tips.in

November 18, 2015

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.

Symbol: TIPSINDLTD

Respected Sir/ Madam,

Re.: Buy-back of equity shares of Rs. 10/- each of Tips Industries Limited ("Company") in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buy-back Regulations") through open market using the Stock Exchange Mechanism ("Buy-Back").

The Board of Directors of the Company, pursuant to its resolution dated November 5, 2015, has approved to undertake the Buy-back in terms of the Buy-back Regulations.

In relation to the captioned Buy-back, please find attached one (1) copy of the Public Announcement published in Financial Express on November 18, 2015.

The Public Announcement has been published on November 18, 2015 in the following newspapers:

- Financial Express (English national daily)
- Jansatta (Hindi national daily)
- Navshakti (Marathi daily)

Thanking you,

Yours faithfully,
For **Tips Industries Limited**

B Patel

Authorised Signatory
Name: Bijal R. Patel
Designation: Company Secretary

TIPS INDUSTRIES LTD. 601, Durga Chambers, 6th Floor, Linking Road, Khar (West), MUMBAI-400 052.

Encl.: As above

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF

TIPS INDUSTRIES LIMITED

Registered Office: 601, 6th Floor, Durga Chambers, 278/E, Linking Road, Khar (West), Mumbai - 400 052
Tel. No.: +91-22-6643 1188; Fax No.: +91-22-6643 1189; Website: www.tips.in; Email: buyback@tips.in; Compliance Officer: Bijal R. Patel

This Public Announcement ("PA") is made pursuant to the provisions of Regulations 15(c) and 15(d) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, including any statutory modifications and amendments thereto ("Buy-back Regulations") and contains disclosures as specified in Schedule II to the Buy-back Regulations:

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGE(S)

1. AUTHORITY FOR BUY-BACK AND DETAILS OF THE BUY-BACK

The Board of Directors ("Board") of Tips Industries Limited ("Company") at their meeting held on November 5, 2015 ("Buy-back Meeting"), in accordance with Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") and applicable rules made thereunder, in compliance of the Buy-back Regulations and in terms of Article 6 of the Articles of Association of the Company, have approved the buy-back of its fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares") from the existing equity shareholders/beneficial owners, other than the promoters/persons who are in control of the Company ("Promoters"), from the open market purchases through BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (hereinafter collectively referred to as the "Stock Exchanges") using their nationwide electronic trading terminals ("Buy-back") in the following manner:

(a) The aggregate amount to be deployed for the Buy-back shall not exceed ₹ 6,80,00,000/- (Rupees Six Crore and Eighty Lacs Only) (excluding brokerage, transactional charges and taxes, if any) ("Maximum Buy-back Size"), which represents approximately 9.96% of paid-up equity capital and free reserves of the Company based on the audited financials of the Company as at March 31, 2015.

(b) The Equity Shares are proposed to be bought back at a price not exceeding ₹ 70/- (Rupees Seventy Only) (excluding brokerage, transactional charges and taxes, if any) per Equity Share ("Maximum Buy-back Price") which has been arrived at after taking into consideration various factors including (but not limited to) book value, other financial ratios, market value as well as stock price performance on the Stock Exchanges and the possible impact of the Buy-back on the Company's earnings per share. The Maximum Buy-back Price is at a premium of 30.11% over the closing prices on BSE (i.e. ₹ 53.80) and NSE (i.e. ₹ 53.80), respectively, as on the date of the Buy-back Meeting.

(c) The Company intends to deploy a minimum of ₹ 3,40,00,000/- (Rupees Three Crore and Forty Lacs Only) (excluding brokerage, transactional charges and taxes, if any) for the Buy-back ("Minimum Buy-back Size"), being 50% of the Maximum Buy-back Size.

(d) The number of Equity Shares bought back would depend upon the average price paid for Equity Shares bought back and aggregate consideration paid for such equity shares bought back. The maximum number of Equity Shares that can be bought back will be in consonance with clause 40A of listing agreement of the Stock Exchanges, Section 68 of the Companies Act, Buy-back Regulations and Maximum Buy-back Size. As an illustration, at the proposed Maximum Buy-back Price and at Maximum Buy-back Size, the indicative number of Equity Shares bought back would be 971,428. In case the average purchase price is lower than ₹ 70/- per Equity Share, the number of Equity Shares bought back would be more, assuming full deployment of Maximum Buy-back Size.

2. NECESSITY FOR BUY-BACK

The Buy-back is being proposed in keeping with the Company's desire to enhance shareholder's value. Depending upon the number of Equity Shares actually bought back, the number of Company's Equity Shares outstanding shall decrease, which is likely to result into a corresponding increase in the earnings per share return on equity. The funds to be deployed for the Buy-back will be out of securities premium reserve and/or other free reserves of the Company or such other source as provided under the Companies Act. The Company does not propose raising debt for the Buy-back, however, it may continue to avail of financial assistance from banks/financial institutions or capital markets for meeting its business requirements. The financing of the Buy-back shall lead to a notional reduction in the income of the Company which the Company would have otherwise earned on such funds.

