



August 18, 2023

To,  
Listing Department  
**BSE Limited**  
P.J Towers, Dalal Street,  
Fort, Mumbai – 400 001

To,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E), Mumbai – 400 050

Scrip Code: **543614**

Symbol: **TIPSFILMS**

**Sub: Disclosure of Voting Results of 14<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the voting results in respect of the remote e-voting and e-voting at the AGM on the resolutions item No. 1 to 4 as per the Notice dated May 29, 2023 of 14<sup>th</sup> Annual General Meeting of the Company held on August 18, 2023.

A copy of the consolidated Scrutinizer's Report dated August 18, 2023 in respect of the e-voting is enclosed herewith.

Kindly take the above information on your record and acknowledge a receipt of the same.

Thanking you,

For **Tips Films Limited**

**Vinit K. Bhanushali**  
Company Secretary

*Encl: as above*

**TIPS FILMS LTD.**

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501, Durga Chambers, 5th Floor, Linking Road, Khar (West), Mumbai 400052  
Tel:022- 6643 1188 Email : info@tipsfilms.in Website : www.tipsfilms.in  
CIN: U74940MH2009PTC193028

Date of the AGM	18/08/2023
Total number of shareholders on record date	10590
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	-
Promoters and Promoter Group	-
Public	-
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group	5
Public	42

Sr. No.	Details of the Item	Resolution required (Ordinary / Special)	Passed with
1	Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2023.	Ordinary Resolution	Unanimously
2	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2023.	Ordinary Resolution	requisite majority
3	Re-appointment of Ms. Jaya Taurani (DIN: 08209186), who retires by rotation and being eligible, offers herself for re-appointment	Ordinary Resolution	requisite majority
4	Approval of Material Related Party Transactions with Tips Industries Limited.	Ordinary Resolution	requisite majority

## TIPS FILMS LTD.

501, Durga Chambers, 5th Floor, Linking Road, Khar (West), Mumbai 400052  
 Tel:022- 6643 1188 Email : info@tipsfilms.in Website : www.tipsfilms.in  
 CIN: U74940MH2009PTC193028

**FORM NO. MGT-13**

**Report of the Scrutiniser**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
Mr. Kumar S. Taurani,  
Chairman,  
14<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Tips Films Limited,  
Held on Friday, 18<sup>th</sup> August, 2023  
through video conferencing ('VC') or  
other audio-visual means ('OAVM').

Dear Sir,

**Sub: Voting Results and Scrutinizer's Report – 14th Annual General Meeting (AGM)**

1. I, CS Shirish Shetye, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of Tips Films Limited ("the Company") at its meeting held 29<sup>th</sup> May, 2023, for the purpose of scrutinising the remote e-voting and for conducting e-voting at the 14<sup>th</sup> Annual General Meeting ("14<sup>th</sup> AGM") and ascertaining the requisite majority on remote e-voting and e-voting at AGM, carried out as per the provisions of section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules, 2015 ("the Rules"), on the resolutions contained in the notice of the 14th AGM of the Equity Shareholders of the Company, held on 18<sup>th</sup> August, 2023 through video conferencing ('VC') or other audio-visual means ('OAVM').





2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means and video conferencing ('VC') or other audio-visual means ('OAVM') on the resolutions contained in the Notice of the 14<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutiniser for the e-voting is restricted to ensure that the voting process, both through the remote e-voting and e-voting at the meeting are conducted in a fair and transparent manner and to make a consolidated Scrutiniser's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorised agency to provide e-voting facilities.
  
3. The 14<sup>th</sup> AGM of the Company was held on Friday, 18<sup>th</sup> August, 2023 at 11.00 a.m. through Video Conferencing ('VC') or other audio visual means ('OSVM') and the voting for the resolutions was transacted as per the Notice convening the 14<sup>th</sup> AGM, which was only through remote electronic voting process and electronic voting during the 14<sup>th</sup> AGM in compliance with the applicable provisions of the Act (including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, the General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, the General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" and General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, the General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, the General Circular No. 19/2021 dated 8<sup>th</sup> December, 2021, the General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, the General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 10/2022 dated 28.12.2022 MCA in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR Regulations") read with Circular dated 12<sup>th</sup> May, 2020, Circular dated 13<sup>th</sup> May, 2022 and Circular dated 05<sup>th</sup> January, 2023 in relation to "Limited relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Circular").





4. Pursuant to the MCA and SEBI circulars, the Notice of the 14<sup>th</sup> AGM and the statement setting out material facts under section 102 of the Act in respect of the respective resolutions proposed at the 14<sup>th</sup> AGM, along with the Annual Report for financial year 2022-23, was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the 14<sup>th</sup> AGM had been uploaded on the website of the Company at [www.tipsfilms.in](http://www.tipsfilms.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the notice of the 14th AGM is also available on the website of CDSL (agency for providing the e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
5. Since the 14<sup>th</sup> AGM was held pursuant to MCA Circulars pertaining to holding of the meeting through VC or OAVM, physical attendance of the members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for the appointment of proxies by the members was also dispensed with.
6. The members attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Act.
7. Further to above, I submit my report as under:
  - (1) The Company has provided the e-voting facility through CDSL on their website [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.
  - (2) The notices were sent through email and they contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
  - (3) As prescribed in the said Rules, the Company has also published the advertisements on 21<sup>st</sup> July, 2023 and 27<sup>th</sup> July, 2023 and they carried the required information as specified in the said rules.



