



PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF THE TIPS FILMS LIMITED ('COMPANY')

STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE WITH PARAS B & V OF ANNEXURE 1 TO SEBI CIRCULAR NO. CD/DL/31/2017 DATED MARCH 10, 2017, AS AMENDED ISSUED UNDER SECTION 11 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1956 READ WITH RULE 19(7) OF THE SECURITIES CONTRACTS REGULATIONS, 1957 ('SCRF') PURSUANT TO GRANT OF RELAXATION BY SEBI FROM THE APPLICABILITY OF RULE 19(3)(B) OF THE SCRF.

A. ABOUT THE SCHEME OF ARRANGEMENT AND DEMERGER (the 'Scheme')
 The NCLT has, vide an order dated March 3, 2022, approved Scheme of Arrangement and Demerger between Tips Industries Limited ('Demerged Company' or 'TIL') and Tips Films Limited ('Resulting Company' or 'TFL') and their respective shareholders ('Scheme') under sections 230 to 232 and Section 66 and other related provisions of the Companies Act, 2013 and other applicable laws. Pursuant to the Scheme, Demerged Undertaking (as defined in the scheme of Tips Industries Limited) has been transferred and vested into the Company from the Appointed Date of the Scheme i.e. April 01, 2022. The effective date of the Scheme is March 23, 2022. In accordance with the scheme, our Company has allotted 43,22,886 equity shares of Rs.10/- each to the shareholders of Tips Industries Limited as on Record Date i.e. May 27, 2022 in the ratio of 1 (one) equity share of Rs.10/- each fully paid up TFL for every 3 (three) equity share of Rs.10/- each fully paid up held in TIL and the existing 50,000 equity shares of Rs.10/- each of the Company was cancelled.

B. DETAILS OF CHANGE OF NAME AND/OR OBJECT
 There are no changes in name and object clause of the Company as on date of this advertisement.

C. CAPITAL STRUCTURE OF THE COMPANY

1) Pre-Scheme Capital Structure of our Company:

Authorized Share Capital	Amount (Rs. In lakhs)
50,00,000 Equity Shares of Rs.10/- each	500
Total	500
Issued, Subscribed and Paid-up Share Capital	Amount (Rs. In lakhs)
50,00,000 Equity Shares of Rs.10/- each	500
Total	500

2) Post-Scheme Capital Structure of our Company:

Authorized Share Capital	Amount (Rs. In lakhs)
50,00,000 Equity Shares of Rs.10/- each	500.00
Total	500.00
Issued, Subscribed and Paid-up Share Capital	Amount (Rs. In lakhs)
43,22,886 Equity Shares of Rs.10/- each	432.29
Total	432.29

D. SHAREHOLDING PATTERN GIVING DETAILS OF ITS PROMOTER GROUP SHAREHOLDING, GROUP COMPANIES

1) Pre-Scheme shareholding pattern of the Company

I - Summary Statement holding of specified securities

Category	Category of shareholder	No. of shareholders	No. of fully paid-up equity shares held	No. of partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as % of (as per SCRF, 1957)		Number of Voting Rights		No. of Shares Underlying Outstanding convertible securities (including warrants)	Shareholding as % of (as per SCRF, 1957)	Number of Locked Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
							(VII) = (IV) + (V) + (VI)	(VIII) As % of (A+B+C)	(IX)	(X)					
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)
A)	Promoter & Promoter Group	8	50,000	0	0	50,000	100.00	50,000	0	50,000	100.00	0	0	0	0
B)	Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0
C)	Non Promoter - Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0
C1)	Shares Underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0
C2)	Shares Held By Employee Trust	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0
Total	A+B+C	8	50,000	0	0	50,000	100.00	50,000	0	50,000	100.00	0	0	0	0