3. BUY-BACK MECHANISM

3.1 The Buy-back is proposed to be implemented by the Company by way of open market purchases through Stock Exchanges, using their nationwide electronic trading terminals. In the implementation of the Buy-back, the Company shall not buy-back its Equity Shares from any person through negotiated deals, whether on or off the Stock Exchanges or through spot transactions or through any private arrangement. The Buy-back will be implemented in the manner and following the procedures prescribed in the Companies Act, the Buy-back Regulations and as may be determined by the Board on such terms and conditions, as may be permitted by law from time to time.

3.2 Buy-back will be closed within a period of six months from the date of opening of the Buy-back. The Board shall determine the time frame for completion of Buy-back and may close the Buy-back any time after deploying the Minimum Buy-back Size before the aforesaid period of six months or when the Company completes the Buy-back to the extent of Maximum Buy-back Size, whichever is earlier.

4. HOLDING OF PROMOTERS AND DETAILS OF PURCHASES AND SALES OF THE COMPANY'S EQUITY SHARES HELD BY THEM FOR THE PERIOD OF SIX MONTHS PRECEDING THE DATE OF BUY-BACK MEETING

4.1 The aggregate shareholding as on November 6, 2015, of the Promoters is 1,07,12,762 Equity Shares constituting 69.75% of the paid-up equity share capital of the Company.

4.2 As per the records available with the Company, no Equity Shares were purchased or sold by any of the persons mentioned above during a period of six months preceding the date of Buy-back Meeting i.e. from May 5, 2015 to November 4, 2015.

4.3 As per Buy-back Regulations, the Promoters shall not participate in the Buy-back and shall not deal in the shares or other specified securities through market or off-market, including inter-se transfer of Equity Shares amongst the Promoters from the date of Buy-back Meeting till the closing of the buy-back.

5. CONFIRMATIONS

5.1 There are no defaults subsisting in the repayment of deposits and interests thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of term loans or interest payable thereon to any financial institutions or banks.

5.2 The Company confirms that it will not issue fresh shares or other specified securities during the Buy-back period, whether by way of bonus issue or in the discharge of subsisting obligations, such as conversion of convertible loans, convertible instruments, stock options or otherwise.

5.3 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act involving the Company as on the date of this PA.

5.4 The Board confirms that it has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that:

(a) immediately following the date of the Buy-back Meeting authorising the Buy-back, 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 the Buy-back Meeting, having regard to their 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 view of the Board 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 that date; and

(c) in forming an opinion for the above purposes, the Board has taken into account the liabilities, as if the Company was being wound up under the provisions of the Companies Act, 1956 (to the extent not repealed), Companies Act, 2013 (to the extent notified) (including prospective and contingent liabilities).

6. REPORT OF AUDITOR

The report dated November 5, 2015 received from, M/s. SSPA & Associates, Chartered Accountants, the Statutory Auditor of the Company addressed to the Board of Directors of the Company is reproduced as under:

"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,

Subject: Buy-back of equity shares of ₹ 10 each ("Equity Shares") by Tips Industries Limited pursuant to provisions of Companies Act, 2013 and rules made there under and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time and other applicable rules ("Buy-back")

The Buy-back of Tips Industries Limited ("the Company") has been approved by the Board of Directors of the Company at their meeting held on November 5, 2015. In this regard, we report that:

(a) We have inquired into the state of affairs of the Company with reference to its Audited Financial Statements for the year ended March 31, 2015 as adopted by the Board of Directors of the Company at its meeting held on May 8, 2015, which have been audited by us.

(b) The capital payment (including premium) of an amount not exceeding ₹ 6.8 crore towards the Buy-back of equity shares, as approved by the Board of Directors, has been determined in accordance with Section 68(2) of the Companies Act, 2013 and is within the permissible amount of 10% of the paid-up equity capital and free reserves of the Company, as extracted from the Audited Financial Statements of the Company for the year ended March 31, 2015. The same has been computed as under:

(₹ in crore)

Particulars	As at March 31, 2015
Equity Share Capital- Subscribed and Paid-up	15.36
Free Reserves	
- Securities Premium Account	24.56
- General Reserve	5.13
- Surplus in Statement of Profit and Loss	23.25
TOTAL	68.30
Maximum amount permissible for the Buy-back i.e. 10% of total paid up equity capital and free reserves	6.83

The financial statements as referred in the above paragraph, have been audited by us on which we have issued a Qualified Audit Opinion vide our report dated May 8, 2015.

(c) Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, the Board of Directors at their meeting held on November 5, 2015 have formed their opinion as specified in clause (x) of Part A of Schedule II of the Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (as amended from time to time), 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 passing of resolution by the Board of Directors of the Company in case of Buy-back of up to 10% of its paid up equity capital and free reserves of the Company under proviso to Section 68(2) of the Companies Act, 2013.

This certificate is intended solely in connection with the proposed Buy Back of Equity Shares of the Company and can be reproduced in the relevant documents and can even be submitted to stock exchanges, SEBI or other concerned authority. The same should not be used other than for the purpose it has been taken by the Company without our written consent.

