thinkinghats
entertainment solutions

CIN : L92490MH2013PLC352652

September 7, 2026

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Mumbai-400051

Symbol: THESL

Dear Sir / Madam,

Sub: **Annual Report for the financial year 2025-26**

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report 2025-26 of the Company. The Annual Report 2025-26 has been sent today through electronic mode to the Members who have registered their E-Mail IDS with the Company's RTA / Depository Participant.

The Annual Report for the Financial Year 2025-26 is also available on the website of the Company at https://thes.in/wp-content/uploads/2026/09/ar25-26.pdf

Kindly take the above information on records and disseminate

Thanking You

Yours Faithfully
For Thinking Hats Entertainment Solutions Limited

RAJESH BHARDWAJ
Digitally signed by RAJESH BHARDWAJ
Date: 2026.09.07 15:21:48 +05'30'

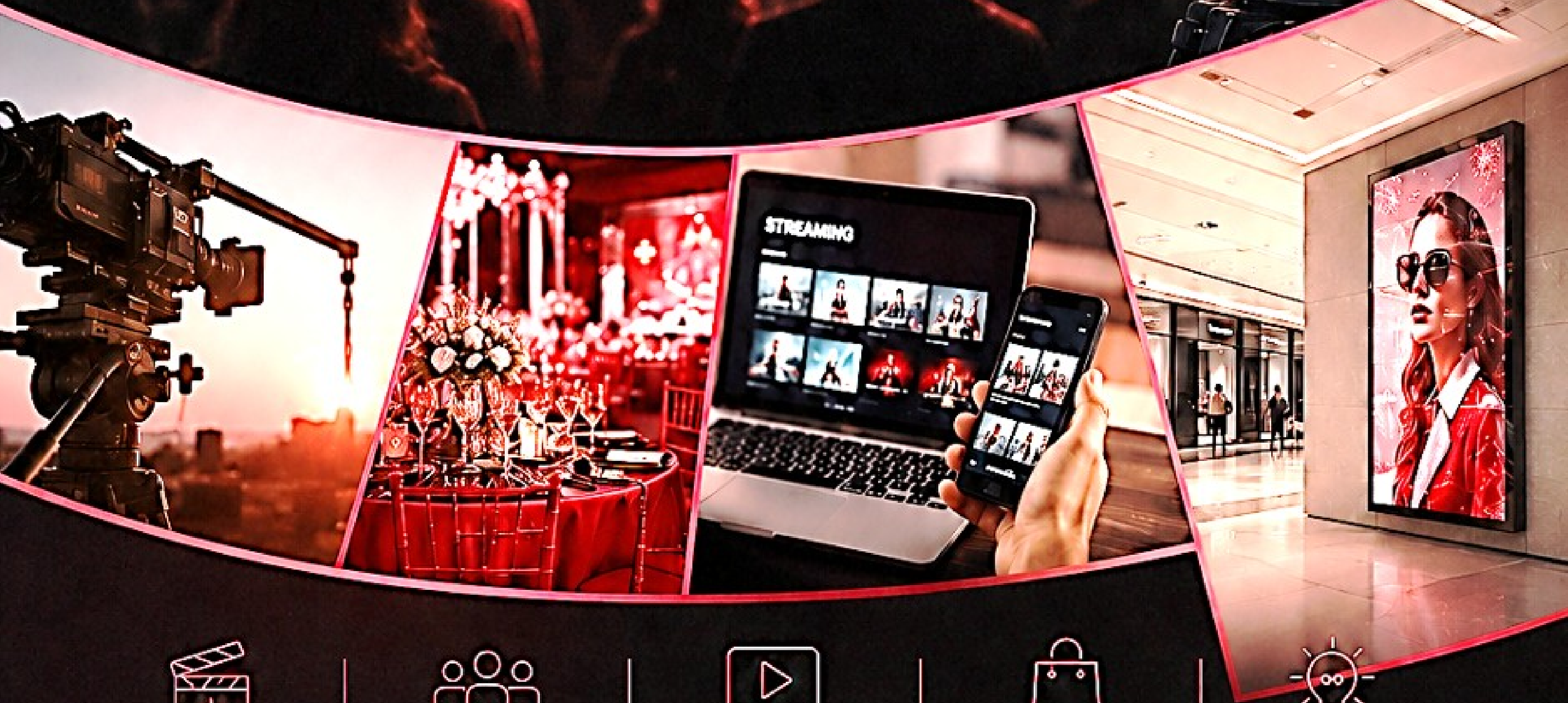
Rajesh Bhardwaj
Managing Director
DIN: 02590002

THES

THINKING HATS ENTERTAINMENT SOLUTIONS

EXPERIENCE.
ENGAGE.
ELEVATE.

India's leading Entertainment and Experiential Marketing Company driving memorable experiences through creativity, technology and innovation.



- FILM PRODUCTION
- EVENT CURATION & MANAGEMENT
- CONTENT CREATION FOR STREAMING PLATFORMS
- RETAIL VISUAL MERCHANDISING
- TECH CENTRIC PRODUCT DEVELOPMENT

WE CREATE. WE CURATE. WE CONNECT.

Transforming ideas into impactful experiences that inspire and engage.

thinkinghats
entertainment solutions

CREATING EXPERIENCES. CRAFTING IMPACT.

Thinking Hats Entertainment Solutions (THES) is India's leading Entertainment and Experiential Marketing Company with a strong focus on Content Development, Intellectual Property Curation and Tech Centric Product Development.

Our **'Experience'** encompasses diverse spaces such as Film Production, Event Curation & Management, Content creation for Streaming platforms, Retail Visual Merchandising and more.

FILM PRODUCTION	EVENT CURATION & MANAGEMENT	CONTENT CREATION FOR STREAMING PLATFORMS	RETAIL VISUAL MERCHANDISING	AND MORE

CORPORATE INFORMATION

Managing Director
Rajesh Bhardwaj

Non-Executive Non-Independent Director
Sana Warsi

Independent Directors
Princy Anand
Nikita Jain

Chief Financial Officer
Vijendra Prasad

Statutory Auditors
Baid Agarwal Singhi &Co.
Chartered Accountants
Firm Registration No.: 328671E

Registrars & Share Transfer Agents
M/s. MAS Services Limited,
T-34, 2nd Floor, Okhla Industrial Area,
Phase - II, New Delhi -110020

Registered Office
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai, Maharashtra, India, 400053

Audit Committee
Nikita Jain - Chairperson
Princy Anand – Member
Sana Warsi – Member

Nomination and Remuneration Committee
Nikita Jain - Chairperson
Princy Anand – Member
Sana Warsi – Member

Stakeholders Relationship Committee
Princy Anand - Chairperson
Nikita Jain – Member
Sana Warsi – Member

Company Secretary and Compliance Officer
Kritika Ronakk Jain

Internal Auditor
M/s. Shubham V Gupta & Associates
Chartered Accountants
FRN No. 030626C

Secretarial Auditor
CS Niaz Ahmed
Membership No: 9432
CP No: 5965

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Forward-looking and Cautionary Statement

Certain words and statements in this report concerning Essex Marine Limited (EML), its prospects and other statements relating to EML’s expected financial position, business strategy, the future development of EML’s operations and the general economy in India, are forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements of EML or industry results, to differ materially from those expressed or implied by such forward- looking statements. Such forward-looking statements are based on numerous assumptions regarding EML’s present and future business strategies and the environment in which EML will operate in the future.

The important factors that could cause actual results, performance or achievements to differ materially from such forward-looking statements include, among others, changes in government policies or regulations of India and, in particular, changes relating to the administration of EML’s industry and changes in general economic, business and credit conditions in India.

Additional factors that could cause actual results, performance or achievements to differ materially from such forward -looking statements, many of which are not in EML’s control, include, but are not limited to, those risk factors discussed in EML’s various filings with the BSE Limited.

The Company does not undertake to update any forward-looking statements that may be made from time to time by or on behalf of the Company unless it is required by law.

Relevant filings and disclosures are available on the official websites: ***www.bseindia.com***

FROM THE DESK OF MANAGING DIRECTOR

Dear Shareholders,

It gives me immense pleasure to present to you the Annual Report of **THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED** for the financial year 2025–26. As we reflect on the year gone by, the entertainment industry continues to witness a remarkable transformation, driven by evolving consumer preferences, rapid technological advancements and the growing convergence of content, digital platforms and new-age media.

At **THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED**, we remain focused on building a sustainable and future-ready entertainment business that creates meaningful experiences for audiences while delivering long-term value to all our stakeholders. The year under review was marked by continued efforts towards strengthening our business fundamentals, expanding our reach and enhancing the quality and relevance of our offerings.

The entertainment landscape is undergoing a fundamental shift. Audiences today have greater choice, access and control over how, when and where they consume entertainment. Digitalization has expanded the addressable market, while emerging technologies are creating new opportunities across content creation, distribution, engagement and monetization. We believe these changes present significant opportunities for companies that can combine creativity with technology, understand audience behavior and remain agile in a dynamic environment.

Our strategy continues to be centred around quality content, audience engagement, operational efficiency and responsible growth. We are investing in strengthening our capabilities, exploring new avenues for content and entertainment, and leveraging digital platforms to enhance our presence and connect with audiences across geographies. At the same time, we remain disciplined in our approach to capital allocation and focused on improving efficiencies across our operations.

We are particularly encouraged by the growing opportunities presented by the digital ecosystem. The increasing adoption of connected devices, expanding internet penetration and changing consumption habits are creating new avenues for entertainment businesses. We intend to leverage these trends thoughtfully, while ensuring that innovation remains aligned with commercial sustainability and the evolving expectations of our audiences.

As a listed company, our responsibilities extend beyond business performance. We remain committed to strong corporate governance, transparency, ethical conduct and accountability. We recognize that sustainable value creation is built on the trust of our shareholders, employees, customers, business partners and other stakeholders. We will continue to uphold the highest standards of governance and compliance as we pursue our growth objectives.

Looking ahead, we see considerable potential for the entertainment sector. While the industry remains competitive and continues to face challenges such as changing consumer behaviour, evolving technology and cost pressures, we believe the underlying demand for engaging and differentiated entertainment remains strong. Our focus will therefore remain on strengthening our core business, identifying scalable opportunities and building capabilities that enable us to respond effectively to the changing market.

I would like to take this opportunity to express my sincere gratitude to our shareholders, customers, employees, business associates and other stakeholders for their continued confidence and support. I would also like to acknowledge the dedication of our employees, whose creativity, commitment and perseverance remain fundamental to our journey.

As we move forward, we remain confident in our ability to navigate change, embrace opportunities and create sustainable value. With a clear vision, a committed team and the continued support of our stakeholders, Thinking Hats Entertainment Solutions Limited is well positioned to participate in the next phase of growth in the entertainment industry.

Thank you for your continued trust and support.

CORPORATE PROFILE AND BUSINESS OVERVIEW

Company Overview

Thinking Hats Entertainment Solutions (THES) is India's leading Entertainment and Experiential Marketing Company with a strong focus on Content Development, Intellectual Property Curation and Tech Centric Product Development. The registered

Business Overview

Thinking Hats has evolved from a premier concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing company with a strong focus on content development, intellectual property curation and tech centric product development.

With more than a decade of experience in creating events and experiences, Thinking Hats is a team of visionaries who convert clients dreams into reality. Our creative and personalized approach executes every event with the utmost professionalism and provides our clients with dependable solutions and the finest attention to detail. Thinking Hats began its event management and retail visual merchandising since incorporation and has been offering event management services related to Corporates Events, Corporate Meetings, Conference Management, Brands and Product Launches, Lifestyle and Fashion Events, Exhibitions & Fairs, Entertainment Show Management, Pan-India Ground Activations and Artist Management among others in India. Our Event Management services are offered from Media, Retail, Financial, Food, Education, Healthcare and Technology industries. We also provide prominent display and

retail visual merchandise with a broad spectrum of offerings and in-store solutions to various retail stores.

With exclusive content made for platforms such as Netflix, Amazon, Sony Liv, MX Player, Disney+Hotstar, Voot, Zee5, etc. OTT Platforms have become increasingly popular in recent years due to their convenience and flexibility, allowing consumers to watch their favourite shows and movies on a variety of devices, including smartphones, tablets, laptops, and smart TVs. They also offer a wider range of content options compared to traditional cable TV. The contracts for OTT are typically 6 to 10 episodes for 45- 60-minute episodes, which then gets extended to multiple seasons based on the popularity of the series. Realising the opportunity in OTT space and the expertise of management team, our Company has ventured into production of OTT contents in the year 2019. Creativity and courage are the core values at Thinking Hats' work culture. As a part of our storytelling expertise, Thinking Hats has produced two web series for OTT platforms i.e., "*Aapkey Kamrey Me Koi Rehta Hai*" and "*Kathmandu Connection 2*", and one Bengali Movie "*Onek Diner Pore*". Apart from movies and OTT web series, we also make short films for YouTube content and corporate event movies.

We recognize that Artificial Intelligence (AI), Augmented Reality (AR), Visual Reality (VR), photos, content licencing including music & videos, animation and others are key growth areas, and we are committed to expanding our business in these areas.

We are led by a group of individuals, having a strong background and extensive experience in the event management and entertainment industry. Our Promoters, Rajesh Bhardwaj, Managing Director, and Sana Warsi, Non-Executive Non- Independent have been leading our Company's strategy and operations. Under their guidance, our Company has been able to achieve a dynamic service and customer portfolio adding clients under various genres from Media, Retail, Financial, Food, Education and Technology industries. They are responsible for expanding business horizons, corporate strategy, leadership and management, financial performance across verticals, stakeholder relations, innovation and growth, identifying new opportunities and risk management. Our Company employs teams with required expertise in each of our divisions, each of which possess the requisite experience for executing our projects and meeting the expectation of our clients. Our expert team of dedicated professionals adds panache to every project with a mix of high design, impeccable organization and oh-so-fabulous style. We pride ourselves on our ability to listen, understand and interpret the initial essence of the project, translating thoughts and words into content curation, design, development, production and execution. This ultimately gives our client an edge over other companies in presenting themselves and achieving their goals.

We define our strategy through "*EAGER*" which stands for "*Experience, Agility, Game-awareness, Energy and Revenue Generation"*

Our 'Experience' encompasses diverse spaces such as film production, event curation & management, content creation for streaming platforms, retail visual merchandising and more.

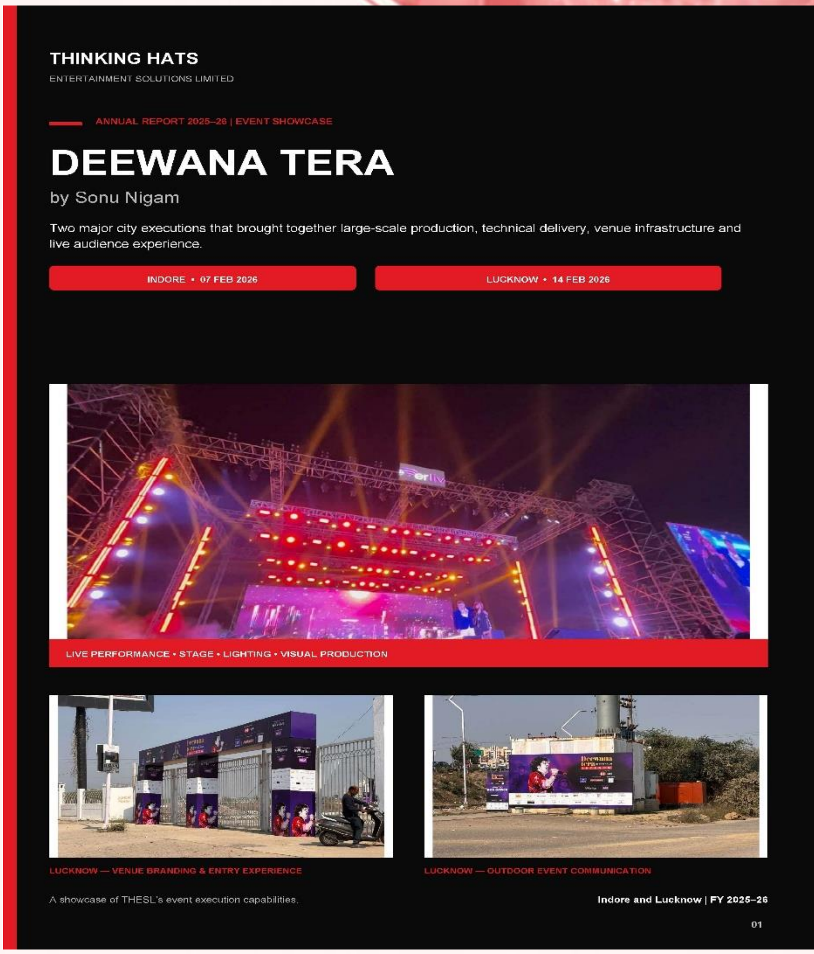
Our 'Agility' is showcased in our roster of varied and distinguished clients who range from leading corporate entities such as the Tata Group including Westside and Zudio, Goldman Sachs, McDonalds and Uber to media brands like The Times of India, HT Media, Network 18 Media & Investments, Radio Mirchi and Fever Entertainment, to name a few of several.

