Mr. Kumar S. Taurani	Chairman & Managing Director	2,01,99,640	15.73
2.	Mr. Ramesh S. Taurani	Executive Director	2,01,45,000	15.69
3.	Mr. Girish K. Taurani	Executive Director	59,43,340	4.63
4.	Mr. Amitabh Mundhra	Independent Director	NIL	NA
5.	Mr. Shashikant Vyas	Independent Director	NIL	NA
6.	Ms. Tara Subramaniam	Independent Director	NIL	NA
7.	Mr. Hari Nair	Chief Executive Officer	2,040	0.00

Sr. no	Name of Shareholder	Designation	No. of Equity Shares held	% Shareholding
8.	Mr. Sushant Dalmia	Chief Financial Officer	10,840	0.01
9.	Ms. Bijal R. Patel	Company Secretary	NIL	NA
Total			4,63,00,860	36.05

iv. Aggregate shares purchased or sold by the Promoters and Promoter Group and Directors of companies which are a part of the Promoters and Promoter Group during a period of six months preceding the date of the Board meeting at which the Buyback was approved and the date of the Postal Ballot Notice, i.e. February 28, 2024.

a) Aggregate of shares purchased or sold by the Promoters and Promoter Group

Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr. Kumar S. Taurani	34,00,000 (Sold)	Block Deal	346.4400	20-12-2023	346.4400	20-12-2023
	24,50,000 (Sold)	Block Deal	380.2568	29-01-2024	380.2568	29-01-2024
Mr. Ramesh S. Taurani	34,00,000 (Sold)	Block Deal	342.9100	20-12-2023	342.9100	20-12-2023
	24,50,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mrs. Renu K. Taurani	5,00,000 (Sold)	Block Deal	340.0000	20-12-2023	340.0000	20-12-2023
	8,00,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mrs. Varsha R. Taurani	5,00,000 (Sold)	Block Deal	345.7000	20-12-2023	345.7000	20-12-2023
	8,00,000 (Sold)	Block Deal	380.0000	29-01-2024	380.0000	29-01-2024
Mr. Shyam M. Lakhani	NIL	NA	NA	NA	NA	NA
Mr. Girish K. Taurani	NIL	NA	NA	NA	NA	NA
Mr. Kunal K. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Jaya R. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Sneha R. Taurani	NIL	NA	NA	NA	NA	NA
Ms. Raveena R. Taurani	NIL	NA	NA	NA	NA	NA

b) Aggregate shares purchased or sold by the Directors of companies which are part of the Promoters and Promoter Group: None

c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Sr. no	Name of Shareholder	No. of Equity Shares	Nature of Transaction*	Date of Transaction	Price per Equity Share
1.	Mr. Kumar S. Taurani Chairman & Managing Director	34,00,000 (Sold)	Block Deal	20-12-2023	346.4400
		24,50,000 (Sold)	Block Deal	29-01-2024	380.2568
2.	Mr. Ramesh S. Taurani Executive Director	34,00,000 (Sold)	Block Deal	20-12-2023	342.9100
		24,50,000 (Sold)	Block Deal	29-01-2024	380.0000
3.	Mr. Girish K. Taurani Executive Director	NIL	NA	NA	NA
4.	Mr. Amitabh Mundhra Independent Director	NIL	NA	NA	NA
5.	Mr. Shashikant Vyas Independent Director	NIL	NA	NA	NA
6.	Ms. Tara Subramaniam Independent Director	NIL	NA	NA	NA
7.	Mr. Hari Nair Chief Executive Officer	NIL	NA	NA	NA
8.	Mr. Sushant Dalmia Chief Financial Officer	900	Market Purchase	11-09-2023	Maximum Price 322.35 and Minimum Price 321.55
9.	Ms. Bijal R. Patel Company Secretary	NIL	NA	NA	NA

7. INTENTION OF THE PROMOTER AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

7.1 In terms of the Buyback Regulations, under the tender offer, the Promoters and Promoter group have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group have expressed their intention not to participate in the Buyback and shall not tender any equity shares in the Buyback.