For SSPA & Associates

Chartered Accountants

(Firm Registration No. 131069W)

Sd/-

Parag Ved

Partner

Membership No.: 102432

Place: Mumbai

Date: November 5, 2015"

7. THE MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUY-BACK

7.1 Assuming, all the Equity Shares are bought back at Maximum Buy-back Price, the indicative minimum number of Equity Shares bought back would be 4,85,714 ("Minimum Buy-back Shares") based on Minimum Buy-back Size. However, the minimum Equity Shares to be bought back may vary as it depends upon various factors including the average price of Equity Shares bought back, Minimum Buy-back Size, etc.

7.2 Assuming, all the Equity Shares are bought back at Maximum Buy-back Price, the indicative maximum number of Equity Shares bought back would be 9,71,428 Equity Shares ("Maximum Buy-back Shares"). The maximum number of Equity Shares that can be bought back may vary based on various factors like average price per Equity Share bought back, requirements of clause 40A of listing agreement of the Stock Exchanges, Section 68 of the Companies Act, Buy-back Regulations and Maximum Buy-back Size.

7.3 The funds to be deployed for the Buy-back will be out of securities premium reserve and/or other free reserves of the Company or such other source as provided under the Companies Act. The financing of the Buy-back is not likely to cause any material impact on the earnings of the Company, except for reduction in the income of the Company which the Company would have otherwise earned on such funds.

8. PROPOSED TIME TABLE

Activity	Date
Board Meeting approving Buy-back	November 5, 2015
Date of publication of PA	November 18, 2015
Date of opening of the Buy-back	November 26, 2015
Acceptance of Equity Shares	Upon the relevant pay-out by the Stock Exchanges
Verification/Acceptance of Equity Shares accepted in physical mode	Within 15 days of the relevant pay-out dates of the Stock Exchanges
Extinguishment of Equity Shares in dematerialised form	In case the Equity Shares bought back are in dematerialized form the same will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended and the bye-laws framed thereunder.
Extinguishment of Equity Shares in physical form	In case the Equity Shares bought back are in physical form, the Company shall extinguish and physically destroy the share certificates bought back during the month, on or before the 15th day of the succeeding month. Provided that, the Company shall ensure that all the Equity Shares bought back are extinguished within 7 days of the last date of completion of the Buy-back.
Last Date for the Buy-back	May 25, 2016 (i.e. within 6 months from the date of opening of the Buy-back) or when the Company completes the Buy-back to the extent of ₹ 3,40,00,000/- (Rupees Three Crore Forty Lacs Only) (excluding brokerage, transactional charges and taxes, if any), or at such earlier date as may be determined by the Board, in the event of the Minimum Buy-back Size has been achieved under the Buy-back, even if the Maximum Buy-back Size has not been reached, whichever is earlier, by giving appropriate notice of such date and completing all formalities in this regard.

9. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK

9.1 The Buy-back is open to all registered and unregistered equity shareholders/beneficial owners holding Equity Shares either in physical and/or electronic form, save and except the Promoters.

9.2 Further, as required under the Companies Act and Buy-back Regulations, the Company shall not purchase Equity Shares which are partly paid-up, Equity Shares with calls-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, in the Buy-back, until they become fully paid-up, or until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable.

9.3 The Buy-back will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide electronic trading terminals.

9.4 The Company has appointed Intime Equities Limited as the sole registered broker ("Buy back Broker") through whom the purchases and settlements on account of Buy-back would be made by the Company. The contact details of Buy-back Broker is as follows:

Intime Equities Limited,

Naman Midtown, "A" Wing, 20th Floor, Unit No. 2002, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013

Contact Person: Mr. Himanshu Shah; **Tel. No.:** +91-22- 4027 3655/656; **Fax No.:** +91-22-4027 3700

9.5 The Buy-back of Equity Shares will be made only through the order matching mechanism except "all or none" order matching system.

9.6 The Company, may, from time to time commencing from the date of opening of the Buy-back place "buy" orders at least once in a week in such quantity and such price, not exceeding the Maximum Buy-back Price, as it may deem fit, on BSE and NSE to buy-back Equity Shares through the Buy-back Broker, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. Such buy-back orders shall be placed both in normal and in separate window created for physical/odd lot segments by the Stock Exchanges. The identity of the Company as purchaser shall be available to the market participants of BSE and/or NSE when the Company places an order for Buy-back of equity shares.

9.7 The Equity Shares are traded in the compulsory demat mode on BSE under the scrip id TIPSINDLTD and with scrip code 532375 and on NSE under the symbol TIPSINDLTD. The ISIN number is INE716B01011.

9.8 **Buy-back of Equity Shares held in Dematerialized Form:** Beneficial owners, that is, persons who hold Equity Shares in electronic form and who desire to offer their Equity Shares under the Buy-back, would have to do so through their stock broker, who is a member of BSE and/or NSE. The Company shall place a "buy" order for Buy-back of Equity Shares it intends to buy, along with a price for the same, by indicating the number of Equity Shares to the Buy-back Broker. The price at which the order matches the trade would be executed and that price would be the buy-back price for that offeror. It may specifically be noted that a uniform price would not be paid to all the offerors under the Buyback and that the same would depend on the price at which the trade with that offeror was executed. The execution of the order, issuance of contract note, delivery of stock to the member and receipt of payment from the member would be carried out in accordance with the Stock Exchanges and SEBI requirements via the broker to whom the shareholder approaches. The Company is under no obligation to place a "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed on normal trading segment of BSE and NSE at least once a week.