Our 'Game-awareness' is best seen in the leap we have taken from being specialists in event management to developing expertise in the growing field of content creation for online streaming platforms, namely OTT. Our three projects streaming on Sony Liv, Zee5 and MX Player namely *'Kathmandu Connection 2', 'Onek Diner Pore' and 'Aapkey Kamrey Me Koi Rehta Hai'*. We are also set to release soon three more exciting projects, out of which two web-series are under post-production phase presently titled *'Tatkal'* and *'Therapy Sherapy'*. Another untitled project is a mythological animation feature film is in pre-production stage.

Thinking Hats typifies 'Energy' and youth connect across platforms. For years, we have conceptualized and successfully executed path-breaking experiences for our clients. Examples of this include bringing the legendary Arijit Singh and Atif Aslam on the same stage. Similarly, our trailblazing IPs like 'Holi Moly' and Live with Shafqat Amanat Ali have received tremendous love from the audience. At the core of these thoughts was to go beyond narrow barriers and let a young audience enjoy the purity of music.
In a journey of over a decade, we have put 'Revenue Generation' and value addition by way of creating and engaging audiences for our clients brands at the front and centre of our business. And this quality, above all else, has won us the trust of leading brands in the industry.

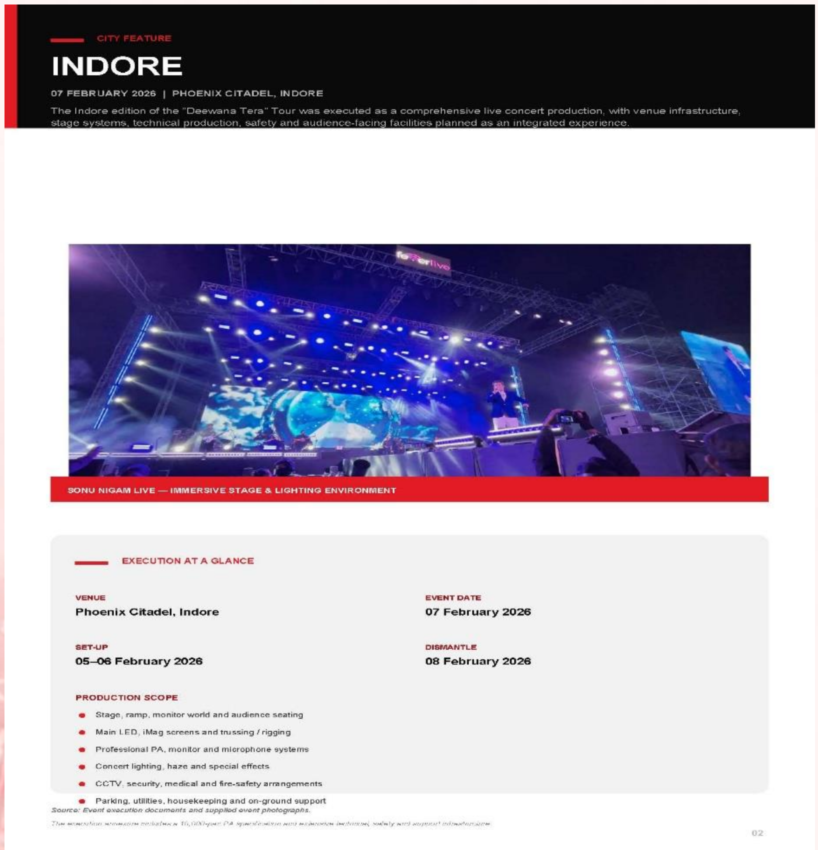
And today, Thinking Hats is *EAGER* to do more, leverage the digital / tech transformation of the world to expand into new areas and build partnerships with brands across sectors and markets.

BUSINESS OVERVIEW



During FY 2025–26, Thinking Hats Entertainment Solutions Limited strengthened its capabilities in the live entertainment segment through the successful execution of major city editions of the “Deewana Tera” Tour featuring Sonu Nigam. The Company delivered events in Indore and Lucknow, managing a broad spectrum of requirements spanning venue infrastructure, stage and technical production, audio-visual systems, concert lighting, branding, audience facilities and safety arrangements. The executions involved sophisticated production infrastructure, including LED and iMag screens, trussing and rigging, professional PA and monitor systems, moving lights and other specialised technical equipment, supported by security, medical, fire-safety and access-control arrangements. The Company’s ability to coordinate these diverse elements within large-scale event environments reflects its operational capabilities and focus on delivering seamless, professionally managed and audience-centric entertainment experiences.

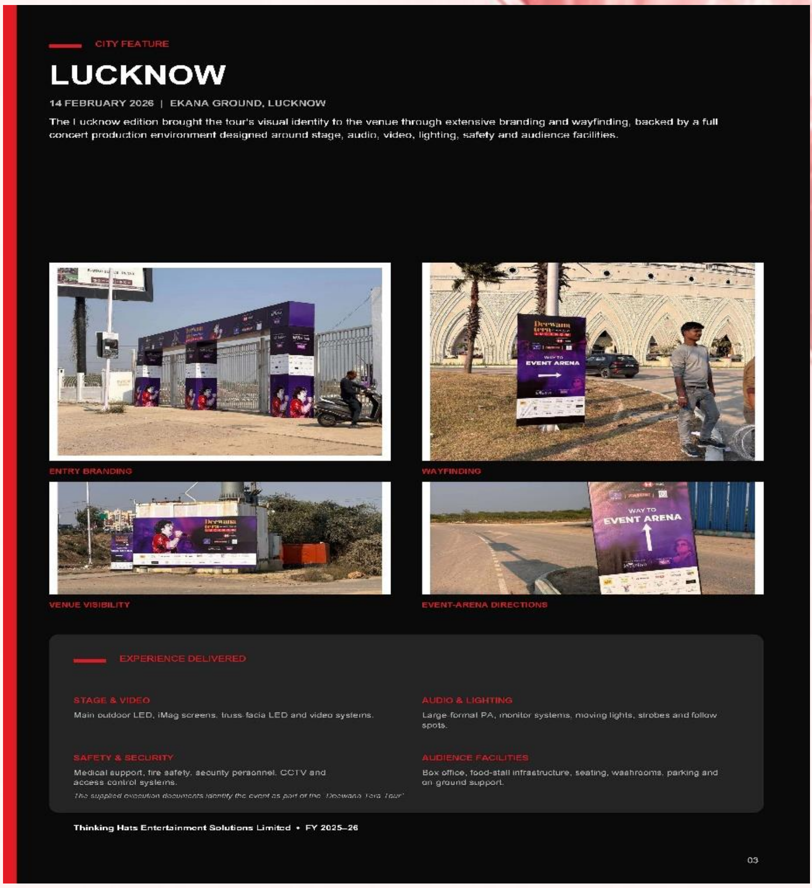
Indore – 7 February 2026



The Indore edition of the “Deewana Tera” Tour featuring Sonu Nigam was successfully executed on 7 February 2026 at Phoenix Citadel, Indore. The event involved comprehensive live concert production, including stage and ramp infrastructure, audience seating, main LED and iMag screens, trussing and rigging, professional audio and monitor systems, concert lighting, haze and special effects. The Company also implemented integrated safety and audience-support infrastructure covering CCTV surveillance, security, medical and fire-safety arrangements, parking, utilities, housekeeping and on-ground support. The successful execution demonstrated the Company’s ability to manage multiple operational and technical requirements as part of a seamless live entertainment experience.

Lucknow – 14 February 2026

The Lucknow edition of the "Deewana Tera" Tour was successfully executed on 14 February 2026 at Ekana Ground, Lucknow. The event combined extensive venue branding and wayfinding with a full-scale concert production environment comprising outdoor LED and iMag screens, truss-facia LED and video systems, large-format PA and monitor systems, moving lights, strobes and follow spots. The Company also provided comprehensive safety, security and audience facilities, including medical support, fire safety, CCTV, access control, box-office infrastructure, seating, food-stall infrastructure, washrooms, parking and on-ground support. The event showcased the Company's integrated approach to production, venue visibility, audience experience and operational execution.



BOARD OF DIRECTORS

Mr Rajesh Bhardwaj
Managing Director

Mr. Rajesh Bhardwaj, aged 50 years, is the Promoter and Managing Director of the Company. He is an undergraduate and has over two decades of experience in the entertainment industry. He has been associated with the Company since **May 9, 2014** and has played a key role in its growth, development and expansion.
With his extensive industry experience and business acumen, Mr. Bhardwaj has contributed significantly to shaping the Company's business strategy and strengthening its position in the entertainment sector. He has been instrumental in identifying new business opportunities and driving the Company's expansion initiatives.

Presently, Mr. Bhardwaj oversees the Company's **Over-The-Top (OTT) division and expansion plans**. He is actively involved in developing strategies for the growth of the OTT business and exploring opportunities in the evolving digital entertainment landscape.

As Managing Director, he provides overall strategic leadership and guidance to the Company. His extensive industry knowledge, long-standing association and understanding of emerging trends in entertainment and digital media enable him to make valuable contributions towards the Company's continued growth and long-term objectives.

Mrs. Sana Warsi
Non-Executive Non-Independent Director

Ms. Sana Warsi, aged 36 years, is a Non-Executive Non-Independent Director of the Company. She holds a Bachelor’s Degree in Arts from the University of Delhi and a Post-Graduate Diploma in Television Journalism & Communication from the Asian Academy of Film & Television.
Ms. Warsi has been associated with the Company since **August 1, 2015** and has played a significant role in the growth of its filmmaking and entertainment division. She is the creative driving force behind the Company’s content and filmmaking initiatives and has been instrumental in conceptualising, developing and executing various projects.

She is primarily responsible for the **selection and execution of OTT content** and brings extensive experience in content development, creative planning and project execution. With her understanding of the entertainment industry and evolving audience preferences, she contributes significantly to the Company’s strategic initiatives in the digital and entertainment space.

Currently, Ms. Warsi is actively involved in leading the **artistic and financial expansion of the Company’s filmmaking vertical**, contributing to the development and execution of projects and supporting the Company’s growth in the entertainment industry.
Her creative expertise, industry understanding and long-standing association with the Company enable her to provide valuable inputs to the Board on content strategy, filmmaking, OTT opportunities and business expansion.

Mrs. Princy Anand
Independent Director

Mrs. Princy Anand, aged 37 years, is an Independent Director of the Company and brings over 10 years of professional experience in corporate law, legal matters, corporate secretarial functions and regulatory compliances.
Mrs. Anand holds a Bachelor's Degree in Commerce from Kurukshetra University and is an Associate Member of the Institute of Company Secretaries of India (ICSI). She has developed sound expertise in corporate laws, secretarial practices, statutory compliances and corporate governance.
She was previously associated with **Salora International Limited** as Company Secretary, where she handled various corporate secretarial and compliance-related matters. Her professional experience has provided her with a comprehensive understanding of the legal and regulatory framework applicable to companies.
Mrs. Anand has been associated with the Company since **May 30, 2024**. As an Independent Director, she brings an objective and informed perspective to the Board and contributes her expertise in corporate governance, legal and regulatory matters, statutory compliance and corporate affairs.

Mrs. Nikita Jain
Independent Director

Mrs. Nikita Jain, aged 34 years, is an Independent Director of the Company. She brings to the Board approximately 10 years of professional experience in the areas of legal compliances, corporate secretarial matters and regulatory affairs.

Mrs. Jain completed her Master's Degree in Commerce (M.Com) from the University of Calcutta in the year 2016. In her endeavour to further strengthen her professional knowledge and expertise in corporate laws and governance, she is presently pursuing the Company Secretary (CS) Professional Course. Her academic and professional background provides her with a strong foundation in understanding corporate, legal and regulatory matters relevant to the functioning of a listed company.

Over the course of her professional career, Mrs. Jain has gained extensive exposure to corporate secretarial and legal compliance functions. Her experience encompasses various aspects of corporate and regulatory compliances, statutory documentation, maintenance of corporate records, secretarial matters and other allied legal and regulatory requirements. She has developed a sound understanding of the regulatory framework applicable to companies and the importance of timely and effective compliance with statutory and regulatory requirements.

As an Independent Director, Mrs. Jain provides an objective and independent perspective to the deliberations of the Board. Her experience in legal and secretarial matters enables her to contribute effectively to discussions concerning corporate governance, statutory compliances, regulatory requirements and corporate affairs. She also brings a diligent and structured approach to matters placed before the Board and its Committees.

Mrs. Jain's professional experience and continuing pursuit of the Company Secretary qualification demonstrate her commitment to continuous learning and professional development. Her knowledge of corporate and regulatory matters complements the diverse experience and expertise available on the

Board and supports the Company in maintaining appropriate standards of corporate governance, transparency and accountability.

FINANCIAL HIGHLIGHTS

During the financial year ended **March 31, 2026**, the Company's financial performance reflected a moderation in revenue and profitability as compared to the previous financial year. The Company continued to focus on its operational priorities, financial discipline and strengthening of its overall business fundamentals.

The **Revenue from Operations** stood at **₹2,352.25 lakhs** during FY 2025-26, as against **₹4,766.80 lakhs** in FY 2024-25 and ₹2,663.18 lakhs in FY 2023-24. Thus, revenue from operations declined by approximately **50.65%** over the previous year. The movement in revenue reflects the comparatively lower scale of operations during the year under review. **Other Income** amounted to **₹51.52 lakhs**, compared to ₹73.22 lakhs in FY 2024-25 and ₹6.94 lakhs in FY 2023-24. Consequently, the Company's total income for FY 2025-26 stood at approximately **₹2,403.77 lakhs**, as compared to ₹4,840.02 lakhs in the preceding financial year.

The Company reported **Profit Before Tax (PBT) of ₹162.17 lakhs** during FY 2025-26, compared to ₹522.92 lakhs in FY 2024-25 and ₹430.31 lakhs in FY 2023-24. The decline in PBT is primarily reflective of the lower level of revenue and overall business activity during the year. **Profit After Tax (PAT)** stood at **₹124.42 lakhs**, as against ₹366.50 lakhs in FY 2024-25 and ₹309.17 lakhs in FY 2023-24. Accordingly, the Company's **Net Profit Margin stood at 5.18%** during FY 2025-26, compared to 7.57% in FY 2024-25 and 11.57% in FY 2023-24. The Company's **Earnings Per Share (EPS)** stood at **₹1.00** for FY 2025-26, as against ₹3.42 in FY 2024-25 and ₹3.94 in FY 2023-24.

From a return perspective, the Company's **Return on Equity (ROE)** stood at **4.35%** during FY 2025-26, compared to 18.81% in FY 2024-25 and 28.11% in FY 2023-24. The lower ROE is in line with the moderation in profitability during the year. The Company continues to remain focused on improving its operational performance, enhancing profitability and deploying its resources efficiently with a view to improving shareholder returns over the medium to long term.

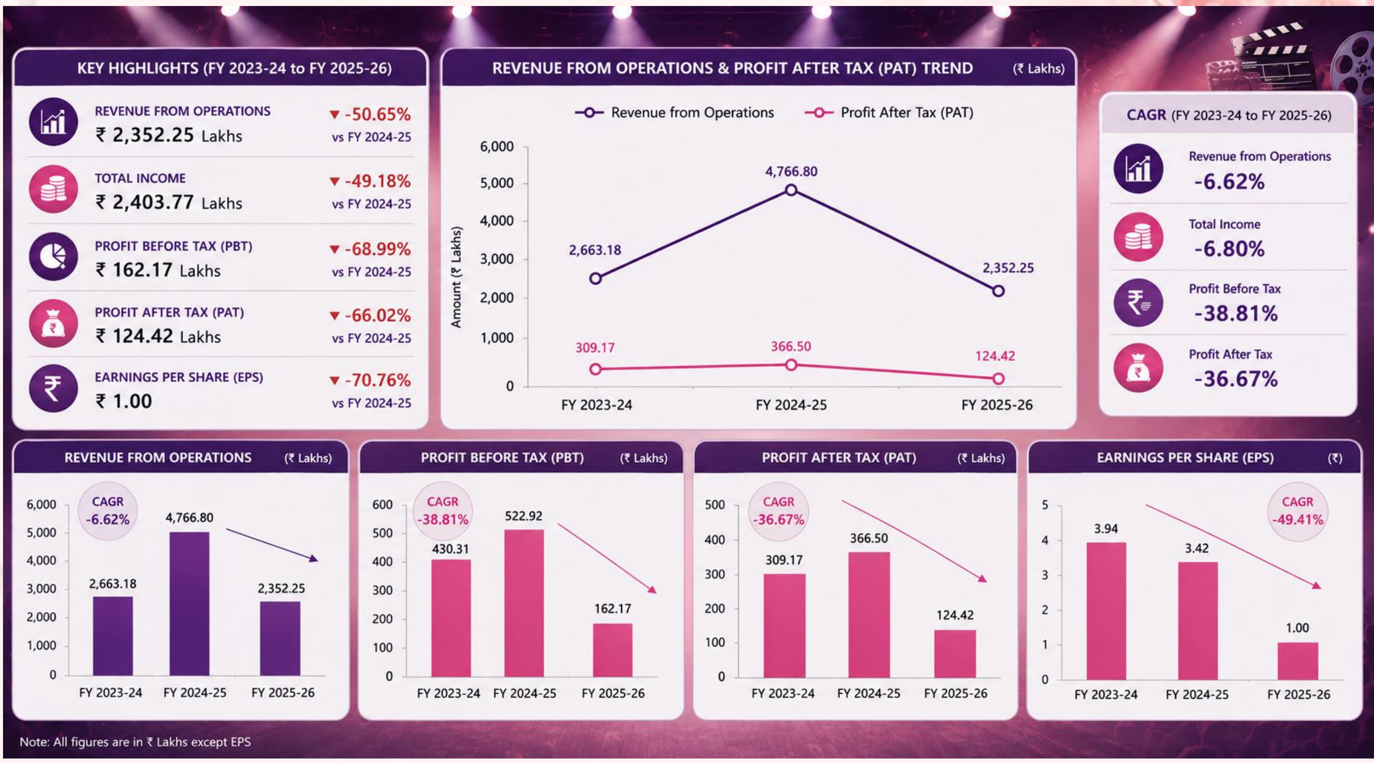
The Company's liquidity position remained supported by a **Current Ratio of 1.40 times** as at FY 2025-26, compared to 1.71 times in FY 2024-25 and 1.84 times in FY 2023-24. The **Debtors Turnover Ratio** stood at **2.00 times**, compared to 4.00 times in FY 2024-25 and 2.80 times in FY 2023-24. The movement in the ratio indicates the need for continued emphasis on efficient receivables management and working capital discipline.