- (4) The Members holding shares or beneficial interest in the shares, as on 11<sup>th</sup> August, 2023, ("cut-off date"), were entitled to vote on the resolutions stated in the Notice of the 14<sup>th</sup> AGM of the Company.
- (5) The e-voting was commenced from August 15, 2023 (9.00 a.m.) and ended on August 17, 2023 (5.00 p.m.) and CDSL e-voting platform was blocked in due time. After the closure of the voting at the 14<sup>th</sup> AGM the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinised.
- (6) The votes cast under remote e-voting facility were unblocked on 18<sup>th</sup> August, 2023, in the presence of two witnesses, who are not in the employment of the Company.
- (7) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the respective Resolution.
- (8) Thereafter, the details containing, inter alia, list of Equity Shareholder, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>. The result of the e-voting exercised and the votes casted through electronic voting at the 14<sup>th</sup>AGM is as under:

**Item No. 1 – as an Ordinary Resolution:** - To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	62	16,68,259	100.00
E-Voting at the AGM	2	8	0.00
Total	64	16,68,267	100.00







(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
E-Voting at the AGM	0	0	0
Total	0	0	0

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0

**Item No. 2 – as an Ordinary Resolution:** - To declare dividend on equity shares for the financial year ended March 31, 2023.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	61	16,67,557	99.96
E-Voting at the AGM	2	8	0.00
Total	63	16,67,565	99.96

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	1	702	0.04
E-Voting at the AGM	0	0	0.00
Total	1	702	0.04



(iii) Invalid Votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0

**Item No. 3 – as an Ordinary Resolution:** - To appoint a director in place of Ms. Jaya Taurani (DIN: 08209186), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	59	1,68,886	92.62
E-Voting at the AGM	2	8	0.00
Total	61	1,68,894	92.62

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	1	13,451	7.38
E-Voting at the AGM	0	0	0.00
Total	1	13,451	7.38

(iii) Invalid Votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0





**Item No. 4 – as an Ordinary Resolution:** - Approval of Material Related Party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Tips Industries Limited for the FY 2023-24.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	58	1,80,809	99.16
E-Voting at the AGM	2	8	0
Total	60	1,80,817	99.16

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	1,528	0.84
E-Voting at the AGM	0	0	0
Total	2	1,528	0.84

(iii) Invalid Votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0

You may accordingly declare the result of the voting by remote e-voting and through electronic voting at the meeting.





9. The Register, all other electronic data and relevant records relating to electronic voting have been handed over to the Company Secretary of the Company for safe keeping.

10. The above-mentioned resolutions are deemed to be passed as on the date of the 14<sup>th</sup> AGM.

Thanking you,

For SAV & Associates LLP  
Practising Company Secretaries



CS Shirish Shetye

Designated Partner

FCS- 1926 CP-825

Scrutiniser for remote e-voting and  
electronic voting at AGM

**UDIN: F001926E000819864**

Place: Thane

Date: 18<sup>th</sup> August 2023

Witness:

Countersigned and received the report

1. CS Aparna Joshi

**VINIT KISHOR**  
**BHANUSHALI**

Digitally signed by

VINIT KISHOR

BHANUSHALI

Date: 2023.08.18

15:13:28 +05'30'

Vinit Bhanushali

Company Secretary

2. Neeta Shetty

[Home](#)[Validate](#)**Resolution (1)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2023.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3241116	1485922	45.8460	1485922	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1485922</b>	<b>45.8460</b>	<b>1485922</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	3697	1528	41.3308	1528	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1528</b>	<b>41.3308</b>	<b>1528</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	1078073	180809	16.7715	180809	0	100.0000	0.0000
	Poll		8	0.0007	8	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>180817</b>	<b>16.7722</b>	<b>180817</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>4322886</b>	<b>1668267</b>	<b>38.5915</b>	<b>1668267</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend on Equity Shares for the financial year ended March 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3241116	1485922	45.8460	1485922	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>3241116</b>	<b>1485922</b>	<b>45.8460</b>	<b>1485922</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3697	1528	41.3308	1528	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>3697</b>	<b>1528</b>	<b>41.3308</b>	<b>1528</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	1078073	180809	16.7715	180107	702	99.6117	0.3883
	Poll		8	0.0007	8	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1078073</b>	<b>180817</b>	<b>16.7722</b>	<b>180115</b>	<b>702</b>	<b>99.6118</b>
<b>Total</b>		<b>4322886</b>	<b>1668267</b>	<b>38.5915</b>	<b>1667565</b>	<b>702</b>	<b>99.9579</b>	<b>0.0421</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

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Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Re-appointment of Ms. Jaya Taurani (DIN: 08209186), who retires by rotation and being eligible, offers herself for re-appointment.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3241116	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		3241116	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	3697	1528	41.3308	1528	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		3697	1528	41.3308	1528	0	100.0000
Public- Non Institutions	E-Voting	1078073	180809	16.7715	167358	13451	92.5607	7.4393
	Poll		8	0.0007	8	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1078073	180817	16.7722	167366	13451	92.5610
<b>Total</b>		4322886	182345	4.2181	168894	13451	92.6233	7.3767
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions with Tips Industries Limited.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	3241116	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>3241116</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		1528	41.3308	0	1528	0.0000	100.0000
	Poll	3697	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>3697</b>	<b>1528</b>	<b>41.3308</b>	<b>0</b>	<b>1528</b>	<b>0.0000</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting		180809	16.7715	180809	0	100.0000	0.0000
	Poll	1078073	8	0.0007	8	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1078073</b>	<b>180817</b>	<b>16.7722</b>	<b>180817</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>4322886</b>	<b>182345</b>	<b>4.2181</b>	<b>180817</b>	<b>1528</b>	<b>99.1620</b>	<b>0.8380</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0