9.9 **Buy-back of Equity Shares held in Physical Mode:** The Company shall approach the Stock Exchange(s) for permission to use a separate window for Buy-back of Equity Shares in physical form ("**Physical Shares**") in terms of Regulation 15A of the Buy-back Regulations (the "**Physical Shares Buy-Back Window**"). Upon the receipt of the permission from the Stock Exchange(s) to use their Physical Share Buy-back Window, the Company shall Buy-back the Physical Shares from the shareholders. The procedure for Buy-back of Physical Shares in the Physical Shares Buy-Back Window shall be subject to the requirements provided by the Stock Exchange(s) and any directions in this regard. As per Regulation 15A of the Buy-back Regulations:

a. A separate window shall be created by the Stock Exchanges, which shall remain open during the Buy-back period, for buy-back of Physical Shares.

b. The Company shall buy-back Physical Shares from eligible shareholders through the Physical Shares Buy-back Window, only after verification of the identity proof and address proof by the broker.

c. The price at which the Physical Shares are bought back shall be the volume weighted average price of the Equity Shares bought-back, other than Physical Shares, during the calendar week in which such Physical Shares were received by the broker. Provided that the price of Physical Shares tendered during the first calendar week of the Buy-back shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar week.

d. In case no Equity Shares were bought back in the normal market during the calendar week, the preceding week when the Company last bought back the Equity Shares may be considered.

e. Registered shareholders of the Company holding Physical Shares and proposing to participate in the Buy-back will be required to submit the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled, stamped and signed by the transferors (i.e. by all registered 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, (iii) self-attested copy of the shareholder's PAN Card. In addition, the 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, Passport or Driving License, (iv) any other relevant documents (but not limited to) power of attorney, corporate authorization (including board resolution/specimen signature), notarised copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.

f. Registered shareholders of the Company holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions in this regard. Please note that only such Physical Shares as are issued by and under the name of the Company will be accepted by the Company for the Buy-Back, subject to verification and other requirements. Physical share certificates issued by and under any other company's name, shall not be eligible to be bought back by the Company through the Buy-back and shall not be accepted. Shareholders holding such physical share certificates should first get such certificates converted into the share certificates of the Company for which they can separately correspond with the Registrar to the Company.

9.10 Subject to the Company utilizing Minimum Buy-back Size for the Buy-back, nothing contained herein shall confer any right to any shareholder to offer, or any obligation on the part of the Company or the Board to buy-back, any Equity Shares (other than completing the Minimum Buy-back Size) and/or to impair any power of the Company or the Board or the Committee authorised by the Board to terminate any process in relation to such Buy-back, in accordance with applicable law.

9.11 It may be noted that all the Equity Shares bought back by the Company may not be at a uniform price.

9.12 The Company shall intimate the Stock Exchanges of the quantity of Equity Shares purchased and the amount utilized for Buy-back on a daily basis in accordance with the Buy-back Regulations. The details will also be available on the website of the Company.

10. METHOD OF SETTLEMENT

10.1 The Company will pay the Buy-back consideration to the Buy-back Broker on or before every settlement date, as applicable to the respective Stock Exchanges where the transaction was executed. In case, the payment of consideration is being made from Escrow Account, the Manager to the Buy-back shall instruct the Escrow Bank to release the consideration in consultation with the Buy-back Broker and Company.

10.2 Shareholders holding Equity Shares in the dematerialised form would be required to transfer the number of Equity Shares sold, in favour of the broker through whom the trade was executed, by tendering the delivery instruction to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to pool account of the broker as per procedure applicable to normal secondary market transactions. The shareholders holding Equity Shares in physical form would present the share certificate(s) alongwith valid transfer deed(s) to their respective brokers through whom the trade was executed.

10.3 The Company has opened a special depository account in the name and style of "Tips Industries Limited" with Intime Equities Limited. The Equity Shares bought back in electronic form would be transferred into the aforesaid account by the Buy-back Broker, on receipt of the Equity Shares and after the completion of the clearing and settlement mechanism of BSE and NSE. The ISIN number of the Company is INE716B01011.

10.4 The Equity Shares bought back in demat form shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 1996 and its bye-laws, in the manner specified in the Buy-back Regulations and Companies Act.

10.5 For the Equity Shares bought back in physical form, the share certificates shall be extinguished and physically destroyed during the month, on or before the 15th day of the succeeding month. Provided that, the Company shall ensure that all the Equity Shares bought back are extinguished within 7 days of the last date of completion of the Buy-back Offer. In respect of Equity Shares bought back in physical form, Equity Shares will be extinguished and the physical certificates will be destroyed in the presence of the Manager to the Buy-back and Statutory Auditor of the Company.