At the same time, the Company continued to maintain a comparatively conservative leverage position. The **Debt-Equity Ratio improved to 0.37 times** in FY 2025-26 from 0.45 times in FY 2024-25 and 2.18 times in FY 2023-24. The reduction in the debt-equity ratio indicates a substantial improvement in the Company's leverage position over the three-year period. The **Interest Coverage Ratio stood at 2.07 times** during FY 2025-26, compared to 9.70 times in FY 2024-25 and 7.19 times in FY 2023-24. The movement in this ratio is reflective of the lower operating profitability during the year and remains an area of focus for the Company.

Overall, **FY 2025-26 was a year of comparatively lower revenue and profitability**, with the Company witnessing a decline in its operating scale and key profitability indicators. Nevertheless, the improvement in the debt-equity position demonstrates progress in terms of financial leverage. Going forward, the

Company remains committed to strengthening its operational capabilities, improving revenue generation, enhancing cost and working capital efficiency, maintaining prudent financial management and identifying sustainable opportunities for growth. The Company's continued focus on operational efficiency, financial discipline and prudent resource utilisation is expected to support its efforts towards improving business performance and creating sustainable value for its stakeholders.

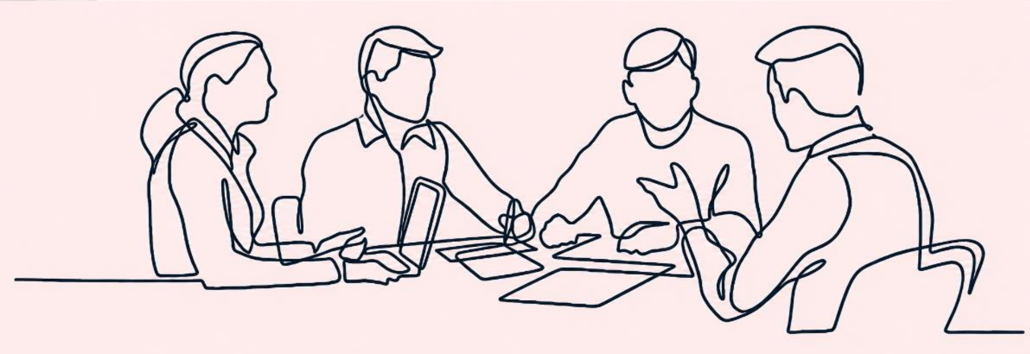
Key Financial Indicators at a Glance



Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations (₹ in lakhs)	2,352.25	4,766.80	2,663.18
EBITDA (₹ in lakhs)	162.17	522.92	499.58
Profit After Tax (₹ in lakhs)	124.42	366.50	309.17
Earnings Per Share (₹)	1.00	3.42	3.94
Net Profit Margin (%)	5.18	7.57	11.57
Return on Equity (%)	4.35	18.81	28.11
Current Ratio (times)	1.40	1.71	1.84
Debtors Turnover (times)	2.00	4.00	2.80
Debt-Equity Ratio (times)	0.37	0.45	2.18
Interest Coverage Ratio (times)	2.07	9.70	7.19

MANAGEMENT DISCUSSION & ANALYSIS

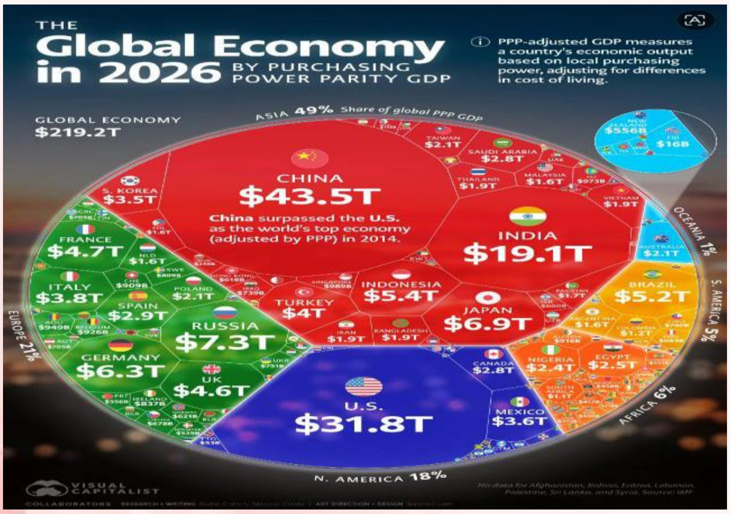
FY 2026 represents the fiscal year 2025-26, from 1 April 2025 to 31 March 2026, and analogously for FY 2025 and previously such labelled years.



GLOBAL ECONOMY

The global economy is proving more resilient than anticipated despite persistent trade tensions and policy uncertainty, according to the World Bank's latest Global Economic Prospects report. Global growth is projected to remain broadly steady over the next two years, easing to 2.6% in 2026 before rising to 2.7% in 2027, an upward revision from the June forecast. The resilience reflects better-than-expected growth—especially in the United States, which accounts for about two-thirds of the upward revision to the forecast in 2026. Even so, if these forecasts hold, the 2020s are on track to be the weakest decade for global growth since the 1960s. The sluggish pace is widening the gap in living standards across the world, the report finds: at the end of 2025, nearly all advanced economies enjoyed per capita incomes exceeding their 2019 levels, but about one in four developing economies had lower per capita incomes.

In 2025, growth was supported by a surge in trade ahead of policy changes and swift readjustments in global supply chains. These boosts are expected to fade in 2026 as trade and domestic demand soften. However, the easing global financial conditions and fiscal expansion in several large economies should help cushion the slowdown, according to the report. Global inflation is projected to edge down to 2.6% in 2026, reflecting softer labor markets and lower energy prices. Growth is expected to pick up in 2027 as trade flows adjust and policy uncertainty diminishes.



In 2026, growth in developing economies is expected to slow to 4% from 4.2% in 2025 before edging up to 4.1% in 2027 as trade tensions ease, commodity prices stabilize, financial conditions improve, and investment flows strengthen. Growth is projected to be higher in low-income countries, reaching an average of 5.6% over 2026–27, buoyed by firming domestic demand, recovering exports, and moderating inflation. However, this will not be sufficient to narrow the income gap between developing and advanced economies. Per capita income growth in developing economies is projected to be 3% in 2026—about a percentage point below its 2000-2019 average. At this pace, per capita income in developing economies is expected to be only 12% of the level in advanced economies.

More than half of developing economies now have at least one fiscal rule in place. These can include limits on fiscal deficits, public debt, government expenditures, or revenue collection. Developing economies that adopt fiscal rules typically see their budget balance improve by 1.4 percentage points of GDP after five years, once interest payments and the ups and downs of the business cycle are accounted for. Use of fiscal rules also increases by 9 percentage points the likelihood of a multi-year improvement in budget balances. However, the medium- and long-term benefits of fiscal rules depend heavily on the strength of institutions, the economic context in which the rules are introduced, and how the rules are designed, the report finds.

OVERVIEW OF THE INDIAN ECONOMY

India's economic journey over the past few years has been marked by remarkable growth and a steady rise in its position on the global stage. After overtaking the United Kingdom (UK) to become the fifth largest economy in Q1 FY23, India has continued this upward trajectory to surpass Japan in June 2025 to become the fourth largest economy in the world. With a nominal Gross Domestic Product (GDP) of Rs. 3,31,03,000 crore (US$ 3.78 trillion), India's growth reflects a combination of strong domestic demand and policy reforms positioning the country as a key destination for global capital.

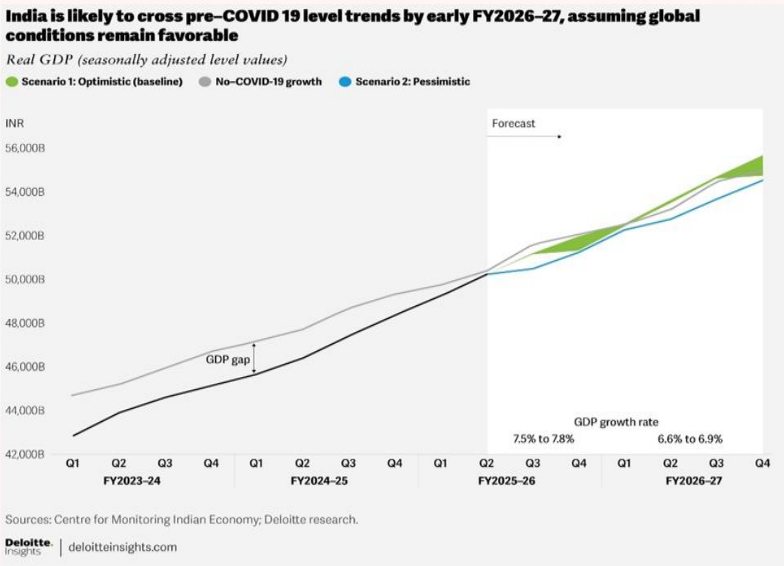
Further, India is projected to reach a GDP of Rs. 4,26,45,000 crore (US$ 5 trillion) by 2027 and is on course to surpass Germany by 2028. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

"For India, 2026 will be the year of 'resilience' in domestic demand, decisive 'reforms' in fiscal, monetary, and labor policies, and 'recalibrations' in trade policies"

Three of the biggest global risks for India in 2026 will come from:

- US tariff policies and the conclusion of the India-US trade deal, which remains unpredictable.
- China's slow recovery and its dominance in critical minerals, which India must monitor as it recalibrates its relationship with Beijing.
- Geopolitical tensions in Central Asia that could disrupt commodity prices and key logistics routes, including the Red Sea corridor.

Domestically, the three biggest risks that need to be monitored are:



- Poor transmission of policy rate cuts to credit growth.
- A resurgence of inflation as demand picks up fast (and core has been above 4%).
- Possible implications of lower tax revenues for fiscal consolidation this year.

MARKET OVERVIEW

India's Real Gross Domestic Product (GDP) or GDP at Constant Prices stood at Rs. 47.89 lakh crore (US$ 544.20 billion) in Q1 of FY26, up from Rs. 44.42 lakh crore (US$ 504.77 billion) in Q1 FY25, registering a growth rate of 7.8%. Nominal GDP or GDP at Current Prices for the same period was estimated at Rs. 86.05 lakh crore (US$ 977.84 billion), compared to Rs. 79.08 lakh crore (US$ 898.64 billion) in the corresponding quarter of the previous year, showing a growth rate of 8.8%.

As on October 14, 2025, India is home to 123 unicorns, with six new startups achieving unicorn status in 2025.

India's current account recorded a deficit of Rs. 21,288 crore (US$ 2.37 billion) in Q1 FY26 (April-June), compared to Rs. 76,282 crore (US$ 8.6 billion) in the same period of FY25, according to the Reserve Bank of India (RBI). The improvement reflects a narrower merchandise trade gap and steady growth in service exports. Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to ***Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US$ 1 trillion by 2030***.

INDIA'S NEAR-TERM OUTLOOK

In its latest World Economic Outlook report, the IMF said India's economy is now expected to grow by 7.3% in FY26, up 0.7 percentage points from its earlier estimate. The upgrade reflects better-than-expected growth in the third quarter and continued strength in the fourth quarter of the current fiscal year.

The International Monetary Fund (IMF) has raised its growth forecast for India's economy in fiscal year 2026 by 0.7 percentage points to 7.3%, pointing to strong economic momentum. However, it expects growth to moderate to around 6.4% over the following two financial years as temporary cyclical factors ease.

The IMF's revised outlook follows an update by India's National Statistics Office (NSO), which earlier this month raised its estimate for growth in the year ending March 31 to 7.4%. This was higher than the government's initial projection of 6.3% to 6.8%, reinforcing the view that the economy has performed better than expected.

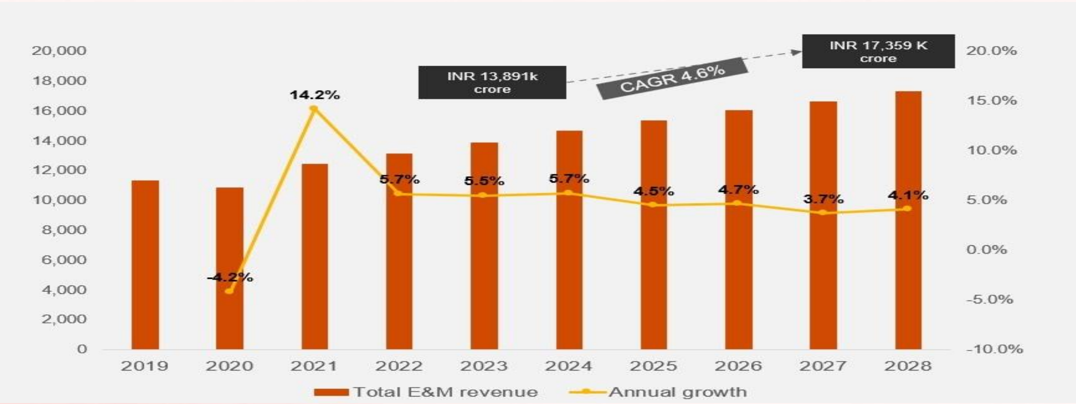
INDIA: ENTERTAINMENT & MEDIA OUTLOOK 2024-28

India's entertainment and media (E&M) sector is rapidly expanding, driven by its large millennial and Gen Z population of over 91 crore. The key enablers include 80 crore broadband subscriptions, 55 crore smartphone users, 78 crore internet users, rising per capita income, and the world's cheapest data costs. Despite contributing less than 2% to the global E&M sector, India is the fastest-growing territory, supported by its expanding economy and technological infrastructure. Valued at INR 245k crore in 2023, the sector is projected to reach INR 345k crore by 2028, with a compound annual growth rate (CAGR) of 8.3%. Advertisement and connectivity is driving the growth in the sector. Mobile-first dominance in India is very significant, with Indians spending 82% of their time on E&M apps. Digital media, over the top (OTT), online gaming, animation and visual effects (VFX), live events and music are high-growth areas, with average CAGRs exceeding 15%. The Indian startup ecosystem and favourable government policies around foreign direct investment (FDI) further support domestic E&M growth.

Total entertainment and media (E&M) revenue saw another strong year in 2023, with global year-on-year growth of 5.0%.

- Global E&M revenue is expected to witness a more muted growth at 4.6% CAGR over the next five years.
- Despite the headwinds from economic slowdown, a cost-of-living crisis unfolding in several countries and geopolitical uncertainties, 2023 was still a strong year for the global E&M sector. Revenues witnessed year-on-year growth of 5.5% between 2022 and 2023, and are predicted to increase from INR 13,891k crore in 2023 to INR 17,359k crore in 2028.
- Both the consumer and connectivity sectors saw an uptick in growth in 2023 compared to 2022, but a slowdown in advertising spend led to the E&M growth rate remaining stable.
- However, advertising remains the fastest-rising sub-sector of the E&M market.
- Advertising will extend its lead over the consumer category over the forecast period, driven predominantly by rapid growth in the internet advertising segment, which added INR 432k crore to its global revenue base in 2023 and is set to rise at a 9.5% compound annual growth rate (CAGR) until 2028.

