



November 28, 2025

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**

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated November 21, 2025, along with an explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“e-voting”) for the following special business.

Sr. No	Agenda Item	Type of Resolution
1	Appointment of Mr. Rahul B. Mehta (DIN: 05354401) as an Independent Director of the Company.	Special Resolution

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/register of beneficial owners, as on Friday, November 21, 2025 (“Cut-Off”), received from Depositories and whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of CDSL for the purpose of providing an e-voting facility to all its members. The remote e-voting will commence from Saturday, November 29, 2025, at 09.00 a.m. (IST) and end on Sunday, December 28, 2025, at 05.00 p.m. (IST). The result of the Postal Ballot will be announced on or before Monday, December 29, 2025.

You are requested to kindly take the same on record.

Thanking you,

For **Tips Films Limited**

Dharmesh Navdhare
Company Secretary & Compliance Officer

TIPS FILMS LIMITED

501, Durga Chambers, 5th Floor, Linking Road, Khar (West), Mumbai - 400 052.
Tel.: +91-22-6643 1188, Email : info@tipsfilms.in, Website : www.tipsfilms.in
CIN : L74940MH2009PLC193028



TIPS FILMS LIMITED

CIN: L74940MH2009PLC193028

Registered Office: 501, Durga Chambers, 5th Floor, 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, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, 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 resolution 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 a 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 a 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 December 28, 2025. 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 December 29, 2025, 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:

APPOINTMENT OF MR. RAHUL B. MEHTA (DIN: 05354401) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), or reenactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the provisions of Article of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Mr. Rahul B. Mehta (DIN: 05354401), who was appointed as an Additional Director, designated as Independent Director of the Company by the Board of Directors with effect from October 03, 2025 in terms of section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing

Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of a Director, as an Independent Director of the Company to hold office for a first term of 5 (five) consecutive years commencing from October 03, 2025 and he shall not be liable to retire by rotation.

Place: Mumbai

Date: November 21, 2025

Registered Office:

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

CIN: L74940MH2009PLC193028

Tel: +91 22 66431188

Email: cs@tipsfilms.in

Website: <https://tipsfilms.in>

By Order of the Board

For Tips Films Limited

Sd/-

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 November 21, 2025, (“**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 initiatives 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 a 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. 12 of this Notice.
6. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on November 21, 2025, 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 November 21, 2025, 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. The voting period begins on November 29, 2025, at 9:00 a.m. (IST) and ends on December 28, 2025, at 5:00 p.m. (IST) (both days inclusive).

8. A shareholder cannot exercise his vote by proxy on a 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 a 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 December 29, 2025, 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 December 28, 2025, i.e., the last date specified for receipt of votes through the e-voting process.
12. **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 November 29, 2025, at 9:00 a.m. (IST) and ends on December 28, 2025, 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 November 21, 2025, 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 a 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 facilities 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 the e-Voting facility.

Pursuant to the 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.

	<p>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> <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>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.nsdl.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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.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.nsdl.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>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 the 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.
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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 21 09911.

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

ITEM NO. 1:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Rahul B. Mehta (DIN: 05354401) as an Additional Director of the Company and also as an Independent Director not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from October 03, 2025, subject to approval by the Members.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Rahul B. Mehta shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Rahul B. Mehta is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Rahul B. Mehta are provided as an Annexure to this Notice

Mr. Rahul B. Mehta has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Rahul B. Mehta is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the Management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Rahul B. Mehta on the Board of the Company, and accordingly the Board recommends the appointment of Mr. Rahul B. Mehta as an Independent Director, as proposed in the Special Resolution set out at item No. 1 of the accompanying Notice for approval by the Members.

Additional Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India about the Director is provided in Annexure A.

Except for Mr. Rahul B. Mehta and/or his relatives, no other director, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Place: Mumbai

Date: November 21, 2025

Registered Office:

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

CIN: L74940MH2009PLC193028

Tel: +91 22 66431188

Email: cs@tipsfilms.in

Website: <https://tipsfilms.in>

By Order of the Board

For Tips Films Limited

Sd/-

Dharmesh Navdhare

Company Secretary

Membership no: A68397

ANNEXURE A TO NOTICE

Additional Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India:

Name of Director	Mr. Rahul B. Mehta
DIN	05354401
Date of Birth / Age	28-02-1978 / 47 years
Nationality	Indian
Qualification & Expertise in specific functional areas	<p>Mr. Rahul B. Mehta, 47 years, has a diverse experience across investment management, corporate advisory, and business operations. Most recently, he served as a Chief Business Officer at Powerbank (Shuchi Anant Virya Pvt. Ltd.), leading an EV charging infrastructure company backed by Fourth Partner Energy and Lithium Energy.</p> <p>Previously, Rahul Mehta worked as an Investment Professional with IL&FS Investment Managers Limited (listed AMCs, then the largest FDI funds), managing investment (viz IIRF Realty Fund US\$525mn and IIRF Realty Fund II US\$895mn) in PAN India projects across assets classes through the FDI route. He also ran his own advisory practice, specializing in fund recovery through arbitration/litigation for various FDI investors.</p> <p>He began his career with GE Capital (Genpact) as a Six Sigma consultant, driving process excellence for leading corporates like Reliance Industries, ICICI Bank, Hindalco, and Hinduja Hospital.</p>
Date of Appointment as Director of the Company	October 03, 2025
Relationship between Directors inter-se	Nil
Shareholding in the Company	Nil

Directorships held in other Public Companies (incl. Listed Companies) (excluding Foreign, private and Section 8 Companies)	Nil
Memberships / Chairmanships of Committees of other public Companies (Incl. Listed Companies) (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Name of Listed entities from which the person has resigned in the past three years	Nil
Terms and Conditions of appointment/ reappointment	Appointment as an Independent Director for a first term of five consecutive years with effect October 03, 2025. Not liable to retire by rotation.
Details of Remuneration sought to be paid	He shall be paid a sitting fee for attending meetings of the Board or Committees thereof.

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