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

- All the Equity Shares of the Company are fully paid-up;
- The Company has not undertaken a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of Board Meeting;
- The Company shall not issue and allot any shares or other specified securities including by way of bonus or conversion of employee stock options/outstanding instruments into Equity Shares, from the date of the board resolution for the Buyback till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- The Company shall not raise further capital for such period of time, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations from the expiry of the Buyback Period except in discharge of its subsisting obligations and in compliance with the Buyback Regulations;
- The Company, as per the provisions of Section 68(8) of the Companies Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- The Company will not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Company shall not directly or indirectly purchase its equity shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- There are no defaults subsisting in the repayment of any deposits accepted either before or after the Companies Act 2013 including interest payable thereon, redemption of debentures or preference shares, payment of dividend due to any shareholder or repayment of any term loans or interest payable thereon to any financial institution or banking companies; as the case may be;
- That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback;
- The Buyback Offer Size does not exceed 25% of the aggregate of the fully paid-up Equity Share capital and free reserves as per audited financial statements for the period ended December 31, 2023 (the last audited financial statements on standalone basis available as on the date of the Board meeting);

- m) The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback as prescribed under Buyback Regulations, the Companies Act, the rules made thereunder and other applicable laws;
- n) The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- o) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;
- p) The Company will not withdraw the Buyback after the public announcement of the Buyback is made;
- q) The Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchanges;
- r) Consideration of the equity shares bought back by the Company will be paid only by way of cash;
- s) The Company does not have outstanding borrowing facilities or debt with any lenders. Therefore, compliance with Regulation 5(i) c read with schedule I clause 12 of the Buyback Regulation is not applicable;
- t) The Buyback shall be completed within 12 months from the date of passing of Special Resolution by the members.

9. CONFIRMATION BY THE BOARD:

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- a) Immediately following the date of this board meeting and the date on which the results of the shareholders' resolution will be declared ("Postal Ballot Resolution"), approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this board meeting and the Postal Ballot Resolution that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting and also from the date of the Postal Ballot Resolution;
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities) as amended from time to time.

10. THE TEXT OF THE REPORT DATED FEBRUARY 28, 2024 ADOPTED BY THE BOARD OF DIRECTORS MEETING ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY IS REPRODUCED BELOW:

Quote

To,
The Board of Directors,
Tips Industries Limited
 601, Durga Chambers, 6th Floor,
 Opposite B.P.L. Gallery
 27B/E, Linking Road, Khar (West)
 Mumbai - 400 052

Dear Sir,

Sub: Statutory Auditor's certificate in connection with proposed buyback of equity shares of face value of Re. 1/- each of Tips Industries Limited ('Company') in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations 2018 ('Buyback Regulations'), as amended, through Tender Offer ('Buyback')

1. This Report is issued in accordance with the terms of our engagement letter dated February 22, 2024.
2. The Management of the Company has prepared the accompanying "Annexure A" - Statement of permissible capital payment as on December 31, 2023 (the "Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company (hereinafter the "Board of Directors") in their meeting held on February 28, 2024, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (together the "Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) read with Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone financial statements for the period ended December 31, 2023. We have initialled the Statement for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., February 28, 2024 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
- a. Whether we have inquired into the state of affairs of the Company in relation of audited standalone financial statements for the period ended December 31, 2023;
- b. Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations; and
- c. Whether the Board of Directors of the Company, in its meeting held on February 28, 2024, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
6. The audited standalone financial statements for the period ended December 31, 2023 were audited by us, on which we issued an unmodified audit opinion vide our report dated February 28, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note")', issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph below. We have performed the

following procedures in relation to the matters mentioned in this paragraph below:

- a. Inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the period ended December 31, 2023;
- b. Examined authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on February 28, 2024;
- c. Traced the amounts of paid-up equity share capital, securities premium account, general reserve and retained earnings as at December 31, 2023 as disclosed in the accompanying Statement, with the audited standalone financial statements of the Company for the period ended December 31, 2023;
- d. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone financial statements of the Company as on December 31, 2023;
- e. Examined that all the shares for buy-back are fully paid-up;
- f. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
- g. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations;
- h. Inquired if the Board of Directors of the Company, in its meeting held on February 28, 2024 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
- i. Examined Director's declarations in respect of the buyback and solvency of the Company; and
- j. Obtained necessary representations from the management of the Company.