Global E&M revenue (INR thousand crore) vs annual growth (%), 2019–2028



Source: India: Entertainment & Media Outlook 2024-28

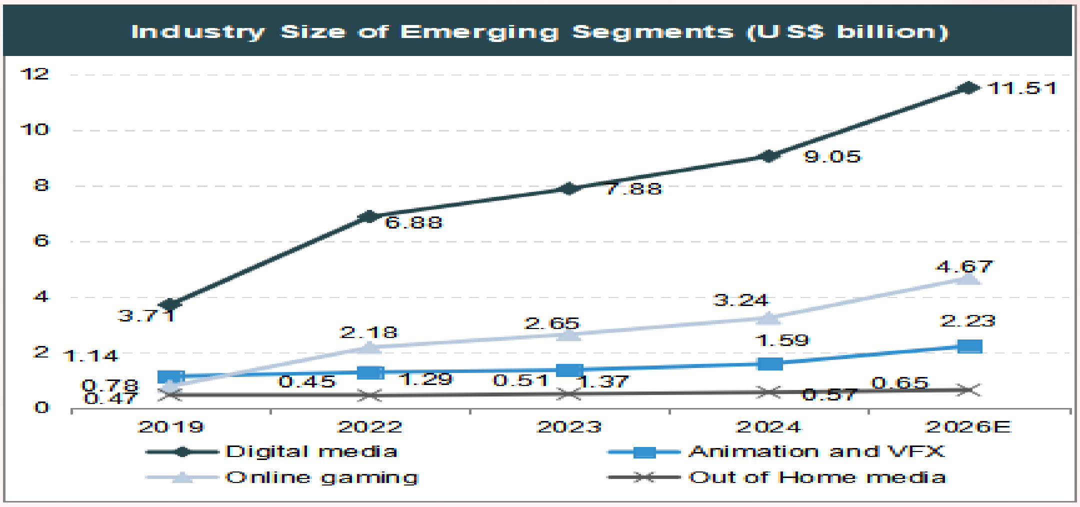
MARKET DYNAMICS

As of 2025, India has 2–2.5 million active digital creators influencing over Rs. 29,60,300 crore (US$ 350 billion) in annual consumer spending, which is projected to exceed Rs. 84,58,000 crore (US$ 1 trillion) by 2030.

In the Union budget of FY26-27 the Ministry of Information and broadcasting received Rs. 4,551.94 crore (US$ 515.07 million).

The Indian entertainment sector could unlock an estimated Rs. 50,724 crore (US$ 6 billion) in unrealised value by FY30, according to a recent industry report. This growth potential is attributed to international collaboration, technology adoption, and strategic changes in content creation.

OTT platform revenues in India are projected to grow at a remarkable CAGR of 14.9%, the highest among the top 15 countries, to reach Rs. 35,061 crore (US$ 4.25 billion) by FY28.



India's Animation and VFX sector contributed approximately Rs. 10,300 crore (US$ 1.24 billion) in 2024 and is expected to scale to Rs. 14,700 crore (US$ 1.75 billion) by 2027.

Media companies are projected to achieve an 8% revenue growth, reaching US$ 7.14 billion (Rs. 60,000 crore) by FY27, driven by increasing contributions from the digital segment, according to a Crisil analysis of 20 companies that account for 55% of the media industry's revenue.

The Indian M&E sector grew to Rs. 2,78,500 crore (US$ 30.08 billion) in 2025 (a 9.1 % increase YoY). It is projected to grow ~2.8% in 2026 to Rs. 2,86,500 crore (US$ 30.91 billion), and at a ~5.8% CAGR to Rs. 3,30,000 crore (US$ 35.65 billion) by 2028. According to Media Partners Asia's Asia Pacific Video & Broadband Industry 2024 report, India's video market, encompassing both TV and digital, is projected to grow from US$ 13 billion in 2023 to US$ 17 billion by 2028.

In 2025, Digital Media market in India reached US$ 13.13 billion. It is expected to contribute ~38% to the overall advertising industry in India, on par with television.

OTT platform revenues in India are projected to grow at a remarkable CAGR of 14.9%, the highest among the top 15 countries, to reach Rs. 35,061 crore (US$ 4.25 billion) by FY28. In FY26, JioStar plans to invest Rs. 33,000 crore (US$ 3.85 billion) in new content, a move aimed at transforming India's media landscape with greater focus on Indian-language, localised entertainment and sports.

Digital subscription revenue is projected to grow by Rs. 8,500 crore (US$ 1.02 billion), driven by video OTT subscriptions expanding from 143 million to approximately 191 million households. Meanwhile, TVOD revenues are expected to increase from Rs. 500 crore (US$ 0.06 billion) to Rs. 740 crore (US$ 0.09 billion), while audio OTT subscriptions are set to double, reaching 28–30 million users. Subscription services, which accounted for 90.5% of revenue in 2021, are projected to account for 95% of revenue by 2026.

The film industry delivered record results, with over 1,900 releases and 37 films crossing Rs. 100 crore (US$ 0.012 billion) at the box office, highlighting the growing scale and commercial success of theatrical content in India.

The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Mr. Piyush Goyal.

Indian Over-The-Top (OTT) platforms have demonstrated significant growth in the global market, witnessing a 194% increase in revenue from international viewers over the last two years.
India's Direct-To-Home (DTH) Services market is expected to expand to US$ 7.59 billion in 2029 from US$ 6.48 billion in 2023, growing at a CAGR of 2.8%.

As per GroupM's TYNY report 2023, India was ranked 8th by global ad spend and will continue as the fastest-growing market among the top 10 ad markets in 2023. Key growth drivers included rising demand for content among users and affordable subscription packages.

The Indian music industry was valued at around Rs. 6,000 crore (US$ 709.55 million) in FY25 and is estimated to reach Rs. 6,900 crore (US$ 780.76 million) in FY26, reflecting a year-on-year growth of 15.0%. It is projected to grow to Rs. 10,899 crore (US$ 1.3 billion) by FY28, translating into a CAGR of 22.0% from FY25 to FY28.

By 2025, the number of connected smart televisions is expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video, and content items produced exclusively for this audience by television, print and radio brands. By 2025, ~600-650 million Indians, will consume short-form videos, with active users spending up to 55 to 60 minutes per day.
Recent Developments in the Media and Entertainment Industry are :

- As announced in the Union Budget FY27, AVGC Content Creator Labs (CCLs) are proposed to be set up in 15,000 secondary schools and 500 colleges across the country, with an allocated investment of Rs. 250 crore (US$ 0.03 billion).
- A major strategic move includes the Rs. 1,25,000 crore (US$ 15 billion) partnership between Bharti Airtel and Google (2026–2030) to develop an AI hub and digital infrastructure, significantly bolstering content delivery and data processing capabilities.
- In January 2026, Universal Music Group acquired a stake in Excel Entertainment for Rs. 747 crore (US$ 0.09 billion), strengthening its presence in India's film and music ecosystem.
- In FY26, JioStar plans to invest Rs. 33,000 crore (US$ 3.85 billion) in new content, a move aimed at transforming India's media landscape with greater focus on Indian-language, localised entertainment and sports.
- FDI inflows in the information and broadcasting sector (including print media) stood at Rs. 82,201.29 crore (US$ 9.88 billion) between April 2000-December 2025.
- Pocket FM, an audio series platform, has raised $103 million in its Series D funding round, led by Lightspeed with participation from Stepstone Group.

- Disney-owned Star India secured the TV broadcasting rights for the Indian Premier League from 2023 to 2027 through an online bid. During the same period, Viacom 18 won the bid for the digital streaming rights of the Twenty20 League.
- Major tech and e-commerce firms, including Google, Meta, Amazon, and Flipkart, saw their collective ad revenues rise 9% to over Rs. 60,000 crore (US$ 7.13 billion) in FY24.
- The Star-Viacom18 merger deal signed on February 28 will create an US$ 8.5 billion media goliath with a dominating presence in both TV and digital segments.
- Media company Shemaroo Entertainment is planning to spend Rs. 75 crore (US$ 9.1 million) in FY24 to bolster its broadcast and over-the-top (OTT) businesses.
- Newly merged multiplex giant PVR Inox is ready with a plan to add up to 175 new screens and retrofit a host of existing ones at an investment of Rs. 700 crore (US$ 85.1 million) during FY24.

Indian Media and Entertainment: New Era of Growth and Innovation

The Indian media and entertainment (M&E) industry is experiencing a transformative phase, driven by rapid digitization, evolving consumer preferences, and a surge in homegrown content. With advancements in technology, new formats of storytelling, and an increasing shift to digital platforms, the industry is poised to become one of the largest markets globally. Let's explore the emerging trends, growth drivers, and challenges shaping the future of India's M&E landscape, along with key players worth watching.

The M&E sector revolves around becoming a global content powerhouse, leading in digital media, cinema, television, and animation. Here are the central pillars supporting the growth of this sector:

1. Digitization of Content: Increasing adoption of digital platforms and OTT services, focusing on delivering content anytime, anywhere. The shift from physical to digital, as seen in live event popularity and gaming, reflects India's evolving consumer preferences, which continue to lean towards convenience and on-demand content.

2. Regional and Vernacular Growth: Expanding the reach of regional language content, catering to the diverse linguistic audience across the country.

3. Content Export Boom: Leveraging India's storytelling prowess to export films, TV shows, and digital content to global markets.

4. Technological Innovation: Incorporating emerging technologies like Artificial Intelligence (AI), Virtual Reality (VR), and Augmented Reality (AR) to enhance user experiences.

5. Regulation and Policy Support: Government initiatives to streamline content production and distribution, incentivize investments, and ensure intellectual property protection.

Basics of the Media and Entertainment Industry

The M&E industry in India spans various segments, including television, film, print media, radio, music, and digital content. Let's take a deep dive into each of these core components:

1. **Industry Segments**

1.1. **Television**

- Overview: Television remains one of the most significant entertainment mediums in India, with a broad base of channels spanning entertainment, news, sports, and education.
- Trends: Growth of OTT platforms and integration with traditional TV services via smart TVs and set-top boxes.

1.2. **Film Industry**

- Overview: Bollywood and regional cinema have historically been the backbone of India's M&E industry. India is one of the largest producers of films globally, with strong domestic and international demand.
- Trends: Surge in OTT platforms releasing straight-to-digital films, increased focus on high-quality regional films, and content export to global markets.

1.3. **OTT Platforms and Digital Media**

- Overview: The rise of Over-The-Top (OTT) services like Netflix, and Amazon Prime Video, and homegrown services such as Hotstar, ZEE5, and ALTBalaji has revolutionized content consumption in India.
- Trends: With affordable mobile data, digital streaming services have penetrated rural and urban markets, driven by regional and vernacular content demand.

1.4. **Print and Publishing**

- Overview: While digital news is on the rise, traditional print media still enjoys a vast readership, particularly in regional languages.
- Trends: The transition from print to digital publishing and integration of multimedia storytelling techniques to attract digital-native audiences.

1.5. **Animation and Visual Effects (VFX)**

- Overview: India's animation and VFX industry is fast becoming a global hub for outsourcing and original production.
- Trends: Growing demand for animated content for OTT platforms and films, alongside a rise in gamification, e-sports, and VFX-heavy film productions.

Types of Markets in the M&E Industry

2.1. **Digital and OTT Market**

- Scope: The digital segment has witnessed exponential growth, with more consumers turning to on-demand content across OTT platforms, YouTube, and other digital media.
- Growth Drivers: Affordable data plans, increasing smartphone penetration, and demand for original, localized content.
- Challenges: Intense competition among platforms, content saturation, and regulatory compliance.

2.2. **Television Market**

- Scope: Television remains a staple of Indian households, especially with the advent of smart TVs and enhanced DTH services.
- Growth Drivers: Strong rural and tier-2 city viewership, live sports events, and reality TV shows.
- Challenges: Shift to digital platforms and fragmented audience viewing behavior.

2.3. **Film Industry Market**

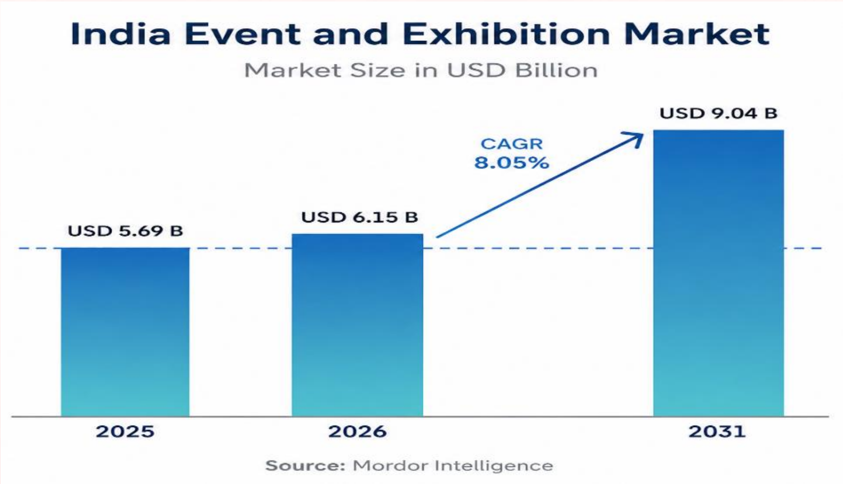
- Scope: Cinema has been a cultural mainstay in India, though the pandemic accelerated the transition to digital-first film releases.
- Growth Drivers: Regional language cinema, OTT-first film releases, and international collaborations.
- Challenges: Piracy, declining theater footfall, and high production costs.

2.4. **Advertising Market**

- Scope: Advertising revenue from TV, digital media, and social platforms forms a significant chunk of the industry's earnings.
- Growth Drivers: Programmatic advertising, influencer marketing, and native ads.
- Challenges: Privacy regulations, ad-blocking technology, and consumer preference for ad-free content experiences.

India Event and Exhibition Market Analysis

The India event and exhibition market size was valued at USD 5.69 billion in 2025 and estimated to grow from USD 6.15 billion in 2026 to reach USD 9.04 billion by 2031, at a CAGR of 8.05% during the forecast period (2026-2031). Capacity additions at venues such as Bharat Mandapam and Jio World Convention Centre, government incentives under the "Meet in India" program, and a corporate pivot toward experiential marketing reinforce the market's growth runway. International organizers view India as a cost-competitive gateway to South Asia, while domestic operators benefit from rising discretionary spending and an expanding base of small and medium exhibitors. Hybrid formats are broadening audience reach, although physical shows remain the revenue backbone because they support tactile product demonstrations and face-to-face deal-making. Demand for net-zero venues is accelerating, aligning with multinational ESG mandates and further differentiating newly built facilities.



ROAD AHEAD

The Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. This can be majorly credited to rising incomes, increasing internet penetration and a growing push toward digital adoption.

In the long run, growth is the M&E industry is expected in retail advertisement on the back of several players entering the food and beverages segment, E-commerce gaining more popularity in the country, and domestic companies testing out the waters. India's rural regions are expected to be the next regions for growth. India has also gotten on board with 5G and is already planning for 6G well ahead of the future. This push towards digital adoption especially in the rural regions will provide advertisers and publishers with an immense opportunity to capture untapped markets and help grow India's media and entertainment industry forward.

OPPORTUNITIES AND THREATS

Opportunities:

- Expanding to scale up the content volume with new age media such as YouTube, music streaming app and similar
- Expanding into tech enabled events and retail visual Merchandising solutions
- Forming strategic partnerships with streaming platform and other content providers to increase exposure and access to new markets
- Expanding into international markets, where there may be higher demand for certain types of content

Threats:

- Intense competition from large players.
- Rapidly evolving technology, which requires continuous investment to stay competitive.
- Changes in consumer preferences or trends, which can impact demand for specific types of event and digital contents.
- Regulatory changes or legal challenges, which can impact the ability to distribute content or access certain markets.

COMPANY OVERVIEW

Thinking Hats Entertainment Solutions Limited is an integrated entertainment and experiential marketing company with over a decade of experience in delivering creative event management, content production and retail visual merchandising solutions. Since its incorporation, the Company has built a diversified portfolio spanning corporate events, experiential marketing, digital content and entertainment production, catering to clients across multiple industries.

thinkinghats
entertainment solutions

In 2019, the Company expanded into OTT content production, strengthening its presence in the media and entertainment sector through the creation of web series, films and other digital content.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains adequate internal financial controls, supported by an in-house finance team and periodic third-party audits. All financial transactions are recorded with transparency and accuracy, supported by an ERP-based system.

It is based on five main components:
- Risk assessment
- Control environment
- Control activities
- Information and communication
- Monitoring at all organisational levels

Internal audit operates autonomously to review the completeness and accuracy of records, processes and performance relative to predetermined objectives. It acts as a value-added function for the Board in its concentration on:
- Effectiveness and efficiency of operations
- Safeguarding company assets
- Internal and external reporting reliability
- Compliance with legislation, regulation and internal policy

Internal audit drives change through delivery of fact-based information and practical recommendations. These activities are monitored at the Board-level Audit Committee to ensure transparency and accountability. Throughout the year, focus was given to independent decision-making, recording process weaknesses, and taking corrective action. Regular reviews are carried out by an external Chartered Accountant firm under defined policies and procedures. Important audit findings are reported to management and the Audit Committee directly.

HUMAN RESOURCES

Our employees are our core resource and the Company has continuously evolved policies to strengthen its employee value proposition. Your Company was able to attract and retain best talent in the market and the same can be felt in the past growth of the Company. The Company is constantly working on providing the best working environment to its Human Resources with a view to inculcate leadership, autonomy and towards this objective; your company spends large efforts on training. Your Company shall always place all necessary emphasis on continuous development of its Human Resources. The belief "great people create great organization" has been at the core of the Company's approach to its people.