10.6 The details of the Equity Shares extinguished would be notified to the Stock Exchanges and to SEBI as per the provisions of the Buy-back Regulations.

11. BRIEF INFORMATION ABOUT THE COMPANY

Tips Industries Limited was initially established as a partnership firm on March 7, 1988 in the name of Tips Cassettes & Record Co. The said partnership firm was converted and incorporated into a joint stock company (as a private limited company) on May 8, 1996 under the provisions of Part IX of the Companies Act, 1956. Subsequently, it became a deemed public limited company with effect from July 1, 1999 pursuant to Section 43A of the Companies Act, 1956. The Equity Shares of the Company has been listed on BSE Limited and the National Stock Exchange of India Limited since 2000. The Registered Office of the Company is situated at 601, 6th Floor, Durga Chambers, 278/E, Linking Road, Khar (West), Mumbai - 400 052. The Company is in the Media & Entertainment Industry. The Company is in the business of production and distribution of cinematographic films and exploitation of its content on various platforms.

12. BRIEF FINANCIAL INFORMATION ABOUT THE COMPANY

The financial information of the Company for the last three financial years are given below:

(₹ in crore)

Particulars	For six months period ended on September 30, 2015	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
	Un-audited	Audited	Audited	Audited
Months	6	12	12	12
Statement of Profit & Loss				
Income from operations	20.87	102.35	103.67	137.87
Other Income	0.96	1.46	1.84	1.38
Total Income	21.83	103.81	105.51	139.25
Total Expenditure excluding depreciation & amortisation and finance costs	13.05	87.20	108.48	118.18
Profit/(Loss) before Depreciation & amortisation, finance costs & Tax	8.78	16.61	(2.97)	21.07
Depreciation & amortisation	0.86	1.75	1.88	1.66
Finance costs	6.70	11.55	10.66	4.84
Profit/(Loss) before Tax	1.22	3.31	(15.51)	14.57
Provision for Tax	0.25	0.61	0.73	2.88
Profit/(Loss) after Tax	0.97	2.70	(16.24)	11.69
Paid-up equity share capital	15.36	15.36	15.36	15.36
Reserves & Surplus (Free reserves)	53.91	52.94	52.51	70.55
Net worth	69.27	68.30	67.87	85.91
Secured Debts	91.27	105.24	130.02	78.26
Unsecured Debts	9.25	0.50	2.80	20.66
Key Ratios				
Earnings Per Share (₹) (Basic)	0.63	1.76	(10.57)	7.39
Earnings Per Share (₹) (Diluted)	0.63	1.76	(10.57)	7.39
Return on Net Worth (%)	1.40	3.95	(23.93)	13.61
Book Value Per Share (₹)	45.10	44.47	44.19	55.93
Debt-Equity Ratio	1.45	1.55	1.96	1.15

The key financial ratios, mentioned herein above, have been computed as under:

Net worth	Equity Share Capital + Free Reserves (as defined under Section 68 read with explanation II and Section 2(43) of the Companies Act, 2013)
Earnings Per Share	Net Profit/(Loss) after Tax Attributable to Equity Share holders/Weighted Number of Equity Shares outstanding
Book Value	Net worth/Number of Equity Shares
Debt-Equity Ratio	Debt/Equity [Equity Share Capital + Free Reserves (as defined under Section 68 read with explanation II and Section 2(43) of the Companies Act, 2013)]
Return on Net Worth (%)	Net Profit/(Loss) after Tax Attributable to Equity Share holders/Net worth

13. DETAILS OF ESCROW ACCOUNT OPENED AND THE AMOUNT DEPOSITED THEREIN

13.1 The total funds proposed to be deployed under Buy-back are ₹ 6,80,00,000/- (Rupees Six Crore Eighty Lacs Only).

The Company has pursuant to an agreement dated November 10, 2015, entered into between the Company, Inga Capital Private Limited ("Manager to the Buy-back") and ICICI Bank Limited opened an escrow account with ICICI Bank Limited towards security for performance of its obligations, a current account under the name and style of "TIPS INDUSTRIES LIMITED BUY-BACK 2015 ESCROW ACCOUNT" ("Escrow Account"). The Escrow Account consists of (a) ₹ 17,00,000/- (Rupees Seventeen Lacs Only), being 2.5% of the Maximum Buy-back Size in accordance with the Buy-back Regulations and (b) ₹ 1,53,00,000/- (Rupees One Crore Fifty Three Lacs Only) being 22.5% of the Maximum Buy-back Size in accordance with the Buy-back Regulations aggregating to ₹ 1,70,00,000/- (Rupees One Crore Seventy Lacs Only) representing 25% of the Maximum Buy-back Size ("Escrow Amount"). The Escrow Account consisting of Escrow Amount will be equivalent to the minimum amount of escrow requirement (being 25% of the Maximum Buy-back Size), in accordance with the Buy-back Regulations. The Company has deposited Escrow Amount by way of cash deposit.