Opinion

10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:

- a. We have inquired into the state of affairs of the Company in relation to its latest standalone audited financial statements for the period ended December 31, 2023;
- b. The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations, based on the audited standalone for the period ended December 31, 2023; and
- c. The Board of Directors, in their meeting held on February 28, 2024 has formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

11. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed Buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in public announcement, and other documents pertaining to Buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers in connection with the proposed Buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and the Buyback Regulations, and may not be suitable for any other purpose.

Yours faithfully,

For SSPA & Associates
Chartered Accountants
Firm Registration No. 131069W
Parag Ved
Partner
Membership No.: 102432
UDIN: 24102432BKICIXA2744

Place: Mumbai
 Date: February 28, 2024

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2)(c) of the Companies Act, 2013 ("the Act"), based on audited standalone financial statements as at and for the period ended December 31, 2023.

(Rs. in Lakhs)

Particulars	As at	As at
	December 31, 2023	December 31, 2023
	(Standalone)	(Consolidated)
Equity Share Capital-Subscribed and Paid-up (A)	1,284.27	
Free Reserves		
- Securities Premium Account	-	
- General Reserve	403.65	
- Surplus in Statement of Profit and Loss (Excluding OCI)	17,107.07	
TOTAL FREE RESERVES (B)	17,510.72	
TOTAL (A+B)	18,794.99	
Less: Dividend paid subsequent to December 31, 2023 (Refer Note 2)	3,852.80	
Total	14,942.19	Not Applicable
Maximum amount permissible for the Buy-back under Section 68 of the Act i.e. 25% of total paid up equity capital and free reserves	3,735.55	
Maximum amount permissible for buy back under section 68 of the Act, within the powers of the Board of Directors - 10% of total paid-up equity share capital and free reserves.	1,494.22	
Amount proposed by Board Resolution dated February 28, 2024 approving the Buyback. (Refer note 3)	3,718.75	

Note

- 1) The consolidation statements are not prepared by the Company, as they do not have any subsidiary, joint venture or associates, which requires consolidation.
- 2) Subsequent to December 31, 2023, the Company has declared & paid interim dividend of Rs.3/- per equity share. The same has been adjusted from reserves.
- 3) The impact of taxes on Buy back and transaction costs related of Buy back is not considered.

For Tips Industries Limited

Name: Kumar S. Taurani
Designation: Chairman & Managing Director
 Place: Mumbai
 Date: February 28, 2024
Unquoted

11. PRIOR APPROVAL FROM LENDERS

The Company does not have outstanding borrowing facilities or debt with any lenders. Therefore, compliance with Regulation 5(i) c read with schedule I clause 12 of the Buyback Regulation is not applicable;

12. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- 12.1. As required under the Buyback Regulations, the Company has fixed Monday, April 22, 2024 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback. Eligible Shareholders will receive a letter of offer along with a Tender/ offer form indicating their entitlement.
- 12.2. As required under the Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.
- 12.3. The Equity Shares to be bought back as part of the Buyback are divided into two categories:
- Reserved category for small shareholders (as defined below); and
 - General category for all Eligible Shareholders.
- 12.4. As defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on Record Date, of not more than ₹2,00,000/- (Rupees Two Lakhs only).
- 12.5. In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.
- 12.6. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.
- 12.7. In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Company will club together the Equity shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies, clearing members etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories.
- 12.8. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
- 12.9. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 12.10. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 12.11. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers Buy Back and Delisting" notified under the SEBI Circulars.
- 12.12. Small Shareholders holdings of multiple demat accounts would be clubbed together for identification of small shareholder if sequence of Permanent Account Number for all holders is matching. Similarly, in case of physical shareholders, if the sequence of names of joint holders is matching, holding under such folios should be clubbed together for identification of small shareholder.
- 12.13. Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are advised to tender the applications separately from each demat account in which they hold the Equity Shares as on the Record Date. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.
- 12.14. Participation in the Buyback by shareholders will trigger the Buyback Tax in India and such tax is to be discharged by the Company. Any income received by Eligible Shareholders pursuant to the Buyback of shares will not be included in the total taxable income of such shareholders. The Buyback will also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- 12.15. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the letter of offer to be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 13.1. The Buyback is open to all Eligible Shareholders/ beneficial owners of the Company holding Equity Shares either in Physical or electronic form, as on the Record Date.
- 13.2. The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified vide the SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board, on such terms and conditions as may be permitted by law from time to time.
- 13.3. For implementation of the Buyback, the Company has appointed ITI Securities Broking Limited as the registered broker to the Company ("Company's Broker") through whom the purchases and settlement on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:
- ITI Securities Broking Limited**
 ITI House, 36 Dr. R. K. Shirodkar Marg, Behind Bata Showroom,
 Opp HDFC house, Parel, Mumbai 400 012
Tel. No.: 022-69093655/56
Contact Person: Mr. Himanshu Shah
Email: himanshu.shah@itiorg.com
Website: https://www.itisbl.com
Investor Grievance E-mail: igsb@itiorg.com
SEBI Registration Number: IN2000005835
Corporate Identity Number: U71420MH1994PLC077946
- 13.4. The Company will request both the Stock Exchanges, to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

