



TIPS FILMS LIMITED

CIN: U74940MH2009PTC193028

Registered Office: 501, Durga Chambers, 5th Floor, 278/E, Linking Road, Khar (West), Mumbai – 400052, Maharashtra, India.

Tel: + 91 22 6643 1188;

Email: info@tipsfilms.in; **Website:** <https://tipsfilms.in>

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

NOTICE is hereby given to the Members of Tips Films Limited (“the Company”) that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“**the Act**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 9/2023 dated 25th September 2023 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”), as amended and pursuant to other applicable laws and regulations, resolutions as set out in this Postal Ballot Notice (“**Notice**”), are proposed to be passed by the members of Tips Films Limited (“**the Company**”) through postal ballot (“**Postal Ballot**”) only by way of remote e-voting (“**remote e-Voting**”) facility.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Companies Act pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration and forms part of this Postal Ballot Notice (“**Notice**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/RTA/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead

of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depositories Services (India) Limited (“**CDSL**”), for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Monday, September 30, 2024 . The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors of the Company has appointed Mr. Shirish Shetye, (FCS: 1926), or failing him Ms. Aparna Joshi (FCS 7172), Designated Partner of M/s. SAV & Associates LLP as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

The results shall be declared on or before Thursday, October 03, 2024 and communicated to BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) (together the “**Stock Exchanges**”) and Central Depository Services (India) Limited (“**CDSL**”).

SPECIAL BUSINESS:

ITEM NO. 1:

APPROVAL FOR INCREASING THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier special resolution passed by the members of the Company at the 13th Annual General Meeting held on Tuesday, December 27, 2022 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) applicable regulations framed by Securities Exchange Board of India, read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (“**the Board**”) to borrow all such sums of money from time to time, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance as they may deem requisite for the purpose of the business of the Company, notwithstanding

that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (other than temporary loans from the Company's bankers) and outstanding at any point of time shall not exceed a sum of INR 400 Crore (Rupees Four Hundred Crore Only) plus the paid-up capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT subject to the provisions of the Act, the Rules made thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit under any law for the time being in force. .

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) be and are hereby authorized to do all such acts deeds, matters and things to execute all such documents, instruments and writings as may be required and to delegate all or any of the power herein conferred to any Committee of Director or the Managing Director or any other Director or any other officer(s) of the Company or any other person(s) to give effect to this Resolution.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly."

ITEM NO. 2:

CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in supersession of the special resolution passed by the members of the Company at the 13th Annual General Meeting held on Tuesday, December 27, 2022 and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) applicable regulations framed by Securities Exchange Board of India, read with rules or regulations framed thereunder, enabling

provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (“the Board”) to hypothecate/mortgage/ pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ agents, trustees for securing any loans of the Company together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a Committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/ writing/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to hypothecate/mortgage/pledge and/or create of Charge on movable and immovable properties of the Company, both present and future as aforesaid.”

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly.”

ITEM NO. 3:

APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DIRECTORS CUM PROMOTERS AND PROMOTER GROUP

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

“**RESOLVED THAT** pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactment thereof for the time being in force and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table(s) forming part of the explanatory statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or any other transactions of whatever nature, during the financial year 2024-2025 which is valid upto the date of the next Annual General Meeting of the Company for a period

of not exceeding 15 months, individually and/or in the aggregate upto an amount not exceeding INR 400 crores in a financial year, provided however, that the said contracts/ arrangements/ transactions shall be carried out on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

Place: Mumbai

Date: August 30, 2024

Registered Office:

501, Durga Chambers, Linking Road,
Khar (West), Mumbai 400 052

CIN: U74940MH2009PTC193028

Tel: +91 22 66431188

Email: cs@tipsfilms.in

Website: <https://tipsfilms.in>

By Order of the Board

For Tips Films Limited

Dharmesh Navdhare

Company Secretary

Membership no: A68397

Notes:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act stating all material facts and the reasons for the proposal is annexed herewith.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on August 23, 2024 ("**Cut-off date**"). The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding).
3. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://tipsfilms.in>, websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") at <https://www.bseindia.com> and National Stock Exchange of India Limited ("**NSE**") at <https://www.nseindia.com> and on the website of Central Depository Services (India) Limited ("**CDSL**") at <https://www.evotingindia.com>.
4. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through remote e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

The Company hereby requests all its members to register their email address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

5. In compliance with the provisions of Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.
6. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on August 23, 2024 will be considered for the purpose of voting
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on August 23, 2024 being the cut-off date fixed for the purpose. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. A shareholder cannot exercise his vote by proxy on Postal Ballot.