13.2 The Company has authorized the Manager to the Buy-back to operate the Escrow Account in terms of the Buy-back Regulations.

13.3 The funds in the Escrow Account may be released for meeting payment obligations of the shareholders, subject to at least 2.5% being ₹ 17,00,000/- (Rupees Seventeen Lacs Only) of the Maximum Buy-back Size remaining in the Escrow Account at all point in time in accordance with Buy-back Regulations.

13.4 If the Company is not able to complete the buy-back equivalent to the Minimum Buy-back Size, the amount held in the Escrow Account upto a maximum of 2.5% of the Maximum Buy-back Size, shall be liable for forfeiture in accordance with Buy-back Regulations.

13.5 The balance lying into the credit of the Escrow Account will be released to the Company on completion of all obligations and in accordance with Buy-back Regulations.

13.6 The Company has adequate financial resources and has made firm financial arrangements for implementation of the Buy-back. The obligations shall be met by the Company out of securities premium reserve and/or other free reserves of the Company or such other source as provided under the Companies Act and no borrowings from any bank and/or financial institution are envisaged for the Buy-back.

14. LISTING DETAILS AND STOCK MARKET DATA

14.1 The Company's Equity Shares are listed on the BSE and NSE.

14.2 The high, low and weighted average prices for the last three years and the monthly high, low and weighted average prices for the six months preceding this PA and the corresponding volumes on BSE and NSE where equity shares of the Company are listed and traded are as follows:

BSE

Period	High (₹)*	Date of High	No. of equity shares traded on that day	Low (₹)*	Date of Low	No. of equity shares traded on that day	Weighted Average Price (₹)**	Total volume traded in that period
Last three Financial years (F.Y.)								
F.Y. 2013'	90.80	January 23, 2013	38,740	47.05	April 18, 2012	2,434	68.85	14,99,810
F.Y. 2014	68.00	May 21, 2013	1,804	34.15	March 11, 2014	2,802	46.81	1,78,827
F.Y. 2015	83.50	November 18, 2014	1,44,986	34.50	March 24, 2015	1,939	61.53	27,16,395
Preceding six months								
One month period ended	High (₹)*	Date of High	No. of equity shares traded on that day	Low (₹)*	Date of Low	No. of equity shares traded on that day	Weighted Average Price (₹)**	Total volume traded in that period
May 2015	44.00	May 22, 2015	1,763	32.15	May 13, 2015	429	39.12	37,859
June 2015	41.60	June 2, 2015	331	32.00	June 4, 2015	884	38.76	17,244
July 2015	67.00	July 9, 2015	21,539	38.40	July 1, 2015	1,310	57.25	1,77,243
August 2015	70.90	August 11, 2015	1,10,314	40.55	August 31, 2015	317	61.97	3,31,625
September 2015	48.00	September 24, 2015	427	35.00	September 8, 2015	435	42.91	22,215
October 2015	56.05	October 16, 2015	8,101	41.05	October 5, 2015	1,462	49.69	70,453

Source: www.bseindia.com

** High and low prices are based on the high and low of the daily prices.*

*** Weighted Average Price (Total Turnover/Total Traded Quantity) for all trading days during the period.*

NSE

Period	High (₹)*	Date of High	No. of equity shares traded on that day	Low (₹)*	Date of Low	No. of equity shares traded on that day	Weighted Average Price (₹)**	Total volume traded in that period
F.Y. 2013'	90.40	January 23, 2013	49,371	50.40	June 4, 2012	29,973	68.54	18,46,504
F. Y. 2014	69.25	April 15, 2013	3,785	32.55	March 14, 2014	340	51.22	3,50,407
F. Y. 2015	83.50	November 18, 2014	3,51,015	34.20	March 23, 2015	16,831	63.05	51,80,428
Preceding six months								
One month period ended	High (₹)*	Date of High	No. of equity shares traded on that day	Low (₹)*	Date of Low	No. of equity shares traded on that day	Weighted Average Price (₹)**	Total volume traded in that period
May 2015	44.00	May 22, 2015	1,802	36.50	May 11, 2015	25,002	38.93	86,200
June 2015	42.00	June 4, 2015	82,179	34.60	June 4, 2015	82,179	39.20	1,28,517
July 2015	67.80	July 9, 2015	53,877	38.65	July 1, 2015	4,999	57.21	4,37,651
August 2015	70.70	August 11, 2015	2,42,271	42.50	August 25, 2015	4,109	62.96	7,35,638
September 2015	46.80	September 18, 2015	3,789	39.60	September 10, 2015	344	42.79	42,068
October 2015	56.00	October 16, 2015	19,465	39.20	October 1, 2015	5,183	49.84	1,38,781

Source: www.nseindia.com

**High and low prices are based on the high and low of the daily prices.*

*** Weighted Average Price (Total Turnover/Total Traded Quantity) for all trading days during the period.*

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For TIPS INDUSTRIES LIMITED,

Bijal R. Patel

Company Secretary.

