



October 31, 2024

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: **532375**

Symbol: **TIPSMUSIC**

Dear Sir/ Ma'am,

Sub: Postal Ballot Notice for appointment of Non-Executive Independent Director of the Company

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice dated October 16, 2024 with the Explanatory Statement, seeking approval of the Members, by way of Special Resolution, for the appointment of Mr. Chandrashekar Ponnuswamy (DIN: 07925188) as Non-Executive Independent Director of the Company.

The Postal Ballot Notice is being sent to all the Members, whose name appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent /Depository Participants as on Friday, October 25, 2024 (Cut-off Date) through electronic mode only.

The Company has engaged the services of Central Depositories Services (India) Limited, for facilitating remote e-voting to enable the Members to cast their votes electronically. The detailed procedure for remote e-voting is given in the Notice of Postal Ballot. The remote e-voting period commences from 9:00 a.m. (IST) on Saturday, November 2, 2024 and ends at 5:00 p.m. (IST) on Sunday, December 1, 2024. The results of the voting by postal ballot will be announced on or before Tuesday, December 3, 2024.

Please take the above information on record.

TIPS MUSIC LIMITED
(Formerly known as Tips Industries Limited)

601, Durga Chambers, 6th Floor, Linking Road, Khar (West), Mumbai - 400 052.

Tel.: +91-22-6643 1188, Email: info@tips.in, Website: www.tips.in

CIN : L92120MH1996PLC099359



Thanking You,

For TIPS MUSIC LIMITED

(Formerly known as Tips Industries Limited)

Bijal R. Patel

Company Secretary

Encl: a/a

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(Formerly known as Tips Industries Limited)

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TIPS MUSIC LIMITED

(Formerly Known as Tips Industries Limited)

CIN: L92120MH1996PLC099359

Registered Office: 601, Durga Chambers, 6th Floor, Linking Road, Khar (West), Mumbai – 400 052, Maharashtra, India.

Tel: +91 22 6643 1188; **Email:** info@tips.in; **Website:** www.tips.in

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Saturday, November 2, 2024 at 9:00 a.m. (IST)	Sunday, December 1, 2024 at 5:00 p.m. (IST)

Dear Shareholders,

Notice is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of Companies Act, 2013 (**‘the Act’**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘the Rules’**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as **‘the Circulars’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR Regulations’**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**‘SS-2’**), as amended, and any other applicable law, rules and regulations, that the Special Resolution appended below for the appointment of Mr. Chandrashekar Ponnuswamy (DIN: 07925188) as Non-Executive Independent Director on the Board of Tips Music Limited (Formerly Known as Tips Industries Limited) (**‘the Company’**) is proposed for approval of the shareholders of the Company through Postal Ballot, only by way of remote e-voting (**‘e-voting’**) process.

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out all material facts and reasons thereof is annexed hereto for your consideration and forms part of this Postal Ballot Notice (**‘Notice’**).

In compliance with the aforesaid Circulars, this Notice is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Share Transfer Agent (**‘RTA’**) / Depository Participants (DPs). 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 process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the 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 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 Sunday, December 1, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company, at its meeting held on Wednesday, October 16, 2024 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 for conducting the Postal Ballot, through remote e-voting process, in a fair and transparent manner.

The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced on or before Tuesday, December 3, 2024.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tips.in and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') (together the 'Stock Exchanges').

The resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting, i.e., Sunday, December 1, 2024.

SPECIAL BUSINESS:

Item No. 1:

Appointment of Mr. Chandrashekar Ponnuswamy (DIN: 07925188) as Non-Executive Independent Director of the Company to hold office for a period of five consecutive years from October 16, 2024.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI LODR Regulations'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Chandrashekar Ponnuswamy (DIN: 07925188), who was appointed as an Additional Director designated as Non-Executive Independent Director with effect from October 16, 2024 under Section 161 of the Act, and who has

submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act from a shareholder of the Company proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years effective from October 16, 2024.