As on 31st March, 2026, our Company has 35 employees on payroll.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis report detailing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, raw material prices, finished goods prices, cyclical demand and pricing in the Company's products and their principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries with which the Company conducts business and other factors such as litigation and / or labor negotiations.

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NOTICE OF AGM

NOTICE is hereby given that the 13th Annual General Meeting of the members of Thinking Hats Entertainment Solutions Limited will be held on Wednesday, September 30, 2026 at 2.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and the Auditors thereon; and

2. To appoint a director in place of Mrs. Sana Warsi (DIN: 11155001), Non-Executive Non-Independent Director, who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Re-classification of Mr. Gaurav Singhania, Mrs Shruti Singhania and their relatives and entities forming part of the "Promoter and Promoter Group" Category into "Public" Category.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), including any modification(s) / amendment(s) / re-enactment(s) thereto, based on the approval of the Board of Directors accorded at its Meeting held on May 26, 2026 and based on the No-Objection / approval letters dated August 12, 2026 received from National Stock Exchange of India Limited ('Stock Exchange'), and/ or such other approval, as may be required, the consent of the Members of the Company be and is hereby accorded to reclassify Mr. Gaurav Singhania, Mrs. Shruti Singhania and their relatives and entities from "Promoter and Promoter Group" category to "Public" category, based on the request received from them (hereinafter referred to as the 'Outgoing Promoter'):

Sr. No.	Name	Category	Shareholding (No. of Equity Shares Held)	Shareholding (%)
1.	Shruti Singhania	Promoter	1,000	0.01%
2.	Ruchi Agarwal	Promoter Group	1,000	0.01%
3.	Gaurav Singhania	Promoter	12,03,700	9.64%
4.	Pushpa Devi Singhania	Promoter Group	Nil	0.00%
5.	Aarav Singhania	Promoter Group	Nil	0.00%
6.	Satish Kumar Bhayana	Promoter Group	Nil	0.00%
7.	Suman Bhayana	Promoter Group	Nil	0.00%
8.	Ashish Bhayana	Promoter Group	Nil	0.00%
9.	Jyoti Sakhuja	Promoter Group	Nil	0.00%
10.	Skillarthi Ventures Private Limited	Promoter Group	Nil	0.00%
11.	Varaa Exptech Private Limited	Promoter Group	Nil	0.00%
12.	M/s. Ashish Trading Company	Promoter Group	Nil	0.00%

RESOLVED FURTHER THAT Mr. Gaurav Singhania, Mrs. Shruti Singhania and their relatives and entities have confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub regulation (3) of Regulation 31A of SEBI Listing Regulations have been complied with and also confirmed that post re-classification from "Promoter and Promoter Group" category to "Public" category, shall continue to comply with conditions mentioned under Regulation 31A of SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any other Key Managerial Personnel of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

September 2, 2026
Registered Office:
Thinking Hats Entertainment Solutions Limited
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai, Maharashtra - 400053
Tel: +91 9650962815
Email: csco@thes.in
Website: www.thes.in
CIN: L92490MH2013PLC352652

By order of the Board
For Thinking Hats Entertainment Solutions Limited

Rajesh Bhardwaj
Managing Director
DIN: 02590002

NOTES:

1. Pursuant to various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

2. A statement giving relevant details of the director seeking reappointment under Item No. 2 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.

3. The Explanatory Statement setting out material facts concerning the business under Item Nos. 3 of the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 ("Act")]

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed CS Md. Shahnawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to msassociates16@gmail.com with a copy marked to evoting@nsdl.co.in.

6. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors at the AGM, shall be without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send their questions/ comments in advance mentioning their name, demat account number, email id and mobile number at csco@thes.in. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. **Members to intimate change in their details**:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

a. For shares held in electronic mode: to their DPs

b. For shares held in physical mode: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023].

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

12. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive) for the purpose of annual closure of books.

13. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM and Annual Report 2025-26 are available on the website of the Company at www.thes.in and on the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through (VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Edition, Mumbai) and Mumbai Lakshadeep Marathi (Marathi Edition, Mumbai).

14. Members who have not yet registered their e-mail address and mobile number are requested to register the same with their Depository Participants ("DP").

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs.

16. For receiving all future correspondence (including Annual Report) from the Company electronically, the Members have to register their e-mail address with their Depository Participants and the Company as well.

    Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.thes.in,websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.

17. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Wednesday, September 23, 2026, such person may obtain the User ID and Password from RTA requesting through e-mail at investor@masserv.com.

18. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

19. The Company has not paid any dividend in past, thus, details of the amount of dividend which remained unpaid/unclaimed for a period of 7 years and due for transfer to IEPF is not applicable to the Company.

    Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there are no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.

20. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.

21. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturday as well as Sundays, upto the date of meeting.

22. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of 13th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Wednesday, September 23, 2026 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

Annexure-I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]b

Name of the Director	Sana Warsi
DIN	11155001
Date of Birth	July 30, 1989
Age	37 years
Date of Appointment	June 18, 2025
Qualification	Graduate
Experience and Expertise	Sana Warsi, is the Creative Head of our Company. She holds a bachelor degree in arts from University of Delhi. She holds post graduate diploma course in television journalism & communication from Asian Academy of Film & Television. She is the creative driving force behind the Company's filmmaking and entertainment division and has successfully conceptualised and executed numerous projects for the company. She has devoted more than eight years to transforming ideas into real projects at our Company.
Number of Meetings of the Board attended during the financial year (2025-26)	8 out of 12 Meetings.
List of Directorship/ Membership /Chairmanship of Committees of other Board	Nil
Membership / Chairmanship of Committees of Other Board:	Nil
Shareholding in the Company	13,86,800 shares (11.11%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Rajesh Bhardwaj (Managing Director) is the spouse of Sana Warsi.
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	Being liable to retire by rotation Last Drawn remuneration: Rs. 2,00,000/- per month

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 27, 2026 at 9:00 A.M. and ends on Tuesday, September 29, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 23, 2026, may cast their votes electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 23, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL

	Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	**Helpdesk details**
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.com or call at 022 - 4886 7000

<table>
<tr><td>Individual Shareholders holding securities in demat mode with CDSL</td><td>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. 1800-21-09911</td></tr>
<tr><td colspan="2">B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>
1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :</td></tr>
<tr><td>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</td><td>Your User ID is:</td></tr>
<tr><td>a) For Members who hold shares in demat account with NSDL.</td><td>8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.</td></tr>
<tr><td>b) For Members who hold shares in demat account with CDSL.</td><td>16 Digit Beneficiary ID

For example if your Beneficiary ID is 12************** then your user ID is 12**************</td></tr>
<tr><td>c) For Members holding shares in Physical Form.</td><td>EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</td></tr>
</table>

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail msassociates16@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e.

other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Amit Vishal at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@masserv.com or csco@thes.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investor@masserv.com or csco@thes.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.infor procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at csco@thes.in. The same will be replied by the company suitably.

General Instructions

i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through electronic voting system during the AGM.

ii. CS Md. Shahnawaz, Practicing Company Secretary (Membership No. ACS- 21427 & CP No. 15076) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

iii. The members, who are present VC / OAVM at the AGM but have not cast their votes during the remote e-voting period, shall be allowed to cast their voting through e-voting.

iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.thes.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the National Stock Exchange of India Limited.

September 2, 2026
Registered Office:
Thinking Hats Entertainment Solutions Limited
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai, Maharashtra - 400053

By order of the Board
For Thinking Hats Entertainment Solutions Limited

Tel: +91 9650962815
Email: csco@thes.in
Website: www.thes.in
CIN: L92490MH2013PLC352652

Rajesh Bhardwaj
Managing Director
DIN: 02590002

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') provides a mechanism for reclassification of shareholders from "Promoter and Promoter Group" category to "Public" category. In terms of the said Regulation, the Company received request letter dated March 31, 2026 from Mr. Gaurav Singhania, Mrs. Shruti Singhania and their relatives and entities forming part of the members of the Promoter and Promoter Group of the Company, informing their intention of reclassification from "Promoter and Promoter Group" category to "Public" category subject to the approval of the Board, no objection/ approval of National Stock Exchange of India Limited ('Stock Exchange') and approval of the Shareholders of the Company, as per the applicable legal provisions.

Subsequently, Mr. Gaurav Singhania and Mrs. Shruti Singhania, being the Promoters of the Company, along with the persons and entities forming part of their respective Promoter Group, submitted requests dated March 31, 2026 seeking reclassification from the "Promoter and Promoter Group" category to the "Public" category in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"). Mr. Gaurav Singhania held 12,03,700 Equity Shares constituting 9.64% of the shareholding of the Company and Mrs. Shruti Singhania held 1,000 Equity Shares constituting 0.01% of the shareholding of the Company.

Accordingly, as per Regulation 31A of the SEBI Listing Regulations, the Board of Directors of the Company, at its Meeting held on May 26, 2026, had considered request of the following for reclassification:

Sr. No.	Name	Category	Shareholding (No. of Equity Shares Held)	Shareholding (%)
1.	Shruti Singhania	Promoter	1,000	0.01%
2.	Ruchi Agarwal	Promoter Group	1,000	0.01%
3.	Gaurav Singhania	Promoter	12,03,700	9.64%
4.	Pushpa Devi Singhania	Promoter Group	Nil	0.00%
5.	Aarav Singhania	Promoter Group	Nil	0.00%
6.	Satish Kumar Bhayana	Promoter Group	Nil	0.00%
7.	Suman Bhayana	Promoter Group	Nil	0.00%
8.	Ashish Bhayana	Promoter Group	Nil	0.00%
9.	Jyoti Sakhuja	Promoter Group	Nil	0.00%
10.	Skillarthi Ventures Private Limited	Promoter Group	Nil	0.00%
11.	Varaa Exptech Private Limited	Promoter Group	Nil	0.00%
12.	M/s. Ashish Trading Company	Promoter Group	Nil	0.00%

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the SEBI Listing Regulations, Mr. Gaurav Singhania and Mrs. Shruti Singhania and the persons related to them seeking reclassification have confirmed that they:

a) do not hold more than ten percent of the total voting rights in the Company;

b) do not exercise control over the affairs of the Company directly or indirectly;
c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
d) are not being represented on the board of directors (including not having a Nominee Director) of the Company;
e) do not act as key managerial personnel in the Company;
f) are not a 'willful defaulter' as per the Reserve Bank of India guidelines;
g) are not a fugitive economic offender.

Mr. Gaurav Singhania and Mrs. Shruti Singhania have confirmed that they and the persons related to them do not have any pending regulatory action against them. They also confirmed that :

a) At all times from the date of re-classification, continue to comply with the conditions specified in sub-clause (i), (ii) and (iii) of clause (b) of Regulation 31A (3) of SEBI Listing Regulations; and
b) Comply with the conditions mentioned in sub-clauses (iv) and (v) of clause (b) of regulation 31A (3) of SEBI Listing Regulations, for a period of not less than 3 (three) years from the date of reclassification and thereafter.

Further, Mr. Gaurav Singhania, Mrs. Shruti Singhania and the persons related to them have provided an undertaking that they are compliant with the conditions set out in Regulation 31A(3)(b) of the SEBI Listing Regulations and that they would continue to comply with the conditions mentioned in Regulation 31A of the SEBI Listing Regulations, post reclassification from "Promoter and Promoter Group" category to "Public" category.

The members are further informed that the Company:
i. Is compliant with the requirement of minimum public shareholding as required under Regulation 38 of the SEBI Listing Regulations;
ii. Equity shares were not suspended by the stock exchanges from trading;
iii. Does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or to the Depositories.

Further, Mr. Gaurav Singhania, Mrs. Shruti Singhania and the persons related to them are not related to the existing Promoter or Members of the Promoter Group as per Section 2(77) of the Companies Act, 2013 and as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Based on the approval accorded by the Board and in accordance with Regulation 31A (3) of the SEBI Listing Regulations, an application seeking no objection / approval of the Stock Exchanges was filed by the Company on May 27, 2026. Accordingly, the Stock Exchange, vide their letters dated August 12, 2026, had provided their no objection / approval for reclassification of Mr. Gaurav Singhania, Mrs. Shruti Singhania and the persons related to them from the "Promoter/Promoter Group" category to the "Public" category.

As per Regulation 31A(3) of the SEBI Listing Regulations, post receipt of no objection/ approval letters of the Stock Exchanges, the Company is required to obtain approval of the shareholders for reclassification of persons belonging to "Promoter/Promoter Group" category to the "Public" category within a period of sixty days from the date of receipt of no-objection / approval letters from the Stock Exchanges.

Accordingly, the aforesaid proposal for reclassification of Mr. Gaurav Singhania, Mrs. Shruti Singhania and the persons related to them from "Promoter/Promoter Group" category to the "Public" category is being placed before the members of the Company by way of an Ordinary Resolution as set out at Item no. 3 of this Notice, for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions at Item No. 3 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

September 2, 2026
Registered Office:
Thinking Hats Entertainment Solutions Limited
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai, Maharashtra - 400053
Tel: +91 9650962815
Email: csco@thes.in
Website: www.thes.in
CIN: L92490MH2013PLC352652

By order of the Board
For Thinking Hats Entertainment Solutions Limited

Rajesh Bhardwaj
Managing Director
DIN: 02590002

DIRECTOR'S REPORT

DEAR MEMBERS,
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

Your Directors have pleasure to submit the 13th Director's Report along with the audited financial statements, for the financial year ended March 31, 2026.

1. FINANCIAL SUMMARY OR HIGHLIGHTS

The highlights of the Financial Results for the year ended March 31st, 2026 and the corresponding figure for the previous year are as under:

(₹ in Lakhs except EPS)

Particulars	Fiscal	
	FY2026	FY2025
Revenue from Operations	2,352.25	4,766.80
Other Income	51.52	73.22
Profit before Tax	162.17	522.92
Profit after Tax	124.42	366.50
Earnings Per Share (In Rs.)	1.00	3.42

Equity shares are at par value of ₹10/- per share

2. TRANSFER TO RESERVES

We do not propose to transfer any amount to the general reserve.

3. DIVIDEND

The management has decided to reinvest the money in working capital and overall growth of the company. Hence, your management recommends no dividend for the year ended March 31, 2026 and will increase efforts to enhance the profit in coming financial year.

4. STATE OF COMPANY'S AFFAIRS

Your Directors are pleased to share the operational and financial performance achieved by the Company during FY2026.

The major highlights of the FY2026 are as under:

- Revenue from Operations stood at ₹ 2,352.25 Lakhs in FY2026 as compared to ₹ 4766.80 lakhs in FY2025.

- PAT stood at ₹124.42 lakhs in FY2026 as compared to ₹ 366.50 lakhs in FY2025.

The decline in revenue and profitability during the year was primarily attributable to the timing of release of content, deferment of certain projects, and the nature of revenue recognition in the entertainment industry, where financial performance is significantly influenced by the production and release cycle of films and other content. Despite the moderation in financial performance during the year, the Company continues to evaluate new business opportunities, strengthen its content pipeline and pursue strategic initiatives aimed at creating long-term value for its stakeholders.

5. CHANGE IN THE NATURE OF BUSINESS

Pursuant to the provisions of the Companies Act, 2013, the Board hereby confirms that there was no change in the nature of the business of the Company during the Financial Year ended March 31, 2026. The Company continued to carry on its existing business operations during the year under review.

6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THE REPORT

There were no other material changes and commitments affecting the financial position of the Company occurred during the period from the end of the financial year to which the financial statement related till the date of this report.

7. SHARE CAPITAL

During the Financial Year under review, there was no change in the Authorized Share Capital or the Issued, Subscribed, and Paid-up Equity Share Capital of the Company.

As on March 31, 2026, the Authorized Share Capital of the Company stood at Rs. 15,00,00,000 (Rupees Fifteen Crores only), divided into 1,50,00,000 (Rupees One Crore and Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten) each.

The Issued, Subscribed, and Paid-up Equity Share Capital of the Company as on March 31, 2026, stood at Rs. 12,48,71,500 (Rupees Twelve Crore Forty-Eight Lakh Seventy-One Thousand Five Hundred Only.), comprising 1,24,87,150 (Rupees One Crore Twenty-Four Lakh Eighty-Seven Thousand One Hundred Fifty Only) Equity Shares of Rs. 10/- (Rupees Ten) each, fully paid up.

During the Financial Year 2025-26, the Company has neither issued any equity shares with differential voting rights nor granted any stock options, sweat equity shares, or warrants. The Company has not bought back any of its securities and there was no forfeiture or cancellation of shares during the year.

8. LISTING OF SHARES

The Equity Shares of the Company are listed on the Emerge Platform of the National Stock Exchange of India Limited

9. DEMATERIALISATION OF SHARES

As on March 31, 2026, all the shares of the Company are held in dematerialized form, representing 100% of the total issued and paid-up share capital of the Company. The ISIN of the Company is INE0SHE01019. M/s. MAS Services Limited is the Registrar and Share Transfer Agent of the Company and handles investor-related matters under the supervision of the Company.