*Stock Market data for the period marked by changes in Capital Structure

Period	High (₹)*	Date of High	No. of equity shares traded on that day	Low (₹)*	Date of Low	No. of equity shares traded on that day	Weighted Average Price (₹)**	Total volume traded in that period
600,060 equity shares of the Company were extinguished pursuant to Buy-back during September 3, 2012 to March 8, 2013								
BSE Data								
September 3, 2012 to March 8, 2013	90.80	January 23, 2013	38,740	53.50	September 3, 2012	1,601	76.22	8,26,930
NSE Data								
September 3, 2012 to March 8, 2013	90.40	January 23, 2013	49,371	52.20	September 3, 2012	5,369	75.82	9,76,730

Source: www.bseindia.com, www.nseindia.com

**High and low prices are based on the high and low of the daily prices.*

*** Weighted Average Price (Total Turnover/Total Traded Quantity) for all trading days during the period.*

The closing market price of the Equity Shares of the Company on November 6, 2015, i.e. working day immediately after the date of Buy-back Meeting was ₹ 53.20 per Equity Share on BSE and ₹ 53.10 per Equity Share on NSE, respectively. (Source: www.bseindia.com and www.nseindia.com)

15. PRESENT CAPITAL STRUCTURE AND SHARE HOLDING PATTERN

15.1 The share capital of the Company is as follows:

(₹ in Crore)

Share Capital	As on November 6, 2015	Post Buy-back
Authorized		
2,00,00,000 equity shares of ₹ 10/- each	20.00	20.00
Issued Subscribed and Paid-up Capital		
1,53,58,640 equity shares of ₹ 10/- each*	15.36*	-
1,43,87,212 equity shares of ₹ 10/- each*	-	14.39 *

** Assuming that as a part of Buy-back all the 9,71,428 Equity Shares (Maximum Buy-back Shares) are bought back at Maximum Buy-back Price. Please note that the shareholding post the Buy-back may differ depending on the actual number of equity Shares bought back under the Buy-back from the different category of shareholders.*

15.2 Shareholding pattern of the Company as on November 6, 2015, and after the proposed Buy-back is as follows:

Category	No. of Shares Held as on November 6, 2015	% Holding Pre Buy-back	No. of Shares Held Post Buy-back*	% Holding Post Buy-back*
Promoter's Holding				
Promoters				
Indian Promoters	1,07,12,762	69.75	1,07,12,762	74.46%
Foreign Promoters	-	-	-	-
Sub Total (A)	1,07,12,762	69.75	1,07,12,762	74.46%
Public shareholding				
Institutional Investors				
Mutual Funds/UTI	-	-		
Financial Institutions/Banks	-	-		
Central/State Govt	-	-	36,74,450	25.54%
Venture Capital Funds	-	-		
Insurance Companies	-	-		
Foreign Financial Institution	-	-		
Foreign Institutional Investors	-	-		
Sub Total (B)	-	-		
Non Institutional Investors				
Bodies Corporate	17,92,289	11.67		
Individual	26,74,180	17.41		
Qualified Foreign Investors	-	-		
Any others				
Hindu Undivided Family	1,02,401	0.67		
Clearing Members	56,269	0.37		
Non Resident Indians	18,672	0.12		
Non Resident (Non Repatriable)	2,067	0.01		
Sub Total (C)	**46,45,878**	**30.25**		
Total Public Shareholding D = (B + C)	**46,45,878**	**30.25**		
GRAND TOTAL E = (A + D)	**1,53,58,640**	**100.00**	**1,43,87,212**	**100.00**

** Assuming that as a part of Buy-back all the 9,71,428 Equity Shares (Maximum Buy-back Shares) are bought back at Maximum Buy-back Price. Please note that the shareholding post the Buy-back may differ depending on the actual number of equity Shares bought back under the Buy-back from the different category of shareholders.*

16. THE CAPITAL STRUCTURE INCLUDING DETAILS OF OUTSTANDING CONVERTIBLE INSTRUMENTS, IF ANY, POST BUY-BACK

There are no outstanding convertible instruments as on the date of PA.

17. HOLDING OF PROMOTERS AND PROMOTER GROUP AND DETAILS OF PURCHASES AND SALES OF THE COMPANY'S EQUITY SHARES HELD BY THEM FOR THE PERIOD OF TWELVE MONTHS PRECEDING THE DATE OF THIS PA

17.1 The aggregate shareholding as on November 6, 2015, of the Promoters and Promoter Group is 1,07,12,762 Equity Shares constituting 69.75% of the paid-up equity share capital of the Company.

17.2 As per the records available with the Company, no Equity Shares were purchased or sold by any of the persons mentioned above during a period of twelve months preceding the date of this PA i.e. from November 16, 2014 to November 17, 2015.

18. MANAGEMENT DISCUSSION AND ANALYSIS ON LIKELY IMPACT OF BUY-BACK ON THE COMPANY'S EARNINGS, PUBLIC HOLDINGS, HOLDINGS OF NRIs/FIIs/FPIs, ETC., PROMOTER HOLDINGS AND ANY CHANGE IN MANAGEMENT STRUCTURE

18.1 The Buy-back is not likely to cause any material impact on the earnings of the Company, except for a reduction in the income, which the Company could have otherwise earned on the funds deployed. The Company may continue to avail financial assistance from banks/financial institutions or capital markets for meeting its business requirements.