श्री अक्कलकोट स्वामी समर्थ महाराज प्रकट दिन विशेष

‘भिऊ नकोस मी तुझ्या पाठीशी आहे’ अशा शब्दात भक्तांना विश्वास देणाऱ्या श्री स्वामी समर्थ यांचा प्रकट दिन तिथी प्रमाणे चैत्र शुद्ध द्वितीया या दिवशी असतो. यंदाच्या वर्षी म्हणजेच २०२२ मध्ये ही तिथी गुरुवार २३ मार्च रोजी आहे. गुडी पाडव्याच्या दुसऱ्या दिवशी प्रकट दिन आहे.

अनन्यभावाने भक्ती करणाऱ्या भक्तांच्या सदैव पाठीशी राहणाऱ्या आणि "भिऊ नकोस.मी तुझ्या पाठीशी आहे." असे अभिवाचन देणाऱ्या श्री स्वामी समर्थ महाराजांचा आज प्रकटदिन आहे. चैत्र शुद्ध द्वितीया या

दिवशी स्वामी समर्थ महाराज अक्कलकोट येथे दाखल झाले. श्रीपाद वल्लभ व नृसिंहसरस्वती यांच्या नंतरचे भगवान श्रीदत्तात्रेयांचे ते तिसरे पूर्णावतार अवतार आहेत, अशी मान्यता आहे. स्वामी समर्थ अक्कलकोटला प्रकट होण्यापूर्वी फिक्त फिक्त मंगळवेढ्याला आले. तेथे त्यांचे नाव सर्वत्र झाले. तेथून सोलापूर व नंतर अक्कलकोटला आले.

श्री स्वामी समर्थ हे श्री दत्त महाराजांचा पूर्ण ब्रह्मस्वरूप तिसरा अवतार आहे. भक्तांनी त्यांना ज्या दृष्टीने पाहिले त्या स्वरूपात त्यांनी दर्शन दिले आहे. कोणाला श्री

विठ्ठलाच्या रूपात त्यांचे दर्शन घडले तर कुणाला श्री भगवान विष्णूच्या स्वरूपात तर कुणाला भगवती देवीच्या रूपात महाराजांनी भक्तांच्या कल्याणासाठी अनेक लीला दाखविल्या. अक्कलकोट येथे स्वामी महाराज प्रथम आले ते खंडोबाच्या देवळातील कट्ट्यावर स्थानापन्न झाले. आपल्या वास्तव्यात त्यांनी अनेकविध चमत्कार केले. राजापासून रंकापर्यंत अनेकांवर प्रेमाचा वर्षाव केला. आपण यजुर्वेदी ब्राह्मण, गोत्र काश्यप, रास मीन, असल्याची माहितीही त्यांनी स्वतःच सांगितली आहे. शिष्यद्वय शीबाळप्पा व श्री चोळप्पा यांचेवरील त्यांनी

कृपा केली. तेथून स्वामींनी संपूर्ण देशात सर्वत्र भ्रमण केले. विविध ठिकाणी ते विविध नावांनी प्रसिद्ध होते. श्री गोंदवलेकर महाराजांच्या चरित्रात हा प्रसंग वर्णिलेला आहे. आपल्या सशस्त्र क्रांतीला परमेश्वराचे अधिष्ठान असावे व सत्पुरुषांचे आशीर्वाद मिळावेत या हेतूने वासुदेव बळवंत फडके हे एक तलवार घेऊन स्वामी समर्थ महाराजांच्या (श्री अक्कलकोट स्वामी समर्थ महाराज) दर्शनाला जातात. श्री स्वामी समर्थ महाराजांनी ती तलवार आपल्या हातात देऊन आशिर्वाद दिला तर आपली क्रांती यशस्वी होईल असे त्यांना वाटत होते.