10. PUBLIC DEPOSITS

The Company has not accepted any deposit during the period started from 1st April, 2025 to 31st March, 2026. Further, there is no outstanding amount of deposit as on March 2026.

11. CHANGE IN NAME AND STATUS OF THE COMPANY

There was no change in the name and / or status of the Company during FY2026.

12. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The following are the changes in the Board of the Company during the year under review:

DIN/PAN	Name	Particulars of Change	Appointment/ Cessation date
08868412	Shruti Singhania	Resigned from the position of Non -Executive Non -Independent Director	May 21, 2025
08868413	Gaurav Singhania	Resigned from the position of Whole-time Director & CFO	June 18, 2025
11155001	Sana Warsi	Appointed as Non-Executive Non-Independent Director	June 18, 2025
BCXPP3203Q	Vijendra Prasad	Appointed as CFO	November 14, 2025

Director liable to retire by rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sana Warsi (DIN: 11155001), Non-Executive Non Independent director, is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered herself for reappointment. Necessary resolution for her re-appointment is included in the Notice of AGM for seeking approval of Members. The Directors recommend her re-appointment for your approval.

13. DECLARATIONS BY INDEPENDENT DIRECTORS

In accordance with the provisions of Section 149(7) of the Companies Act, 2013, each of the Independent Directors has confirmed to the Company that he or she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In the opinion of the Board of Directors, all the Independent Directors of the Company fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the management.

14. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, Regulation 17(10) of the Listing Regulations and in line with our corporate governance guidelines, peer evaluation of all Board members, annual performance evaluation of its own performance, as well as the evaluation of the working of Board's Committees was undertaken. This evaluation is led by the Chairman of the Nomination and Remuneration Committee with a specific focus on the performance and effective functioning of the Board and its Committees. The evaluation process, inter alia, considers attendance of Directors at Board and committee meetings, acquaintance with business, communication inter se board members, the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of Committees, effectiveness of committee meetings, etc.

The report on the performance evaluation of the Individual Directors was reviewed by the Board and feedback was given to the Directors.

15. BOARD MEETING

During the year under review, 12 (Twelve) board meetings were held in accordance with the provisions of Companies Act, 2013. The said meetings were held on: 02-04-25, 22-04-25, 29-05-2025, 18-06-25, 06-08-25, 21-08-25, 08-09-25, 20-09-25, 25-09-25, 14-11-25, 30-01-26, 31-03-26.

The intervening gap between two Board Meetings and General Meetings was within the period prescribed under the Companies Act, 2013, and as per Secretarial Standard-1 (Meetings of the Board of Directors) and Secretarial Standard-2 (General Meetings), issued by the Institute of Company Secretaries of India (ICSI).

The requisite quorum was present throughout the Board Meetings. The Directors actively participated in the deliberations and provided valuable guidance and strategic inputs on the matters placed before the Board, thereby facilitating informed decision-making and effective governance.

16. MEETING OF THE INDEPENDENT DIRECTORS

During FY2025-26, one meeting of Independent Directors was held without the presence of the Executive Directors or Management Personnel on March 31, 2026. At such meeting, the Independent Director have discussed, among other matters, the challenges faced by the Company, growth strategies, flow of information to the Board, strategy, leadership strengths, compliance, governance, HR related matters and performance of Executive Directors.

17. COMMITTEES OF THE BOARD

The Board of Directors has constituted various committees in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable statutory requirements. The composition of these Committees is reviewed by the Board from time to time to ensure compliance with the applicable legal and regulatory requirements.

A. AUDIT COMMITTEE

The Audit Committee was constituted duly by Board pursuant to section 178 of Companies Act, 2013. The following are the members of the Audit Committees of the Board as on 31st March 2026.

Name of Director	Category
Nikita Jain	Independent Director-Chairperson
Princy Anand	Independent Director
Sana Warsi	Non-Executive Non-Independent Director

Upon resignation, Mr. Gaurav Singhania ceased to be a member of the committee w.e.f. June 18, 2025, During the year under review, 5 meetings of Audit Committee were convened and held on April 02 2025, May 29, 2025, September 25 2025, November 14, 2025 and March 2, 2026.

During the year under review, there has been no instance where the recommendations of the Audit Committee have not been accepted by the Board. The terms of reference of the Audit Committee are in accordance with the provisions of the Companies Act, 2013 and in line with SEBI Listing Regulations although the listing regulation pertaining to Audit Committee is not applicable to the Company.

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted duly by Board pursuant to section 178 of Companies Act, 2013. The following are the members of the Audit Committees of the Board as on 31st March 2026:

Name of Director	Category
Nikita Jain	Independent Director-Chairperson
Princy Anand	Independent Director
Sana Warsi	Non-Executive Non-Independent Director

Upon resignation, Mr. Gaurav Singhania ceased to be a member of the committee w.e.f. June 18, 2025 During the year under review, 2 meetings of Nomination and Remuneration Committee were convened and held on June 18, 2025 and November 14, 2025.

Further there has been no instance where the recommendations of the Nomination and Remuneration Committee have not been accepted by the Board. The terms of reference of the Nomination and Remuneration Committee are in accordance with the provision of the Companies Act, 2013 and in line with SEBI Listing Regulations although the listing regulation pertaining to Nomination and Remuneration Committee is not applicable to the Company.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted duly by Board pursuant to section 178 of Companies Act, 2013. The following are the members of the Stakeholders Relationship Committee of the Board as on 31st March 2026:

Name of Director	Category
Princy Anand	Independent Director-Chairperson
Nikita Jain	Independent Director
Sana Warsi	Non-Executive Non-Independent Director

During the year under review, 2 meetings of Nomination and Remuneration Committee were convened and held on September 30, 2025 and March 31, 2026.

During the year under review, there has been no instance where the recommendations of the Stakeholders Relationship Committee have not been accepted by the Board. The terms of reference of the Stakeholders Relationship Committee are in accordance with the provision of the Companies Act, 2013 and in line with SEBI Listing Regulations although the listing regulation pertaining to Stakeholders Relationship Committee is not applicable to the Company.

18. VIGIL MECHANISM

To meet the requirements of Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing

Regulations"), the Company has adopted a Vigil Mechanism, namely, the Whistle Blower Policy, for its Directors and employees to report genuine concerns. The Policy provides adequate safeguards against victimization of persons who use such mechanism. Under the Policy, employees are encouraged to report any fraudulent financial or other information, any conduct that may result in a violation of the Company's Code of Business Conduct, or any other genuine concerns to the management. Such reports may also be made anonymously, if the employees so desire.

Likewise, under the Policy, the Company has prohibited discrimination, retaliation or harassment of any kind against any employee who, based on a reasonable belief that such conduct or practice has occurred or is occurring, reports such information or participates in the investigation thereof.

The Whistle Blower Policy is available on the Company's website at www.thes.in.

No individual in the Company has been denied access to the Audit Committee or its Chairman during the financial year 2025-26.

19. APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY

The Nomination & Remuneration Committee has framed a policy for the selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel (KMP), Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013.

Pursuant to Section 134(3) of the Companies Act, 2013, the Nomination & Remuneration Policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and Senior Management Personnel is available under investor relations section on the Company's website at www.thes.in.

Further, the Company also has a Board Diversity Policy to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

20. RISK MANAGEMENT POLICY

Your Company's Risk Management Framework is designed to enable risks to be identified, assessed and mitigated appropriately. The Risk Management Framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

21. CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013, relating to Corporate Social Responsibility (CSR), as it does not meet the prescribed applicability criteria under the Act.

22. SUBSIDIARY, ASSOCIATE OR JOINT VENTURES OF OUR COMPANY

The Company does not have any associate or subsidiary Company. The Company does not have any Joint Venture as on March 31, 2026.

A statement containing the salient features of the financial statement of the subsidiary/joint venture Company is not required.

23. ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

During FY 2025- 2026, the Company has not undertaken any alteration or amendment to the Memorandum and Articles of Association of the Company.

24. NON-APPLICABILITY OF THE INDIAN ACCOUNTING STANDARDS

As per Provision to regulation Rule 4(1) of the companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No. G.S.R 111 (E) on 16th February, 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirements of adoption of IND-AS w.e.f. 1st April, 2017. Our Company is also listed on EMERGE Platform of National Stock Exchange Of India Limited, is covered under the exempted category and is not required to comply with IND-AS for preparation of financial statements.

25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, no significant and material orders have been passed by the Regulators, Courts, or Tribunals impacting the going concern status of the Company and its operation in the future.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions that were entered into during the Financial Year were on an arm's length basis, in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013.

The particulars of transaction into by the Company with related parties in Form AOC-2 is attached as 'Annexure – 1' and the same forms part of this report.

Further, all Related Party Transactions as covered under AS-18 entered into during the Financial Year are disclosed in the notes to accounts attached to the financial statements.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at https://thes.in/wp-content/uploads/2024/06/Policy-on-Materiality-of-Related-Party-Transactions.pdf.

27. CORPORATE GOVERNANCE

The Company is listed on the EMERGE platform of NSE. In terms of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the provisions of Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46, and Paragraphs C, D and E of Schedule V of the SEBI (LODR) Regulations are not applicable to the Company.

As the Company's Equity Shares are listed on the EMERGE platform of NSE, the provisions of the Companies Act, 2013 relating to Corporate Governance are complied. Further, the corporate governance provisions under the SEBI (LODR) Regulations are also complied by the Company as it is committed to maintain high standards of corporate governance and has voluntarily adopted appropriate governance practices.

The Company has, inter alia, constituted an Audit Committee and a Nomination and Remuneration Committee, and has appointed Independent Directors, on its Board in accordance with the applicable provisions of the Companies Act, 2013. The Board of Directors functions either directly or through its duly constituted committees to oversee specific areas of the Company's operations and governance, ensuring transparency, accountability and effective decision-making.

28. AUDITORS

AUDITORS & AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Act and the Rules framed thereunder, M/S Baid Agarwal Singhi and Co, Chartered Accountants, (Firm Registration No. 0328671E), were appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive financial years from 2024-25 to 2028-29.

The Statutory Auditors M/S Baid Agarwal Singhi and Co, Chartered Accountants, (Firm Registration No. 0328671E), have confirmed that they have not been disqualified to act as Statutory Auditors of the Company and that their continuation is within the maximum ceiling limit as prescribed under Section 141 of the Act / relevant statute.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed CS Niaz Ahmed (Membership No. F9432 CP No.5965), Practicing Company Secretary, to carry out the Secretarial Audit of the Company commencing from financial year 2025-26 till financial year 2029-30. He is having more than 25 years of the experience in the corporate law compliances, legal due diligence and audit, litigations, indirect taxes. The Secretarial Audit Report submitted by him, for FY 2025-26 is annexed herewith marked as "Annexure 2" to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark, and, therefore, does not call for any further comments.

INTERNAL AUDITOR AND THEIR REPORT

Pursuant to the provisions of the section 138 of the Companies Act, 2013 and rule 13 of the Companies (Accounts Rules) 2014, and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), and on recommendation of Audit Committee M/s. Shubham V Gupta & Associates, Chartered Accountants (FRN No. 030626C) was appointed as the Internal Auditor of the company to conduct an internal audit of the functions and activities of the company for the Financial Year 2024-25 and 2025-26 at such remuneration as may be mutually agreed upon between the Board of Directors, Audit Committee and Internal Auditors.

The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time. There are no qualifications or adverse remarks of the Internal Auditor in the Report issued by them for the Financial Year 2025-26 which calls for any explanation from the Board of Directors.

29. SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

30. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

Internal Audit is conducted by an Independent Professional Firm of Chartered Accountants. The Internal Audit Reports are reviewed and discussed with the senior management team. The representative of Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee meetings. The measures as suggested by the Audit Committee are implemented as per the direction of the Audit Committee.

The controls comprise of:

a) Officials of the Company have defined authority and responsibilities within which they perform their duty;
b) All the Banking transactions are under joint authority and no individual authorization is given;
c) Maker-checker system is in place.
d) Any deviations from the previously approved matter require fresh prior approval.

31. DETAILS OF FRAUD REPORTED BY THE AUDITORS

During the year under review, the Statutory Auditors and Internal Auditor have not reported any instances of fraud committed in the Company by its officers or employees to the Audit Committee under section 143(12) and Rule 13 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013.

31. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return for the year ending on March 31, 2026 is available on the Company’s website at www.thes.in.

32. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized as per the provisions of Section 186 of the Companies Act, 2013 are disclosed in the note no 15 of the financial statements for the financial year 2025-26.

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The details of conservation of energy and technology absorption are not applicable to the Company as the Company is engaged in the service sector providing advertising services. Further, the foreign exchange earnings and outgo for the financial year ended March 31, 2026 in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 in the prescribed format are annexed hereto as “Annexure -3” and forms part of this report.

34. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP)/EMPLOYEES

Disclosures relating to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as “Annexure 4” and forms part of this Board’s report.

The particulars of Managerial remuneration as stated in section 197(12) of the Companies Act, 2013 read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, is annexed herewith as “Annexure 4”and forms part of this Board’s report.

35. MAINTENANCE OF COST RECORDS AND COST AUDIT

The requirement of maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and audit of cost records were not applicable to the Company during the year under review.

36. DISCLOSURE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, neither any application was made nor is any proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016.

37. DETAILS OF DIFFERENCE BETWEEN AMOUNTS OF THE VALUATION

There was no one time settlement by the Company with the Banks or Financial Institutions during the year under review, thus, the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof are not applicable.

38. DIRECTOR’S RESPONSIBILITY STATEMENT

The Director’s Responsibility Statement referred to in clause (c) of Sub-section (3) of Section 134 of the Companies Act, 2013 shall state that

a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the company for that period.

c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) The directors have prepared the annual accounts on a going concern basis;

e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and

f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

39. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at www.thes.in.

40. MATERNITY BENEFIT ACT, 1961

The Company continues to uphold its commitment to the well-being of its employees, with a special focus on creating an inclusive and supportive workplace. In accordance with the Maternity Benefit Act, 1961, the Company has ensured full compliance with all applicable provisions, including paid maternity leave, work-from-home flexibility, and creche facilities (wherever applicable).

41. DISCLOSURES AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESS) ACT, 2013

The Company has zero-tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The Company has set up Internal Complaint Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 along with its relevant Rules.

The Committee met once during the FY2025-26 ending on March 31, 2026.

There was no complaint pending at the beginning and at the end of FY2025-26. No complaints have been received by the Committee during the FY2025-26.

42. MANAGEMENT DISCUSSION & ANALYSIS REPORT

In term of requirements of Regulation 34(2)(e) of SEBI (LODR) Regulation 2015, a "Management Discussion and Analysis Report" are set out as a separate section in this Annual Report which forms an integral part of this report.

43. CREDIT RATING

The Company has not availed any Credit Rating.

44. TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years are also to be transferred to the Demat account of the IEPF Authority.

During the year, there was no unclaimed and unpaid dividend and corresponding equity shares on which dividend was unclaimed/unpaid for seven consecutive years which was required to be transferred as per the requirement of the IEPF Rules.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there were no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.

45. HUMAN RESOURCES

Our employees are our core resource and the Company has continuously evolved policies to strengthen its employee value proposition. Your Company was able to attract and retain best talent in the market and the same can be felt in the past growth of the Company. The Company is constantly working on providing the best working environment to its Human Resources with this objective in place, we have drawn a comprehensive human resource strategy which addresses all key aspects of human resource development including:

(i) Adoption of fair business practices;
(ii) Promoting workforce diversity, evolution of performance-based compensation packages to attract and retain the talent;
(iii) Rewards & recognition and several best-in-class employee initiatives; and
(iv) Delivery of training programs to improve technical, functional and managerial competence.

The belief "Great People create Great Organization" has been at the core of the Company's approach to its people.

46. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

47. GREEN INITIATIVES

In commitment to keeping in line with the Green Initiative and going beyond it to create new green initiations, an electronic copy of the Notice of the 13th Annual General Meeting of the Company along with a copy of the Annual Report is being sent to all Members whose email addresses are registered with the Company/ Depository Participant(s) and will is also available at the Company's website at www.thes.in.

48. ACKNOWLDGEMENTS

Your Directors take this opportunity to express their sincere thanks to the Central Government and Governments of various states, Financial Institutions, Bankers and Customers for their co-operation and assistance extended.

Your Directors also wish to express their deep appreciation for the integrity and hard work of all the employees of the Company at all levels to cope-up the challenging scenario and strive for the growth of our Company.

The Board also takes this opportunity to express their deep gratitude for the continued co-operation and support received from the shareholders.

For and on behalf of the Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

	Rajesh Bhardwaj	Sana Warsi
Date: May 26, 2026	(Managing Director)	(Director)
Place: Mumbai	DIN: 02590002	DIN: 11155001

ANNEXURE- 1

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

==

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at arm's length basis**

During the year under review, the contracts or arrangement or transactions with related party were done at arm's length basis.

