CSK & Co.
Company Secretaries

Office :- 314, 3rd Floor, RDC, Rajnagar, Ghaziabad 201001
Tel. No. :- +91-9013255368
Email Id:- kumarjainassociates@gmail.com

SCRUTINIZER'S REPORT

Form No MGT-13

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,

The Chairman of Extra-Ordinary General Meeting (EVSN Number-137329) ("EGM") of members of **Thinking Hats Entertainment Solution Limited** held on Friday, 24th October, 2025 at 1:00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-Voting conducted for the Extra-Ordinary General Meeting ((EVSN Number-137329)**.**

I, **Naresh Kumar Sharma**, Practising Company Secretary Partner of **M/s CSK & Co. Company Secretaries**, having office at 314, 3rd Floor, Ansal Sumanglam Building, RDC, Rajnagar, Ghaziabad 201001, was appointed as the **Scrutinizer** by the Board of Directors of **Thinking Hats Entertainment Solution Limited** (CIN: L92490MH2013PLC352652) having registered office at KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai City, Maharashtra, India, 400053 (the "Company") in the Board Meeting held on **September 25, 2025** pursuant to **Section 108 and 109 of the Companies Act, 2013** read with **Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014** and other applicable provisions, if any, and in accordance with **Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

Responsibility of the Management:

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Act and the rules made thereunder and the SEBI Listing Regulations, relating to voting including voting by electronic means for the resolutions stated in the Notice dated 25th September, 2025 and Corrigendum to the EGM Notice dated 17th October, 2025, convening the Extraordinary General Meeting of the members of the Company.

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Responsibility as a Scrutinizer:

Our responsibility as a Scrutinizer for the e-voting process (through electronic means (remote e-voting) and e-voting during the meeting) is restricted to make a Scrutinizer Report of the votes cast "assent/favour" and "dissent/against" the resolutions set out in the Notice of Extraordinary General Meeting, based on the reports generated from the e-voting system provide by **National Securities Depository Limited (NSDL)**, (the "Agency"), the authorised agency engaged by the Company for providing e-voting facility.

Notice of the Extra-Ordinary General Meeting

The Notice dated **September 25, 2025** convening EGM of the equity shareholders of the Company held on **Friday, October 24, 2025 at 1:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") was sent through **e-mail on September 29, 2025** to the shareholders whose names were recorded in the Register of members or in the Register of beneficial owners maintained by the depositories of the Company as on **September 26, 2025.**

The Notice of the EGM alongwith the corrigendum dated 17th October, 2025 of the Company had been uploaded on the website of Company at https://www.thes.in/investor//. The Notice of EGM can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") at https://www.nseindia.com/.

Pursuant to General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and latest Circular being, General Circular No. 09/2024 dated September 19, 2024 issued by the **Ministry of Corporate Affairs ("MCA")** and also Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the **Securities and Exchange Board of India (SEBI)** (hereinafter collectively referred to as "the Circulars") the Notice of EGM was sent through electronic mode.

Cut-Off Date

The shareholders whose names were recorded in the Register of members or in the Register of beneficial owners maintained by the depositories of the Company as on the **"cut-off" date**

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of Friday, October 17, 2025 were entitled to vote on the resolution(s) as set out at item nos. 1 in the Notice of the EGM.

Newspaper Advertisement

A public notice by way of an advertisement in newspapers was published by the Company on **30th September, 2025** immediately on the completion of dispatch of notices of the EGM, in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, in **Financial Express** (English newspaper having nationwide circulation) and **Mumbai Lakshadweep (Marathi)** (principal vernacular language newspaper of the State in which the registered office is situated) for the purpose of e-voting.

Service Provider for E-Voting

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force the Company has arranged for remote e-voting facility to its shareholders through **National Securities Depository Limited (NSDL)**, (the "Agency").

The e-voting period commenced on Tuesday, October 21, 2025 (09:00 A.M. IST) and ended on Thursday, October 23, 2025 (05:00 P.M. IST).

The Agency e-voting platform [www.evotingindia.com] was blocked thereafter and the votes cast under e-voting facility were then unblocked by me in presence of two witnesses not being in the employment of the Company.

At the EGM of the Company held on Friday, October 24, 2025 at 1:00 P.M., the Company had also provided e-voting facility to the shareholders present at the EGM through VC/OAVM and who had not participated in the e-voting facility provided during Tuesday, October 21, 2025 (09:00 A.M. IST) to Thursday, October 23, 2025 (05:00 P.M. IST) to cast their votes.

After the closure of e-voting at the EGM, the report on voting done at the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations ~~/ proxies~~ lodged with the Company and the **combined report has been generated based on the data downloaded from the NSDL e-voting system**.

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I have scrutinized and reviewed the remote e-voting prior and during the EGM and votes cast therein, based on the data downloaded from the **NSDL e-voting system**.

I now submit my consolidated Report as under on the result of the remote e-voting and e-voting at EGM in respect of the said resolution(s) as per the provisions of Section 108 and 109 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Special Business:

Item No. 1: Issue of Convertible Warrants on Preferential basis: (Special Resolution)

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
06	60,21,500	100.00

(ii) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
------------------------------NIL------------------------		

(iii) Invalid Votes:

Total Number of Members (Invalid)	Total number of votes cast by them
------------------------------NIL------------------------	

Note : Pursuant to Regulation 2(zc), clause (a) of the first proviso of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the aforesaid agenda item does not qualify as a related party transaction. Accordingly, The Voting cast by the promoters and promoters' group are included.

Conclusion

Based on the aforesaid results, the resolution no. 1 was **passed with requisite majority**. You may accordingly declare the same.

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All relevant records relating to electronic voting shall remain in my custody until the Chairman considers, approves and signs the Minutes of the EGM and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For CSK & CO.
Company Secretaries

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Naresh Kumar Sharma
Partner
M. No. F-9788 | COP 11876

Countersigned by
For **Thinking Hats Entertainment Solution Limited**
For Thinking Hats Entertainment Solutions Ltd

Rajesh Bhardwaj
Managing Director
DIN: 02590002

Director

UDIN: **F009788G001643420**
Date: 24/10/2025
Place Ghaziabad