- 13.5. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Seller Member(s)") can enter orders for demat shares as well as physical shares.
- 13.6. In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker to place their bids, subject to completion of KYC requirements as required by the Company's Broker.
- 13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts.
- 13.8. Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.
- 13.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 13.10. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.
- 13.11. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:**
- Eligible Shareholders who desire to tender their Equity Shares in the electronic/ dematerialized form under Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback.
 - The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and the National Securities Clearing Corporation (collectively referred to as the "Clearing Corporations").
 - The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
 - For custodian participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
 - Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (the "TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
 - It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS to the Registrar is not required.** After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.
 - The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.
 - Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (b) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).
- 13.12. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the Physical form:**
- In accordance with the with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
- Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered

- with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
 - Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
 - The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph a. above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar") at the address mentioned at Paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Tips Industries Limited- Buyback Offer 2024". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
 - Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and all such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.
 - In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
 - An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.
- 13.13. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 13.14. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.
- 13.15. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 13.16. The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading sessions and will be updated at specific intervals during the tendering period.
- 14. METHOD OF SETTLEMENT**
- Upon finalization of the basis of acceptance as per Buyback Regulations:
- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by Reserve Bank of India/Eligible Shareholders' bank due to any reason, then such funds will be transferred to the concerned Stock Broker's settlement bank account for onward transfer to such Eligible Shareholders.
 - For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
 - In case of certain client types, i.e., NRI, foreign clients, etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by Stock Exchanges and the Clearing Corporation from time to time.
 - Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.
 - In relation to the physical Equity Shares:
 - If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.
 - If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be

- valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.
 - The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buyback ("Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
 - The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance.
 - In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
 - The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
 - Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Eligible Shareholders holding Equity Shares in the physical form.
 - Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholder from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
 - The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
 - The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulation.
- 15. COMPLIANCE OFFICER**
- Investors may contact the Company Secretary & Compliance Officer appointed for buy back for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:
- Company Secretary & Compliance Officer**
Ms. Bijal Patel
Tips Industries Limited
601, Durga Chambers, Linking Road, 6th Floor, Khar - West, Mumbai 400052;
Tel. No.: +91 22 66431188
Email: bijal@tips.in ; **Website:** https://tips.in/
CIN: L92120MH1996PLC099359
- 16. REGISTRAR TO THE BUYBACK / INVESTOR SERVICE CENTRE**
- In case of any queries, shareholders may also contact the Registrar to the Buyback, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:
- LINK Intime**
- Link Intime India Private Limited**
C-101, 247 Park L.B.S. Marg, Vikhroli (W), Mumbai - 400 083.
Tel. No.: +91 810 811 4949; **Fax:** +91 22 491869 6195;
Contact person: Mr. Sumeet Deshpande;
Email: tips.buyback2024@linkintime.co.in;
Website: www.linkintime.co.in;
SEBI Registration Number: INR000004058;
CIN: U67190MH1999PTC118368.
- 17. MANAGER TO THE BUYBACK**
- INGA**
- Inga Ventures Private Limited**
1229, Hubtown Solaris, N.S. Phadke Marg,
Opp. Telli Galli, Andheri (East), Mumbai 400069;
Tel. No.: 022 268540808, **Fax No.:** 022 69886020;
Contact Person: Kavita Shah;
Email: kavita@ingaventures.com;
Website: www.ingaventures.com;
SEBI Registration No: INM000012698;
Validity: Permanent
CIN: U67100MH2018PTC318359
- 18. DIRECTORS RESPONSIBILITY**
- As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.
- For and on behalf of the Board of Directors of Tips Industries Limited**
- | Sd/- | Sd/- | Sd/- |
|---|--|---|
| Kumar S. Taurani
Chairman & Managing Director | Ramesh S. Taurani
Executive Director
Director Identification Number: 00010130 | Bijal Patel
Company Secretary & compliance officer
Membership Number: A30140 |
| Director Identification Number: 00555831 | | |
- Date:** April 8, 2024
Place: Mumbai