RESOLVED FURTHER THAT Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters concerned or incidental thereto.”

Place: Mumbai
Date: October 16, 2024

By Order of the Board of Directors
For **TIPS MUSIC LIMITED**
(Formerly Known as Tips Industries Limited)

Registered Office:
601, Durga Chambers, Linking Road,
Khar (West), Mumbai 400 052
CIN: L92120MH1996PLC099359
Tel: +91 22 66431188
Email: bijal@tips.in
Website: <https://tips.in>

Bijal R. Patel
Company Secretary
Membership No.: A30140

NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rules thereto, in respect of business to be transacted as mentioned in this notice, and the relevant details of the Director as required by Regulation 36(3) of SEBI LODR Regulations and the SS - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and Circulars, this notice is being sent only by email to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent /Depository Participants and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, October 25, 2024 (**‘Cut-Off Date’**). Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.

Shareholders may please note that this Notice will also be available on the Company’s website at <https://tips.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>.

Procedure for registering the email address and obtaining the Notice and remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of

shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form) are as below:

- (i) Those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) Shareholder holding shares in demat form can get their e-mail address registered by contacting their respective Depository Participant.
 - b) Shareholder holding shares in physical form may register their email address by sending the duly filled Form ISR-1 available on the Company's website and on the website of Link Intime India Private Limited, Registrar & Transfer Agent ('RTA') along with relevant enclosures to the Company's RTA, Link Intime India Private Limited at C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400 083.
 - (ii) Shareholder who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant, in case of shares held in electronic form, or by contacting RTA, in case the shares are held in physical form.
3. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, SS-2 and the 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. 10 of this Notice.
 4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, October 25, 2024 ('**cut-off date**'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as of the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as of the cut-off date should treat this Notice for information purpose only.
 5. The vote in this Postal Ballot cannot be exercised through proxy.
 6. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced on or before Tuesday, December 3, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
 7. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tips.in and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') (together the '**Stock Exchanges**').
 8. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Sunday, December 1, 2024.

9. 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 this Notice until the last date for receipt of votes by Postal Ballot/e-voting.

10. **Voting Through Electronic Means:**

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 Saturday, November 2, 2024 at 9:00 a.m. (IST) and ends on Sunday, December 1, 2024 at 5:00 p.m. (IST) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, October 25, 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 December 9, 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' resolutions. 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 cdsl 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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

	<p>“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 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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) <ul style="list-style-type: none"> • 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 resolutions 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 resolutions contained in this Notice.
- (viii) Click on the EVSN – **241030001** of the Company 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 “RESOLUTIONS 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 or to the Company at the email address viz; bijal@tips.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

In compliance with the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI LODR Regulations'), the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, had appointed Mr. Chandrashekar Ponnuswamy (DIN: 07925188) as an Additional Director designated as Non-Executive Independent Director of the Company, for a term of five consecutive years from October 16, 2024, not liable to retire by rotation. His appointment is subject to the approval of Shareholders of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations. In terms of Regulation 25(8) of SEBI LODR Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. P Chandrashekar has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. The Company has received a notice pursuant to Section 160 of the Act from a Member proposing his candidature for the office of a Director.

The detailed profile and specific expertise of Mr. P Chandrashekar as required under Regulation 36(3) of SEBI LODR Regulations and SS-2 are provided in Annexure - A of this Notice.

The Nomination and Remuneration Committee ('NRC') has considered his diverse skills, integrity, accounting and finance experience, leadership capabilities, strategic planning, risk management and vast business expertise and experience, among others, as being key requirements for this role. In the opinion of the Board, Mr. P Chandrashekar fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI LODR Regulations. The NRC and the Board considers that given the skills, integrity, expertise and experience, the continued association of Mr. P Chandrashekar would be of immense benefit to the Company, and it is desirable to appoint him as a Non-Executive Independent Director of the Company for a term upto five consecutive years commencing from October 16, 2024.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the Members of the Company.

