



THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

CIN: U92490MH2013PLC352652

Policy for Identification of 'Material' Group Companies

In terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), "group companies", wherever they occur, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the last three fiscal years as covered under the applicable accounting standards, and also other companies as considered material by the board of the Company;

In this regard, group companies of the Issuer ("**Group Companies**"), shall be companies as covered under the applicable accounting standards, being Accounting Standard 18, and also other companies as considered “material” by the Board.

For the purpose of disclosure in Offer Documents, a company shall be considered material and will be disclosed as a „GroupCompany“ if:

- the Company has entered into one or more related party transactions with such company in the previous three fiscal years; and
- any other entity considered material by the Company.

Accordingly, none of the Companies qualify the above-mentioned criteria and therefore no such companies shall be considered as material and shall be disclosed as „Group Companies“ in the Offer Documents.

For avoidance of doubt, it is clarified that direct or indirect subsidiaries of the Issuer shall not be considered as „group companies“ for the purpose of disclosure in the Offer Documents.

In this Policy the term :

1. Issuer/Company means Thinking Hats Entertainment Solutions Limited.
2. Promoter Group means Promoter Group of Thinking Hats Entertainment Solutions Limited.
3. Offer Documents means the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.