2) Post-Scheme shareholding pattern of the Company

I - Summary Statement holding of specified securities

Category	Category of shareholder	No. of shareholders	No. of fully paid-up equity shares held	No. of partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as % of (as per SCRF, 1957)		Number of Voting Rights		No. of Shares Underlying Outstanding convertible securities (including warrants)	Shareholding as % of (as per SCRF, 1957)	Number of Locked Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
							(VII) = (IV) + (V) + (VI)	(VIII) As % of (A+B+C)	(IX)	(X)					
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)
A)	Promoter & Promoter Group	5	32,41,116	0	0	32,41,116	74.98	32,41,116	0	32,41,116	74.98	0	0	0	32,41,116
B)	Public	17,263	10,81,770	0	0	10,81,770	25.02	10,81,770	0	10,81,770	25.02	0	0	0	10,81,770
C)	Non Promoter - Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0
C1)	Shares Underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0
C2)	Shares Held By Employee Trust	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0
Total	A+B+C	17,268	43,22,886	0	0	43,22,886	100.00	43,22,886	0	43,22,886	100.00	0	0	0	43,22,886

F. PRE AND POST SCHEME SHAREHOLDING OF THE PROMOTERS AND PROMOTER GROUP

1) Pre-Scheme Shareholding

Sr. No.	Name of Shareholders	No of Equity Shares held	% of the Total Equity Share Capital
A	Promoter		
1.	Ramesh S. Taurani	25,000	50.00
2.	Kumar S. Taurani	0	0.00
Total (A)		25,000	50.00
B	Promoter Group		
1.	Varsha R. Taurani	24,500	49.00
2.	Jaya R. Taurani	100	0.20
3.	Sneha R. Taurani	100	0.20
4.	Ravena R. Taurani	100	0.20
5.	Jay Shewalkramani	100	0.20
6.	Shyam Lakhani	100	0.20
Total (B)		25,000	50.00
Total (A+B)		50,000	100.00

2) Post-Scheme Shareholding

Sr. No.	Name of Shareholders	No of Equity Shares held	% of the Total Equity Share Capital
A	Promoter		
1.	Kumar S. Taurani	8,76,600	20.28
2.	Ramesh S. Taurani	8,74,761	20.24
Total (A)		17,51,361	40.52
B	Promoter Group		
1.	Varsha R. Taurani	7,43,880	17.21
2.	Renu K. Taurani	7,42,042	17.17
3.	Shyam Lakhani	3,833	0.08
Total (B)		14,89,755	34.46
Total (A+B)		32,41,116	74.98

G. DETAILS OF TEN LARGEST SHAREHOLDERS OF THE COMPANY:

Sr. No.	Name of Shareholders	No of Equity Shares held	% of the Total Equity Share Capital
1.	Kumar S. Taurani*	8,76,600	20.28
2.	Ramesh S. Taurani*	8,74,761	20.24
3.	Varsha R. Taurani*	7,43,880	17.21
4.	Renu K. Taurani*	7,42,042	17.17
5.	Aniruddh Parasmaj Wadhwa	61,000	1.41
6.	Sandeep C Patel HUF	43,299	1.00
7.	Bhimnagar Srinath Reddy	41,034	0.95
8.	Manaschush Institute Of Technology	30,027	0.69
9.	Chetan Ratilal Patel	28,986	0.67
10.	Dharmraj Jivandas Gokalgandhi	21,755	0.50
Total		34,63,384	80.12

* These shareholders are part of the Promoter and Promoter Group of the Company and are interested as such.

H. DETAILS OF PROMOTERS OF THE COMPANY:
 The Promoters of our Company are Mr. Kumar Taurani and Mr. Ramesh Taurani. Brief details of the Promoters is set forth below:

Mr. Kumar Taurani
 DIN: 00555831
 Address: 901-1001, Veneo Bldg, C.T.S. NO. 576, Sangh Road, Santacruz (West), Mumbai - 400052
 Profile:
 Mr. Kumar S. Taurani holds a Bachelor's degree in commerce and is a Promoter and Chairman and Executive Director of the Company. Kumar Taurani's sharp business acumen and his passion for movies from an early age led him to diversify from his family's electronics business into music, distribution, production and eventually into film production. Mr. Taurani transformed film production and made Tips Industries the leading movie production house of the 90's. Alongside delivering a long list of profitable superhit films under the Tips banner, he has also built one of India's most vibrant and sought-after celebrities. His music, content and distribution excellence have made Tips a household name in India and even in neighbouring countries where Tips Music and Music are consumed. His vision and business acumen have also served the music industry. As part of industry bodies and societies he has been instrumental in crafting various agreements between music labels, artists and consumers which enabled implementation of the various provisions of the Copyright (Amendment) Act, 2012 by all industry participants. His deep understanding of the Music and Entertainment industry and his openness to change have enabled Tips to successfully navigate the various shifts in consumer preferences and technological disruptions that have buffeted the industry over the past two decades. Under his able leadership, the Company has achieved new milestones, created more jobs and contributed to society thereby creating significant value for all its stakeholders.

Mr. Ramesh Taurani
 DIN: 00501130
 Address: 12th and 13th Floor, XV Avenue, 18th Road, Opp. Anand Ashram, Khar (West), Mumbai - 400052
 Profile:
 Ramesh S. Taurani holds a Bachelor's degree in commerce and is a Promoter and Managing Director of the Company. His passion for films from an early age has honed his understanding of the film and music business. Over the years he has developed a sharp skill for music content and film visualization. As Tips Industries branched out into film and music production, he has shouldered the responsibility for creation of the business. He is widely credited for delivering several blockbuster films and bringing together several leading artists for film projects. A difficult task for anybody in the industry, his deep network in the film fraternity is a source of strength for the Company. His experience spanning 41 years in the Media & Entertainment industry has helped him to develop key insights into the creative process and the craft of film making. He keeps a pulse of the ever changing dynamics of the audience which the Company keeps up with the latest trends. Over the years, Mr. Ramesh Taurani's contribution to the creation of the Company's film and music business has been immense.

I. BUSINESS AND MANAGEMENT OF THE COMPANY

Business Overview
 Tips Industries Limited was incorporated as an Unlisted Public Company under the provisions of the Companies Act, 1956 and was incorporated on dated June 5, 2009 bearing Registration Number: 193003 issued by the Registrar of Companies, Maharashtra, Mumbai.
 Prior to the Scheme of Arrangement and Demerger approved by Hon'ble NCLT, Mumbai Bench, our Company has not commenced any business operations. Pursuant to the Scheme becoming effective, the Film Business Division of Tips Industries Limited has been transferred and vested into our Company from the Appointed Date of the Scheme i.e. April 01, 2022.
 Pursuant to the vesting of aforesaid business of Tips Industries Limited in our Company our Scheme is now engaging in the business of Production and Distribution of films, web series and related content on various platforms. All films produced under the Tips banner were produced by Tips Industries Ltd. TFL is in the business of producing feature films and related content and films under production currently and we have experience of producing 33 Hindi films and 5 Punjabi films. TFL will own the copyrights to all these films and will monetize it appropriately in different mediums such as Satellite, OTT etc.
 The film library consists of super hit films such as Raja Hindustani, Raaz, Race, Agle Pehli Ghazab Kahani, Tere Naal Love Ho Gaya, Anar Partha among others. Our Firm, Legend of Bhagat Singh has won the National Award for Best Feature Film in Hindi. Periodically we release rights for these movies which generates license fee for the Company. Our aim is to scale up the movie production business and release 4 to 5 films a year. It is expected that a portfolio approach to film production will reduce volatility and enable us to generate a commensurate and sustainable return on capital employed by the Company. The business is well staffed and well capitalized to begin this journey. The Film Industry places great emphasis on relationships and our long history of over three decades of fair and transparent business practices has enabled us to build a deep network of relationships with artists and craftsmen in the industry. This will prove to be a great asset in our future endeavours.