9. The Board of Directors has appointed Mr. Shirish Shetye (FCS 1926) or failing him Ms. Aparna Joshi (FCS 7172) Designated Partner of M/s. SAV & Associates LLP, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman or any other person authorised by him after the completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot through the e-voting process will be announced on or before Thursday, October 03, 2024 and will also be displayed along with the Scrutinizer's Report on the website of the Company <https://tipsfilms.in> , besides being communicated to the Stock Exchanges and CDSL.
11. The resolution, if passed by the requisite majority shall be deemed to have been passed on September 30, 2024 i.e., the last date specified for receipt votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.
13. **The instructions of shareholders for remote e-voting:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 01, 2024 at 9:00 a.m. (IST) and ends on September 30, 2024 at 5:00 p.m. (IST) (both days inclusive). During this period shareholders' of the Company, holding shares, as on the cut-off date (record date) of August 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service</p>

their Depository Participants (DP)	provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the EVSN for the relevant TIPS FILMS LIMITED on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email csshirish@savllp.in and to the Company at the email address viz; cs@tipsfilms.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Members vide special resolution passed at the 13th Annual General Meeting held on Tuesday, December 27, 2022 had enhanced the borrowing power of the Company under section 180(1)(c) of the Companies Act, 2013 upto INR 200 crore apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business of the Company. Considering the business requirements / projects of the Company, it is proposed to increase the borrowing limits from INR 200 crore to INR 400 crore over and above the paid-up capital, free reserves and securities premium of the Company in terms of provisions of section 180(1)(c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this Resolution.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special Resolution set out in Item No 1 for approval of the Members.

ITEM NO. 2:

The members vide special resolution passed at the 13th Annual General Meeting held on Tuesday, December 27, 2022 pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 empowered the Board to create mortgage and/or charge and/ or hypothecations on all or any of the movable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company, within the overall ceiling prescribed by the members of the Company in terms of section 180(1)(c) of the Companies Act, 2013.

As the borrowing limit of section 180(1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ agents, trustees for securing any loans of the Company together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this Resolution.

The Board recommends passing of the Special Resolution set out in Item No 2 for approval of the Members.

ITEM NO. 3:

Your Company is in the business of production and distribution of films, web-series and related content on various platform.

In line with the above objective, the Company has been entering into various business transactions with the related parties in the ordinary course of business and at arms' length basis.

Pursuant to the provisions of section 188 of the Companies Act, 2013 read with the Companies Rules, 2014, the related party transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said rules.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), mandates prior approval of the Shareholders through Ordinary Resolution for all material related party transactions.

For this purpose, a transaction with a Related Party shall be considered material, if such transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1000 crores or 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company, whichever is lower.

Accordingly, the related party transaction as approved by the Audit Committee and approved by the Board of Directors are hereby placed before the shareholders for their approval by way of Ordinary Resolution.

SN	Description	Details
1	Details of Summary of information provided by the management to the Audit Committee	
a	Name of the Related Party	1- Kumar S. Taurani 2- Ramesh S. Taurani 3- Varsha R. Taurani 4- Renu K. Taurani
b	Nature of relationship	Director and Promoter and Promoter Group
	Name of the director or key managerial personnel who is related, if any and nature of relationship	1- Kumar S. Taurani – Director and Promoter 2- Ramesh S. Taurani – Director and Promoter 3- Varsha R. Taurani – Promoter Group 4- Renu K. Taurani – Promoter Group

c	Tenure of the proposed transaction	Financial year 2024-2025 which is valid upto the date of the next Annual General Meeting of the Company for a period of not exceeding 15 months
d	Nature, material terms and particulars of proposed transaction	sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or any other transactions.
e	Value of Transaction	Up to INR 400 Crore
f	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	504.82%
2	Justification for the transaction	<p>Your Company is in the business of production and distribution of films, web-series and related content on various platform.</p> <p>In view of above objective, the Company has been entering into various business transactions with the related parties in the ordinary course of business and at arms' length basis.</p>
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Not Applicable	
a	details of the source of funds in connection with the proposed transaction	Not Applicable
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	A copy of the valuation or other external report, if any, such report has been relied upon	

5	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forms a part of this Notice.
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Pursuant to Regulation 23 of SEBI Listing Regulation, all entities falling under the definition “Related Party” shall abstain from voting in respect of the resolution proposed at item no. 3 of the notice, irrespective of whether the entity is a party to the particular transaction or not. Accordingly, the promoters and promoter group will not participate in the voting.

Except promoters and Promoter Group, directors (Mr. Kumar S. Taurani, Mr. Ramesh S. Taurani and Ms. Jaya R. Taurani) and their relatives, none of the other directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

Place: Mumbai
Date: August 30, 2024

Registered Office:
501, Durga Chambers, Linking Road,
Khar (West), Mumbai 400 052
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Tel: +91 22 66431188
Email: cs@tipsfilms.in
Website: https://tipsfilms.in

By Order of the Board
For Tips Films Limited

Dharmesh Navdhare
Company Secretary
Membership no: A68397