18.2 The Buy-back is expected to optimize returns to the shareholders and enhance overall shareholder value.

18.3 Pursuant to Regulation 15(b) of the Buy-back Regulations, the Promoters are not entitled to offer Equity Shares held by them under the Buy-back. The Buy-back of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

18.4 Pursuant to the Buy-back, the percentage holding of the Promoters may increase from the existing level of 69.75% to 74.46% assuming buy-back of Maximum Buy-back Shares.

The shareholding percentage of the Promoters as a result of the Buy-back shall increase. Such an increase in shareholding percentage may attract Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"). However, the same is exempt in terms of the clause (iii) to the proviso to Regulation 10(4)(c) of the Takeover Regulations, subject to compliance with the proviso of the aforesaid clause of the Takeover Regulations. The Directors of the Company being interested in the resolution approving the Buy-back in their capacity as Directors of the Company have abstained themselves from voting in resolution approving the Buy-back passed by the Board at its meeting held on November 5, 2015. The existing Promoters are already in control over the Company and an increase in shareholding percentage pursuant to the Buy-back will not result in any change in control over the Company.

18.5 Consequent to the Buy-back and based on the number of Equity Shares bought back by the Company from the Non-Resident shareholders, Non-Resident Indian (NRI) shareholders, Foreign Institutional Investors, Indian Financial Institutions/Banks/Mutual Funds and the public including other Bodies Corporate, the shareholding pattern of the Company may undergo a consequential change which would be in compliance with Clause 40A of the Listing Agreement.

18.6 Post Buy-back, the ratio of the debt owed by the Company will not be more than twice the capital and free reserves of the Company.

18.7 The Company shall not withdraw the Buy-back offer after the PA is made.

18.8 The Company shall not raise further capital for a period of one year from the closure of the Buy-back except in discharge of subsisting obligations.

19. THE DETAILS OF STATUTORY APPROVALS OBTAINED

The Board has approved the Buy-back at its meeting held on November 5, 2015, as statutorily required under the Companies Act and the Buy-back Regulations. The Company shall obtain such other approvals, permissions and sanctions, as may be required to be obtained for the Buy-back from time to time including but not limited to SEBI, Stock Exchanges and Reserve Bank of India. To the best of the knowledge of the Company, no other statutory approvals are required for the Buy-back as on the date of the Public Announcement.

20. COLLECTION AND BIDDING CENTERS: NOT APPLICABLE

21. COMPLIANCE OFFICER, INVESTORS SERVICE CENTRE AND MANAGER TO THE BUY-BACK

In case of any query, clarification or for redressal of grievances, the shareholders/beneficial owners may contact at the following address, on any working day (except Saturdays, Sundays and public holidays) between 10 a.m. and 3 p.m.

21.1 **Compliance Officer**

Bijal R. Patel

Company Secretary and Compliance Officer

TIPS INDUSTRIES LIMITED

601, Durga Chambers, 6th Floor, 278/E

Linking Road, Khar (W), Mumbai - 400 052.

Tel. No.: +91-22-6643 1188; **Fax No.:** +91-22-6643 1189; **Website:** www.tips.in

Email: buyback@tips.in

21.2 **Investors' Service Centre**

Name	:	Link Intime India Private Limited
Address	:	C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078
Fax No.	:	+91-22 - 2594 6969
Email	:	1) rima.shah@linkintime.co.in; 2) saili.lad@linkintime.co.in 3) sujata.poojary@linkintime.co.in
Investor Grievance Email	:	rnt.helpdesk@linkintime.co.in
Website	:	www.linkintime.co.in
Contact Person	:	Rime Shah/Saili Lad/Sujata Poojary
Tel. No.	:	+91-22-2596 3838 (ext: 2281 & 2282)
SEBI Registration No.	:	INR000004058

21.3 **Manager to the Buy-back**

The Company has appointed the following as Manager to the Buy-back:

INGA CAPITAL PRIVATE LIMITED

A wing, 21st Floor, Naman Midtown,
Senapati Bapat Marg, Elphinstone (West),
Mumbai - 400 013
Tel. No.: +91-22-4031 3489
Fax No.: +91-22- 4031 3379
Email: buyback@ingacapital.com
Contact Person: Ashwani Tandon

22. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board accepts responsibility for the information contained in this PA or any other advertisement, circular, brochure, publicity material which may be issued and confirm that the information on such documents contain true, factual and material information and shall not contain any misleading information.

For and on behalf of the Board of Directors of

TIPS INDUSTRIES LIMITED

Sd/-	*Sd/-*	*Sd/-*
Name: Kumar S. Taurani	**Name: Ramesh S. Taurani**	**Name: Bijal R. Patel**
Designation: Chairman & Managing Director	**Designation: Managing Director**	**Designation: Company Secretary & Compliance Officer**

Place : Mumbai
Date : November 17, 2015

PRESSMAN

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For TIPS INDUSTRIES LIMITED,
Company Secretary.