2. **Details of material contractors or arrangement or transactions at arm's length basis**

Name(s) of the related party and nature of relationship	**Rajesh Bhardwaj**	**Sana Warsi**	**Mr. Prashant Tyagi**	**Varaa Exptech Pvt. Ltd.**	**M/s Frameless Expressions Pvt. Ltd.**
Nature of contracts/arrangements/transactions	Loan received and repaid	Loan received and repaid	Investment received andreturned for Film Production	Advance given and returned	Loan repaid
Duration of the contracts / arrangements/transactions	Ongoing	Ongoing	Ongoing	Ongoing	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	N.A	N.A	N.A	N.A	N.A
Date of approval by the Board, if any	02-04-2025	02-04-2025	02-04-2025	02-04-2025	02-04-2025
Amount paid as advances, if any:	Nil	Nil	Nil	Nil	Nil

Note: Appropriate approvals have been taken for Related Party Transactions. All the transactions referred above are in the Ordinary Course of business and on arm's length basis.

For and on behalf of the Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

Rajesh Bhardwaj
(Managing Director)
DIN: 02590002

Sana Warsi
(Director)
DIN: 11155001

Date: May 26, 2026
Place: Mumbai

Annexure - 2

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
CIN: L92490MH2013PLC352652
KU220, Kuber Kartik, New Link Road, Prem Co-operative
Society, Andheri West, Mumbai - 400053

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act):-
(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011-;
(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – Not Applicable during the Audit Period;
(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable during the Audit Period;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not Applicable during the Audit Period;
(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018- Not Applicable during the Audit Period;
(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with all the laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the Statutory Auditors, Tax Auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.:

1. Mrs. Shruti Singhania (DIN: 08868412), Non-Executive Non-Independent Director of the Company, vide her letter dated May 21, 2025 tendered her resignation from the Directorship of the Company with effect from May 21, 2025

2. The Board of Directors of the Company at its meeting held on June 18, 2025 noted the following:
- Resignation of Mr. Gaurav Singhania (DIN: 08868413) from the position of Whole Time Director & CFO.
- Appointment of Ms. Sana Warsi (DIN: 11155001) as an Additional Director (Non- Executive Non Independent) of the Company

3. The shareholders of the Company at their Annual General Meeting held on September 17, 2025 have approved:
- Appointment of Mrs. Sana Warsi (DIN: 11155001) as Non-Executive Non Independent Director.
- Appointment of Mrs. Nikita Jain (DIN: 08222385) as an Independent Director
- Appointment of Secretarial Auditor for five year

4. The Board of Directors of the Company at its meeting held on September 25, 2025 approved issue of 22,62,850 warrants (hereinafter referred to as "Convertible Warrant"), at an exercise price of Rs. 33 per underlying equity share of the face value of Rs.10 each (including a premium of Rs. 23 per equity Share)

5. The shareholders of the Company at their Extra Ordinary General Meeting held on October 24, 2025 have approved issuance of upto 22,62,850 Convertible warrants at an exercise price of Rs 34.50 per underlying equity share of the face value of Rs.10 each (including a premium of Rs. 24.50 per equity Share).

6. The Board of Directors of the Company at its meeting held on November 14, 2025 approved appointment of Mr. Vijendra Prasad as CFO (Chief Financial Officer) of the company designated as Key Managerial Personnel of the Company.

CS Niaz Ahmed
Proprietor
Membership No: 9432
CP No: 5965
UDIN: F009432H000494994
Peer Review Regn No. 4051/2023

Kolkata, May 26, 2026

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'ANNEXURE A'

To,
The Members,
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
CIN: L92490MH2013PLC352652
KU220, Kuber Kartik, New Link Road, Prem Co-operative
Society, Andheri West, Mumbai - 400053

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

CS Niaz Ahmed
Proprietor
Membership No: 9432
CP No: 5965
UDIN: F009432H000494994
Peer Review Regn No. 4051/2023

Kolkata, May 26, 2026

Annexure - 3

DISCLOSURE OF THE PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

A) Conservation of Energy

Sl.No	Particular	Remark
1.	the steps taken or impact on conservation of energy;	NA
2	the steps taken by the company for utilizing alternate sources of energy	NA
3	the capital investment on energy conservation equipment	NA

B) Technology Absorption

From B: Disclosure of particulars with respect to Technology absorption	
Technology, absorption, adaptation and innovation	
Efforts made towards technology absorption	NA
The benefits derived like product improvement, cost reduction, product development or import substitution	NA
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
Research & Development (R & D) -	
the expenditure incurred on Research and Development	NA

C) Foreign Exchange Earning and Outgo

(₹ in Lakhs)

Particulars	FY 2026	FY2025
Foreign Exchange earnings	31.60	194.23
Foreign Exchange outgo	NIL	242.40

For and on behalf of the Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

	Rajesh Bhardwaj	Sana Warsi
Date: May 26, 2026	(Managing Director)	(Director)
Place: Mumbai	DIN: 02590002	DIN: 11155001

Annexure - 4

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025

Name Of The Director / CEO / CFO / Company Secretary / Manager	Designation	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2025-26	Percentage increase in Remuneration during 2025-26
Rajesh Bhardwaj	Managing Director	6.43 : 1	Nil
Sana Warsi	Director	5.71 : 1	33.33%
Vijendra Prasad	Chief Financial Officer	3.57 : 1	66.67%
Kritika Ronakk Jain	Company Secretary	0.51 : 1	Nil

ii. The median remuneration of employees of the Company during the financial year 2025-26 was ₹ 4,20,000/-.

iii. During the financial year 16.67% was increased of median remuneration of employee.

iv. There were 35 permanent employees on the rolls of the Company as on 31st March, 2026.

v. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2025-26 was 23.94% whereas there is 21.37% increase in managerial remuneration for the same financial year.

vi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 [READ WITH RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENTAND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

It is hereby affirmed that:
(i) No employee was in receipt of remuneration for the year in aggregate of more than ₹ 1.02 Crores;

(ii) No employee was in receipt of remuneration for any part of the year at a rate which in aggregate was more than Rs. 8.50 lacs per month;

(iii) No employee was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

(iv) Top Ten Employees in terms of Remuneration drawn for F.Y. 2025-26

S No	Name	Designation	Remuneration per month (Rs)	Qualification	Experience in years	Date of joining
1	Rajesh Bhardwaj	Managing Director	2,25,000	Post Graduate	27	09/05/2014
2	Prashant Tyagi	COD	2,00,000	Post Graduate	25	11/02/2013
3	Sana Warsi	Director and Head Content	2,00,000	Master Degree	10	01/04/2018
4	Ashish Lalu Hasija	Vice President	1,62,000	Post Graduate	19	13/04/2015
5	Mahak Hasija	Manager	1,62,000	Graduate	17	01/04/2022
6	Vijendra Prasad	CFO	1,25,000	Post Graduate	17	01/07/2015
7	Neeru	Manager	1,25,000	Graduate	14	01/04/2021
8	Santosh Mishra	Production Manager	90,000	Graduate	18	28/05/2018
9	Siddhali Setye	Sr. Manager BD & Client Servicing	99,000	Graduate	16	12/08/2016
10	Palak Jain	Legal Head	82,000	CS & LLB	11	05/08/2025

For and on behalf of the Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

	Rajesh Bhardwaj	Sana Warsi
Date: May 26, 2026	(Managing Director)	(Director)
Place: Mumbai	DIN: 02590002	DIN: 11155001

Additional Shareholders' Information

FY2026 represents fiscal year 2025-26, from 1 April 2025 to 31 March 2026, and analogously for FY2025 and previously such labelled years.

1. General Body Meetings

Below table gives the details of date, time, location and business transacted through special resolution at last three Annual General Meetings:

Financial Year	Date & Time	Location	Special Resolution(s) Passed
2024-25	September 17, 2025 at 3.00 pm	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	Appointment of Mrs. Nikita Jain (DIN: 08222385) as an Independent Director
2023-24	July 31, 2024 at 11:00 am	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None
2022-23	September 4, 2023 at 10:00 am.	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	Regularization of appointment of Mr. Gaurav Singhania as Director

Resolution(s) passed through Postal Ballot

During the year, the Company did not pass any special resolution through postal ballot.

Annual General Meeting (AGM):

As per the Circulars issued by the Ministry of Corporate Affairs and the SEBI, from time to time, the 13thAnnual General Meeting of the Company is scheduled to be held on Wednesday, September 30, 2026, at 2.00 P.M through Video Conference /Other Audio-Visual Means ("VC/OAVM") facility. The venue of the AGM shall be deemed to be the registered office of the Company at KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai, India, 400053. The detailed instruction for participation and voting at the meeting is available in the notice of the 13th AGM.

Proposal to Conduct Postal Ballot for any Matter in the Ensuing Annual General Meeting:

There is no proposal to conduct a postal ballot for any matter in the ensuing Annual General Meeting.

2. Book Closure Date:-

From September 24, 2026 to September 30, 2026 (both days inclusive)

3. Dividend

To strengthen the financial position of the Company and to augment working capital, your directors do not recommend any dividend for the FY 2025-2026.

4. Financial Calendar

The financial year of the Company starts on 1st April every year and ends on 31st March subsequent year.

Indicative calendar of events for the financial year 2026-27 are as under

For the first half-year ending 30 September 2026	First / Second week of November 2026
2nd half and year March 31, 2027	Second / Third week of May 2027
AGM for the year ending 31 March 2027	First week of September 2027

5. Listing of Stock Exchange and Stock Codes

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051
Trading Symbol- THESL

Annual Listing fees to the National Stock Exchange of India have been paid for the FY 2026-27. The Custodian fee for NSDL & CDSL has also been paid for the FY 2026-27.

6. The International Security Identification Number (ISIN)

ISIN is a unique identification number of traded scrip. This number has to be quoted in each transaction relating to the dematerialized securities of the Company. The ISIN of the Company's equity shares is INE0SHE01019.

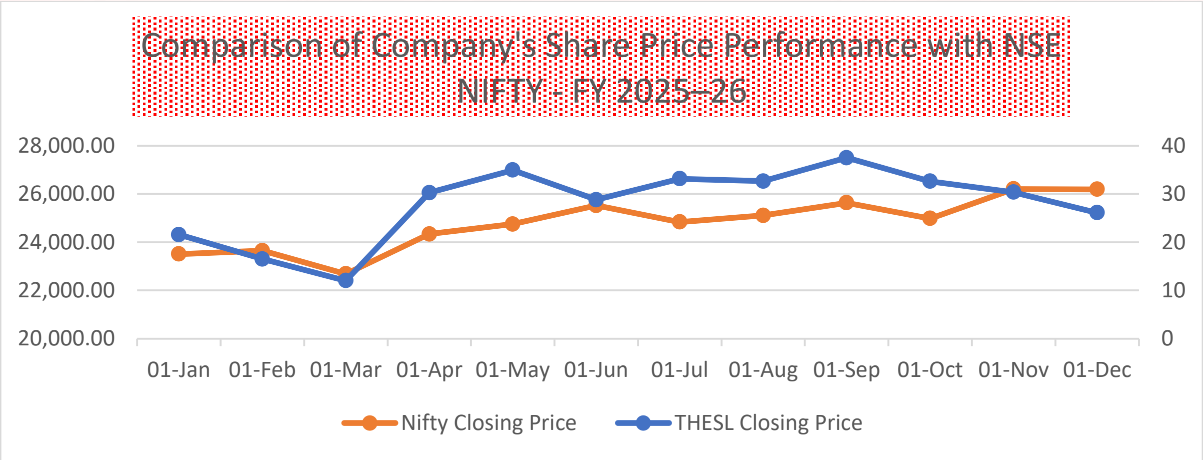
7. Market Price Data

Monthly High and Low Prices of the Equity Shares of the Company for the year ended 31st March, 2026: (Source: www.nseindia.com)

Month	NSE	
	High	Low
Apr, 25	31.75	27.55
May, 25	38.45	31.35
Jun, 25	38.45	27.55
Jul, 25	33.15	27.55
Aug, 25	38.30	29.65
Sept, 25	37.50	29.00
Oct, 25	43.50	30.65
Nov 25	33.60	29.55
Dec 25	30.00	24.65
Jan 26	27.95	21.55
Feb 26	22.50	15.75
Mar 26	15.75	11.45

8. Performance in comparison to board based indices

Performance of Equity Shares of the company in comparison to NIFTY:



9. Registrar and Share Transfer Agents

M/s. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi -110020, is the Registrar and Share Transfer Agent of the Company, both for Physical & Demat Shareholders. Accordingly, all communications on matters relating to Share Transfers, Dividend etc. may be sent directly to them. Complaints, if any, on these matters may also be sent to the Compliance Officer of the Company.

10. Share Transfer System

As on date, the 100% of the issued and subscribed capital are held in dematerialised form, the process for physical share transfer is not relevant.

11. Description of Voting Rights

All shares issued by the Company carry equal voting rights, and one share confirms one vote.

12. Nomination Facility

Shareholders may contact their respective Depository Participant (DP) to avail nomination facility.

13. Shareholding Pattern as on 31st March 2026:

Distribution of shareholdings on the basis of ownership					
Particulars	As on 31st March 2026		As on 31 March 2025		
	No. of shares	% of total	No. of shares	% of Total	% change
Promoter's Holding					
Individuals	70,91,250	56.79	70,91,250	56.79	0.00
Companies	-	-	-	-	-
Sub-Total	**70,91,250**	**56.79**	**70,91,250**	**56.79**	**0.00**
Indian Financial Institutions					
Banks	-	-	-	-	
Mutual Funds	-	-	-	-	
Foreign holdings					
Foreign Institutional Investors	-	-			
Non-Resident Indians	30,000	0.24	66,000	0.53	(0.29)
ADRs / Foreign Nationals	-	-	-	-	-
Sub total	**30,000**	**0.24**	**66,000**	**0.53**	**(0.29)**
Indian Public and Corporate	**53,65,900**	**42.97**	**53,29,900**	**42.68**	**(0.29)**
Total	**1,24,87,150**	**100.00**	**1,24,87,150**	**100.00**	**-**

14. Distribution of shareholding as on March 31, 2026:

Range (Rs)	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Shares
1 - 5000	0	0	0	0
5001 – 10000	4	0.936	3910	0.031
10001 – 20000	0	0	0	0
20001 – 30000	297	69.555	889940	7.126
30001 – 40000	2	0.468	8000	0.064
40001 – 50000	0	0	0	0
50001 – 100000	61	14.285	424290	3.397
100001 & Above	63	14.754	11161010	89.379
Total	**427**	**100**	**1,24,87,150**	**100**

15. Outstanding ADR's & GDR's, Warrants or any other convertible instruments, conversion date and likely impact on equity shares

During the year under review, the Company has not issued any ADR's & GDR's, Warrants or any other convertible instruments. The Company has at present no outstanding ADR's/GDR's/Warrants to be converted that has an impact on the equity shares of the Company.

16. Commodity Price Risk or Foreign Exchange Risk

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods and exchange rate fluctuation. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices and hedging of foreign currency payables and receivables. The Company's reputation for quality, products differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

17. Credit Rating

The Company has not availed any Credit Rating.

18. Dematerialization of Shares

The Company's scrip forms part of the compulsory dematerialization segment for all investors. To facilitate easy access of the dematerialized system to the investors, the Company has signed up with both the depositories namely National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") – and has established connectivity with the depositories through its Registrar and Transfer Agents, MAS Services Limited.

The breakup of dematerialized shares and shares in certificate form as on March 31, 2026 as under:

Physical	NSDL	CDSL
-	65,28,495	59,58,655

19. Other Disclosures

Disclosures on materially significant related party transaction

The statements containing the transactions with related parties were submitted periodically to the Audit Committee. The details of Related Party Transaction are discussed in detail in Note No. 31 of Notes to the Financial Statements.

All the contracts/ arrangements/transactions entered by the Company during the financial year with related parties were in its ordinary course of business on an Arm's Length Basis.

None of the transactions with any of related parties were in conflict with the Company's interest.

Details of non-compliance(s) by the company

There were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authority for Non-Compliance of any matter related to the Capital Markets

Whistle Blower Policy/Vigil Mechanism

The Board of Directors of the company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report the higher authorities any unethical, improper, illegal, or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to the employees of the Company. However, no employee has been denied access to the Audit Committee.

Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company is exempted from compliance with the mandatory requirements of Corporate Governance under listing Regulations However, the Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on the Board, constitution of an Audit Committee and Nomination and Remuneration Committee.

Disclosure of Accounting Treatments

The financial statements of the Company have been prepared in accordance with Accounting Standards (AS) prescribed under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 (“the 2013 Act”). These financial statements have been prepared on an accrual basis and under the historical cost conventions.