Mr. Vinode Thomas
 Designation: Additional Director (Non-Executive Independent) DIN: 01893613
 Address: 1956, C. Dharma Sankar, TRL, Dny. Maju Bus Dept. Jogeshwar East, Mumbai - 400060
 Date of Birth and Age (years): 30/05/1970 (52 Years)
 Occupation: Business
 Term and period of directorship: Five Years w.e.f. June 1, 2022
 Experience: Mr. Thomas graduated with a Bachelor of Technology in Civil Engineering from the Indian Institute of Technology, Madras. Post that, he pursued his Master's in Business Administration in Finance from A.B. Freeman School of Business, Tulane University, USA. He has been a private equity investor since 2006, specializing in real estate.
 Directorship in other Companies: Hens Infrastructure and Property Developers Private Limited; Premier Charities Limited; Nandan Developers Private Limited

DETAILS OF KEY MANAGERIAL PERSONNEL OF THE COMPANY

Name	Designation
Mr. Kumar Taurani	Chairman & Executive Director
Mr. Ramesh Taurani	Managing Director
Mr. Ramesh Sedhani	Sr. VP-Finance
Mr. Vinil Bhanushali	Company Secretary

J. REASON FOR THE SCHEME OF ARRANGEMENT AND DEMERGER

TFL primarily operates in two business segments through separate business divisions: (i) Music Division and (ii) Film Division. This Scheme for the demerger and vesting of the Demerged Undertaking (as defined hereinafter) of TIL to TFL, results in the following benefits:

- The Demerged Undertaking and the Remaining Business have both achieved scale and experience to sustain business on the basis of their own strengths. Additionally, both businesses deal with different sets of industry dynamics in the form of nature of risks, competition, challenges, opportunities and business methods. Hence, segregation of the two undertakings would enable focused managements to explore the potential business opportunities and focus on their core business more effectively.
- Demerger will enable both TIL & TFL to enhance business operations by streamlining operations, cutting costs, more efficient management control and outlining independent growth strategies.
- Each undertaking will be able to target and attract new investors with specific knowledge, expertise and risk appetite corresponding to their businesses. Thus, each undertaking will have its own set of like-minded entities, thereby providing the necessary funding impetus to the long-term growth strategies of each business.
- Demerger will enhance efficiencies and will have different business interests into separate corporate entities, resulting in operational synergies, operational, focused management, streamlining and optimization of the group structure and efficient administration.
- Pursuant to the Scheme, the equity shares issued by the Resulting Company would be listed on BSE and NSE and will constitute the share of the Music Division and Film Division for the shareholders of the Demerged Company.

K. THE AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE LAST THREE FINANCIAL YEARS ARE AS FOLLOWS:

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Sales and Other Income	7338.85	(0.00)	(0.00)
Expenses	(5371.13)	(0.00)	(0.00)
Profit/(Loss) after tax	949.72	(0.00)	(0.00)
Equity Capital	0.00	5.00	5.00
Equity Share Capital (excluding)	432.29	0.00	0.00
Reserves and Surplus (including revaluation reserve)	6333.75	(4.97)	(4.97)
Minority Interest	(0.00)	(0.00)	(0.00)
Diluted earnings per share (Rs.)	16.89	(0.00)	(0.15)

L. Audited Financial Statements for the Financial Year Ended March 31, 2022

Opinion

Independent Auditor's Report
 To the Members of Tips Films Limited
 Report on the Audit of the Financial Statements
 Opinion
 We have audited the accompanying financial statements of Tips Films Limited ('the Company'), which comprise the Statement of Profit and Loss, Statement of Financial Position, Statement of Cash Flows for the year ended March 31, 2022, and the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'financial statements').
 In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('the Accounting Standards') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SA) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements included in our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

We draw attention to Note No. 28 (16) of the annual financial results which describes the Scheme of Arrangement. In respect of demerger of Film Production and Distribution business from Tips Industries Limited to Tips Films Limited, The annual financial statements have been drawn up in effect to the Scheme of Arrangement for the year ended March 31, 2022. Our report is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, based on information and explanation given to us, we have determined that there is no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon (Other Information)

The Company's Management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management and Board of Directors' Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the Company's financial position, performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management and Board of Directors are convinced that the Company is or was, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(b) of the Act, we are also responsible for expressing our opinion on whether the internal control is adequate in the financial statements with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention to our auditor's report to the related disclosures in the financial statements, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding what we require, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the