Other than Mr. P Chandrashekar, to whom the resolution relates and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 1 of this Notice.

Place: Mumbai
Date: October 16, 2024

By Order of the Board of Directors
For **TIPS MUSIC LIMITED**
(Formerly Known as Tips Industries Limited)

Registered Office:

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

CIN: L92120MH1996PLC099359

Tel: +91 22 66431188

Email: bijal@tips.in

Website: <https://tips.in>

Bijal R. Patel

Company Secretary

Membership No.: A30140

DETAILS OF DIRECTOR BEING APPOINTED PURSUANT TO SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AND REGULATION 36 OF THE SEBI LODR REGULATIONS, 2015

Name of Director	Mr. Chandrashekar Ponnuswamy
Director Identification Number (DIN)	07925188
Date of Birth / Age	September 29, 1961 / 63 Years
Qualification	He holds Bachelor's degree in commerce from R. A. Podar College of Commerce and Economics, Mumbai and MMS from Narsee Monjee Institute of Management, Mumbai.
Expertise in specific functional areas and Resume / Profile	<p>He has rich and varied experience of more than 43 years as a Business Professional with a strong grounding in Finance. He worked with Multinationals and Indian Business Houses and handled several dimensions of business i.e. Setting up new ventures; Mergers and Acquisitions; Scaling up Businesses, turning around Businesses, setting up Systems and Processes; Implementing ERPs; Mobilizing resources, both Debt and Equity and dealing with Private Equity investors.</p> <p>Mr. P Chandrashekar started his career in 1983 with Bharat Bijlee Ltd as Cost and Management Account. He then joined Jumbo Group, Dubai. He was involved in acquisition of Companies in India and advising on acquisition opportunities and business performance of the Group Companies.</p> <p>Later on, he moved to RPG Group and worked with CEAT Ltd. to set up a Consumer Electronics project in collaboration with a Korean Company and Fujitsu ICIM Ltd. as the Financial controller.</p> <p>He has also worked with DHL India – a Division of Airfreight Ltd, Coca Cola India and RK Foodland Ltd in the capacity of Chief Financial Officer. He was a President Finance in Alliance Tire Group and Polycab Wires Pvt. Ltd.</p> <p>He was an Executive Director in Runwal Group in which he helped the Company increase sales, built a strong Management Team, saved construction cost, and was</p>

	involved in getting a Private Equity player investing in the Company. He is the founder of Crescentia Strategists Inc., a Business Transformation Consulting Organisation.
Date of first appointment on the Board	October 16, 2024, subject to the approval of the Shareholders of the Company
Terms and conditions of appointment	Appointment as a Non-Executive Independent Director for a period of five years with effect from October 16, 2024, not liable to retire by rotation.
Shareholding in the Company as on the date of Postal Ballot notice (self and beneficial basis only)	NIL
Details of remuneration last drawn (up to the date of this Notice)	Sitting fees of Rs. 2,00,000 for attending Board and Committee Meetings held since his appointment.
Details of remuneration sought to be paid	Sitting Fees for attending Board and Committee Meetings
Inter-se relationships between Directors and Key Managerial Personnel	Mr. P Chandrashekar is not related to any other Directors and Key Managerial Personnel of the Company.
Number of Meetings of Board attended during 2024-25 (up to the date of this Notice)	One i.e. October 16, 2024
Membership / Chairmanship of the Committee(s) of Board of Directors of the Company as on the date of Postal Ballot notice	<ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee - Member
Directorship in other companies as on the date of this Notice	<ul style="list-style-type: none"> • Livint Green Technologies Limited • Saahas -An Initiative for Women by Women
Membership / Chairmanship of Committees in other companies as on the date of this Notice	NIL
Listed companies from which he has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	For detail, please refer to the explanatory statement forming part of this Notice