



SCRUTINIZER'S REPORT

To

The Chairman of the 12th Annual General Meeting of **Thinking Hats Entertainment Solutions Limited** (CIN L92490MH2013PLC352652), held on Wednesday, September 17, 2025 at 3.00 P.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

Sub: Scrutinizer's Report on voting through remote e-voting including e-voting at the 12th Annual General Meeting of Thinking Hats Entertainment Solutions Limited held on Wednesday, September 17, 2025 at 3.00 P.M.

I, Md. Shahnawaz, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Thinking Hats Entertainment Solutions Limited (the Company) to scrutinize the remote e-voting (e-voting) including e-voting process at the 12th Annual General Meeting (AGM) of the Company, held on Wednesday, September 17, 2025 at 3.00 p.m. through Video Conferencing (V.C) / Other Audio Visual Means (OAVM), pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, and the circulars issued from time to time by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI) permitting the holding of the AGM through VC / OAVM facility, without the physical presence of the Members at a common venue. General Circular no. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 read along with other connected circulars issued from time to time in this regard (collectively the 'MCA Circulars'), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), to pass the following resolution as contained in the Notice of AGM dated August 21, 2025.

Dispatch of Notice

The Annual Report 2025, containing Standalone financial Statements and other reports along with the AGM Notice dated August 21, 2025 (hereinafter referred as Notice of AGM), were sent through electronic mode to those members whose e-mail IDs were registered with the Company or depository, as the case may be. The electronic transmission of Annual Report was completed on August 25, 2025

Cut-off date

The shareholders of the Company holding shares as on the "cut-off" date, i.e., Wednesday September 10, 2025, were entitled to vote on the resolutions set out at item nos. 1 to 5 of the Notice of the AGM.

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the 2013 Act and the rules made thereunder; and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"), relating to e-voting on the resolutions contained in the Notice of the AGM.



Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to ensure that the voting process, both remote e-voting and e-voting at / during the AGM are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL).

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

A. Relating to E-Voting

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., Wednesday, September 10, 2025, were entitled to vote on the resolutions as contained in the Notice of the AGM.
3. The voting period for remote e-voting commenced 9.00 a.m. on Sunday, September 14, 2025 and ended at 5.00 p.m. on Tuesday, September 16, 2025, and the NSDL e-voting platform was blocked thereafter.
4. After the closure of period for remote e-voting and before the start of AGM, the details relating to members who have cast votes through remote e-voting, but not the manner in which they have cast their votes, were accessed.

B. Relating to e-voting at AGM

1. The Chairman informed the shareholders present at the AGM through VC that they can vote on resolution as contained in Notice of AGM using e-voting facility provided by NSDL during the AGM.
2. Only those members who were present at the AGM through VC and who had not voted earlier through remote e-voting were allowed to cast their votes through e-voting system during the AGM.
3. The shareholders of the Company holding shares as on the "cut-off" date, i.e., Wednesday, September 10, 2025, were entitled to vote on the resolutions as contained in the Notice of the AGM at the AGM.

C. Result of remote e-voting including e-voting at AGM are as under:

1. The votes cast through remote e-voting including e-voting during AGM were unblocked after the conclusion of AGM in presence of two witnesses who are not in the employment of the Company.



2. The details of the voting by the members, who voted "For" or "Against" through e-voting were diligently scrutinized.
3. The results of voting are as under:

ORDINARY BUSINESS

Resolution 1: Ordinary Resolution

Receive, consider and adopt the Audited Financial Statements (including Audited Financial Statements) of the Company for the Financial Year ended 31st March, 2025 and the Reports of Board of Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	57,37,500	Nil	57,37,500
% of total no. of valid vote cast	100%	Nil	100%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) **Invalid** Votes:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Rajesh Bhardwaj (DIN: 02590002), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

Voted in **favour** of the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	57,37,500	Nil	57,37,500



% of total no. of valid vote cast	100%	Nil	100%
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(i) Voted **against** the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(ii) **Invalid** Votes:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Ni

SPECIAL BUSINESS

Resolution 3: Ordinary Resolution

Appointment of Secretarial Auditor of the company.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	57,37,500	Nil	57,37,500
% of total no. of valid vote cast	100%	Nil	100%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) **Invalid** Votes:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 4: Ordinary Resolution

Appointment of Mrs. Sana Warsi (DIN: 11155001) as Non-Executive Non Independent Director.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	57,37,500	Nil	57,37,500
% of total no. of valid vote cast	100%	Nil	100%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) **Invalid** Votes:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 5: Special Resolution

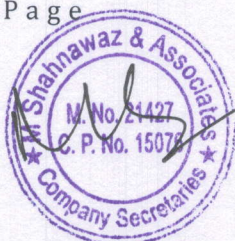
Appointment of Mrs. Nikita Jain (DIN: 08222385) as an Independent Director

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	57,37,500	Nil	57,37,500
% of total no. of valid vote cast	100%	Nil	100%

(i) Voted **against** the resolution:

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil



No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(ii) **Invalid Votes:**

	Voting by Remote e-voting	e-voting at AGM	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

4. Based on the above results, I report that the resolutions contained at item nos. 1 to 5 have been duly approved by the shareholders with requisite majority.
5. The details remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 12th AGM and the same shall be handed over, thereafter, to the Company Secretary for safe keeping.
6. This report has been issued at the request of the Company for (i) submission to Stock Exchanges (ii) NSDL and (iii) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

For M Shahnawaz & Associates

Company Secretaries

Firm Regn. No.: S2015WB331500

Md. Shahnawaz



CS Md. Shahnawaz

(Proprietor)

ACS No. 21427

C.P. No: 15076

Peer Review Regn No. 6376/2025

UDIN: A021427G001269344

Kolkata, September 17, 2025