20. Name, Designation & Address of Compliance Officer and RTA for Complaints & Correspondence

Kritika Ronakk Jain
Company Secretary & Compliance Officer
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai, Maharashtra - 400053
Tel: +91 9650962815
Email: csco@thes.in
Website: www.thes.in
CIN: L92490MH2013PLC352652

Registered / Corporate Office Address for Correspondence

Thinking Hats Entertainment Solutions Limited
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai, Maharashtra - 400053
Tel: +91 9650962815
Email: csco@thes.in
Website: www.thes.in
CIN: L92490MH2013PLC352652

Registrar & Share Transfer Agents

M/s. MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase - II, New Delhi -110020
Tel: 033 2280-6616/6617/6618, Fax: 033 2280-6619
Email: info@masserv.com
URL: www.masserv.com/

21. Disclosure with respect to demat suspense account/unclaimed suspense account

SL No.	Particulars	Applicability
1.	Aggregate number of Shareholder and the outstanding shares in the suspense account lying in the beginning of the year	Nil
2.	Number of Shareholder who approached the Company for transfer of shares from suspense account during the year	Nil
3.	Number of Shareholders to whom shares were transferred from suspense account during the year	Nil
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil
5.	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Nil

22. Transfer of Unpaid / Unclaimed Amounts and Shares to Investor Education and Protection Fund

The Company has not declared any dividend hence the above provisions are not applicable.

23. Reminder to Investors:

As there are no unpaid / unclaimed dividends, no reminders for such unclaimed shares and unpaid dividends to be sent to shareholders. The Company shall ensure compliance as and when applicable.

For and on behalf of the Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

Rajesh Bhardwaj
(Managing Director)
DIN: 02590002

Sana Warsi
(Director)
DIN: 11155001

Date: May 26, 2026
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBER OF
M/s THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED ("the Company") which comprises the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, and statement of Cash Flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (The Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its Profit , and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended 31 March 2026. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the information and explanation given to us, we have determined that there are no Key Audit Matter to communicate in our Report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report including Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information but does not include the financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is

materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

RESPONSIBILITY OF MANAGEMENT FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
The Board of Directors are also responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions

that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of the written representations received from the directors as on 31stMarch 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31stMarch 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

f. With respect to the adequacy of the internal financial controls with reference to the financial statement of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.

g. With respect to the other matters to be included in the Auditor's Report under Section 197(16) of the Act

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended) in our opinion and to the best of our information and according to the explanations given to us:

I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 34 of the standalone financial statements.

II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

IV. a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries; and

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (IV) (a) and (IV) (b) above contain any material mis-statement.

V. The Company did not declare or pay dividend during the year and therefore the compliance under section 123 of Companies Act is not applicable to the company.

VI. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended 31 March 2026 which has a feature of recording audit trial (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per statutory requirements for record retention.

For
BAID AGARWAL SINGHI & CO.
Chartered Accountants
Firm Registration No. 328671E

CA SOURABH AGARWAL
(Partner)
Membership No: 301075
Place: Kolkata

Dated: 26th May, 2026
UDIN: 26301075IRBNND6783

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date in respect to statutory audit of THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED for the year ended 31 March 2026, we report that:

(i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;

(b) As explained to us, the company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment have been physically verified by the management in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, a portion of the property, plant and equipment have been physically verified during the year and no material discrepancies were noticed on such verification;

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties as disclosed in Note 11 on Property, Plant and Equipment, are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not revalued any of its property, plant and equipment or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.

(e) Based on the information and explanations furnished to us and on the basis of our examination of the records of the company, there are no proceedings initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and Rules made thereunder.

(ii) (a) According to the information and explanations given to us, the Company has no inventory and hence reporting under clause 3(ii)(a) is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from bank on the basis of security of current assets at any point of time of the year. The Company has filed monthly returns and statements with such banks, which are in agreement with the books of accounts other than those set out as below:

Sl Sl.no	Name of the Bank	Aggregate working capital limits sanctioned	Month ended	Particulars	Amount as per Books of Accounts	Amount Disclosed as per monthly return/statement	Difference	Reason for Variance
1	HDFC Bank	**440**	April	Stock	-	-	-	Differences in creditors is primarily due to not inclusion of certain trade payable in stock statement, which were not forming part of creditors. And difference
				Debtors	845.4	1,018.18	-172.78	
				Advance to supplier	431.71	97.53	334.19	
				Creditor	367.2	402.19	-34.99	
2	HDFC Bank	**440**	May	Stock	-	-	-	
				Debtors	694.91	868.2	-173.29	
				Advance to supplier	364.94	67.53	297.41	
				Creditor	318.11	301.16	16.96	
3	HDFC	**440**	June	Stock	-	-	-	
				Debtors	597.2	880.79	-283.58	

	Bank			Advance to supplier	356.52	54.93	301.59	in debtors and advance to supplier is due to not inclusion of certain trade receivables in stock statement which were not forming part of debtors.
				Creditor	299.81	288.57	11.24	
4	**HDFC Bank**	**440**	July	Stock	-	-	-	
				Debtors	614.89	741.56	-126.67	
				Advance to supplier	319.64	76.5	243.15	
				Creditor	293.02	203.46	89.57	
5	**HDFC Bank**	**440**	August	Stock	-	-	-	
				Debtors	614.38	732.22	-117.84	
				Advance to supplier	323.69	72.35	251.35	
				Creditor	285.54	199.11	86.44	
6	**HDFC Bank**	**440**	September	Stock	-	-	-	
				Debtors	627.11	692.35	-65.24	
				Advance to supplier	303.04	56.57	246.47	
				Creditor	256.74	132.45	124.28	
7	**HDFC Bank**	**440**	October	Stock	-	-	-	
				Debtors	552.72	671.57	-118.85	
				Advance to supplier	268.02	46.58	221.44	
				Creditor	266.9	112.45	154.45	
8	**HDFC Bank**	**440**	November	Stock	-	-	-	
				Debtors	518.11	660.52	-142.41	
				Advance to supplier	241.16	47.13	194.02	
				Creditor	258.21	100.45	157.76	
9	**HDFC Bank**	**440**	December	Stock	-	-	-	
				Debtors	425.23	635.51	-210.28	
				Advance to supplier	298.18	26.71	271.47	
				Creditor	249.72	72.05	177.67	
10	**HDFC Bank**	**440**	January	Stock	-	-	-	
				Debtors	600.19	660.52	-60.33	
				Advance to supplier	306.31	32.01	274.3	
				Creditor	319.76	99.06	220.7	
11	**HDFC Bank**	**440**	February	Stock	-	-	-	
				Debtors	491.23	680.07	-188.84	
				Advance to supplier	391.37	25.68	365.69	
				Creditor	274.63	97.01	177.62	
12	**HDFC Bank**	**440**	March	Stock	-	-	-	
				Debtors	1158.61	663.24	495.37	
				Advance to supplier	189.25	37.56	151.69	
				Creditor	308.85	85.47	223.38	

(iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, clause 3(iii) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to loans and investments made, if any. There are no guarantees, and securities granted in respect of which provisions of section 186 of the Companies Act, 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public in terms of directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposit) Amendment Rules, 2015. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act,2013 in respect of activities carried on by the company.

(vii)(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods & service tax , provident fund, employees state insurance, income tax, sales tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been a slight delay in few cases. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, duty of customs, value added tax, goods & service tax, cess and other material statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable except for amount payable in respect of goods & service tax of ₹ 4.61 Lakhs.

(b) According to the information and explanations given to us, there are no material statutory dues of income tax or sales tax or duty of customs or value added tax or goods & service tax or cess which have not been deposited with the appropriate authorities on account of any dispute, except:

Sr. No.	Name of the Statute	Nature of Dues	Amount in Lakhs.	Amount paid under protest in Lakhs.	Period to which the due is pending	Forum at which Dispute is pending
1.	Goods and vices	Demand under GST	15.44	0.76	FY 2018-19	Form GST APL-01 filed on May 24, 2024 by the Company against the Appellate Authority

(viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has been previously unrecorded in the books of account.

(ix) (a) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or other lender.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under Clause 3(x)(b) of the Order is not applicable to the Company.
(xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
(xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) (b) & (c) of the Order is not applicable to the Company.
(xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
(xiv) a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
b) The reports of the Internal Auditor for the period under audit have been considered by us.
(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under Clause 3(xv) of the Order is not applicable to the Company.
(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations provided by the management of the Company, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.

(xvii) The Company has not incurred any cash losses in the current financial year or in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under Clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios (also refer Note 37 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Based on information and explanations provided to us and our audit procedures, the company does not have any obligation under 135 of the Act and hence, the requirements of Clause 3(xx) of the Order are not applicable to the company.

(xxi)The reporting under Clause 3 (xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For
BAID AGARWAL SINGHI & CO.
Chartered Accountants
Firm Registration No. 328671E

CA SOURABH AGARWAL
(Partner)
Membership No: 301075
Place: Kolkata
Dated: 26th May, 2026
UDIN: 26301075IRBNND6783

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date in respect to the internal financial control with reference to the financial statement under clause (i) of sub-section 3 of section 143 of the Act of THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED for the year ended 31 March 2026, we report that:

We have audited the internal financial controls with reference to the financial statements of THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED ("the Company") as of 31st March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31 March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

For
BAID AGARWAL SINGHI & CO.
Chartered Accountants
Firm Registration No. 328671E

CA SOURABH AGARWAL
(Partner)
Membership No: 301075
Place: Kolkata
Dated: 26th May, 2026
UDIN: 26301075IRBNND6783

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra

CIN : L92490MH2013PLC352652

(Rs. In Lakhs)

BALANCE SHEET AS AT 31st March, 2026

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	1,248.72	1,248.72
(b) Reserves and surplus	3	1,672.31	1,547.89
2 Non-current liabilities			
(a) Long-term Borrowings	4	204.87	298.47
(b) Long-term Provisions	5	12.55	11.91
(c) Deffered Tax Liability (Net)	6	3.91	0.76
3 Current liabilities			
(a) Short-Term Borrowings	7	877.18	953.09
(b) Trade payables	8		
(i) Total Outstanding dues of Micro and Small Enterprises and		1.35	-
(ii) Total Outstanding dues of other than Micro and Small Enterprises		307.50	371.71
(c) Other current liabilities	9	423.95	446.07
(d) Short-Term Provisions	10	12.33	80.92
TOTAL		**4,764.67**	**4,959.54**
II ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment and Intangible assets			
(i) Property, Plant & Equipments	11	133.84	146.82
(ii) Intangible Assets	12	163.25	53.79
(iii) Capital Work in Progress	13	52.08	52.08
(iv) Intangible Assets under Development	14	2,081.19	1,481.40
(b) Non-current investments	15	19.16	13.31
(c) Other non-Current Assets	16	51.75	50.75
2 Current assets			
(a) Current Investments	17	456.50	904.50
(b) Trade receivables	18	1,158.61	1,234.99
(c) Cash and cash equivalents	19	191.15	392.79
(d) Short-term loans and advances	20	322.78	565.91
(e) Other Current Assets	21	134.36	63.20
TOTAL		**4,764.67**	**4,959.54**

Significant accounting policies (Refer Note 1)

Accompanying notes form an integral part of the financial statements. 1-43

For Baid Agarwal Singhi & Co.
Chartered Accountants
Firm Registration Number with ICAI : 0328671E

For and on behalf of Board of Directors
Thinking Hats Entertainment Solutions Limited

Sourabh Agarwal
(Partner)
Membership Number : 301075
UDIN: 26301075IRBNND683
PLACE: KOLKATA
DATE: 26th May, 2026

Rajesh Bhardwaj
Managing Director
DIN: 02590002

Sana Warsi
Director
DIN: 11155001

Kritika Ronakk Jain
Company Secretary

Vijendra Prasad
Chief Financial Officer

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra

CIN : L92490MH2013PLC352652

(Rs. In Lakhs)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2026

Particulars	Note No	For the year ended 31st March, 2026	For the year ended 31st March, 2025
I. Income			
Revenue from operations	22	2,352.25	4,766.80
Other Income	23	51.52	73.22
Total Income		**2,403.77**	**4,840.02**
II. Expenses:			
Operational Expenses	24	1,587.40	3,692.74
Employee benefit expense	25	310.07	326.22
Finance costs	26	78.19	53.70
Depreciation and amortization expense	11	44.20	21.68
Other expenses	27	221.74	222.76
Total Expenses		**2,241.60**	**4,317.10**
III Profit/(Loss) before tax (I-II)		**162.17**	**522.92**
IV. Tax expense:	28		
(I) Current tax		39.53	148.60
(II) Deferred tax		3.16	0.12
(III) Tax for Earlier Year		(4.94)	7.70
V. Profit/(Loss) from the year		**124.42**	**366.50**
VI. Earning per equity share:	29		
(I) Basic		1.00	3.42
(II) Diluted		1.00	3.42

Significant accounting policies (Refer Note 1)

Accompanying notes form an integral part of the financial statements. 1-43

For Baid Agarwal Singhi & Co.
Chartered Accountants
Firm Registration Number with ICAI : 0328671E

For and on behalf of Board of Directors
Thinking Hats Entertainment Solutions Limited

Sourabh Agarwal
(Partner)
Membership Number : 301075
UDIN: 26301075IRBNND683
PLACE: KOLKATA
DATE: 26th May, 2026

Rajesh Bhardwaj
Managing Director
DIN: 02590002

Sana Warsi
Director
DIN: 11155001

Kritika Ronakk Jain
Company Secretary

Vijendra Prasad
Chief Financial Officer

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra

CIN : L92490MH2013PLC352652

NOTE 1: MATERIAL ACCOUNTING

(Rs. In Lakhs)

Statement of Cash Flow for the Year ended March 31, 2026

	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
(A)	**Cash flow from Operating Activities**		
	Net Profit / (Loss) before tax as per Statement of Profit & Loss	162.17	522.91
	Adjustments for :		
	Depreciation & Amortisation Expenses	44.20	21.68
	Loss on discard of Property, Plant & Equipment	0.69	1.38
	Liabilty no longer required, written back	(41.25)	(19.69)
	Bad Debt Written Off	54.02	-
	Interest Income	(10.27)	(18.27)
	Finance costs	78.19	53.70
	Operating Profit before Working Capital Changes	**287.75**	**561.71**
	Adjustments for Changes in Working Capital		
	(Increase) / decrease in trade receivables	27.13	(246.49)
	(Increase) / decrease in other current assets	(71.77)	(8.83)
	Increase / (decrease) in trade payables	(27.76)	(19.78)
	Increase / (decrease) in other current liabilities	(15.99)	162.76
	(Increase) / decrease in Short term loan and advances	239.48	(429.14)
	(Increase) / decrease in Other Non Current Assets	(1.00)	(28.51)
	Increase / (decrease) in Short Term Provisions	0.11	0.08
	Increase / (decrease) in Long Term Provisions	0.64	1.50
	Net Cash Flow from Operations	438.59	(6.71)
	Less: Income Tax Paid	(103.80)	(145.59)
	Net Cash Flow from Operating Activities (A)	**334.79**	**(152.30)**
(B)	**Cash Flow from Investing Activities**		
	Purchase of Property, Plant & Equipment	(1.50)	(4.97)
	(Increase) / decrease in Capital Works in Progress	-	(52.08)
	(Increase) / Decrease in Current Investments	448.00	(150.00)
	(Increase) / Decrease in Non-Current Investments	(5.85)	(3.13)
	(Increase) / decrease in Investment in Fixed Deposits	347.24	(373.02)
	(Increase) / decrease in Intangible Assets Under Development	(739.65)	(1,305.15)
	Interest Received	10.27	13.75
	Net Cash Flow from Investing Activities (B)	**58.51**	**(1,874.59)**
(C)	**Cash Flow From Financing Activities**		
	Finance Cost Paid	(78.19)	(53.70)
	Proceeds From Issue of Equity Share Capital with Security Premium	-	1,583.76
	Expenses related to Initial Public Offer	-	(253.52)
	Increase / (Decrease) in Long Term Borrowing	(93.60)	206.49
	Increase / (Decrease) in Short Term Borrowing	(75.90)	506.54
	Net Cash Flow from Financing Activities (C)	(247.71)	**1,989.57**
	Net (Decrease) / Increase in Cash & Cash Equivalents (A+B+C)	145.60	(37.33)
	Opening Cash & Cash Equivalents	19.76	57.09
	Cash and Cash Equivalents at the end of the period	**165.36**	**19.76**

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard- 3 on 'Cash Flow Statement' notified by the Companies (Accounting Standards) Rules, 2006.

2. Cash and Cash Equivalents Comprises:

	2026	2025
Cash in Hand	3.34	19.32
Debit Balance with bank in Cash credit/Overdraft A/C	161.37	-
Bank Balances in Current Account	0.65	0.44
Total	**165.36**	**19.76**

3. Figures in brackets indicate cash outflows.

For Baid Agarwal Singhi & Co.
Chartered Accountants
Firm Registration Number with ICAI : 0328671E

For and on behalf of Board of Directors
Thinking Hats Entertainment Solutions Limited

POLICIES

Sourabh Agarwal
(Partner)
Membership Number : 301075
UDIN: 26301075IRBNND683
PLACE: KOLKATA
DATE: 26th May, 2026

Rajesh Bhardwaj
Managing Director
DIN: 02590002

Sana Warsi
Director
DIN: 11155001

A. COMPANY INFORMATION

Kritika Ronakk Jain
Company Secretary

Vijendra Prasad
Chief Financial Officer

The Company was incorporated on February 11, 2013 as 'Thinking Hats Entertainment Solutions Private Limited', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For administrative convenience, pursuant to an order passed by the Regional Director, Northern Region, New Delhi on November 29, 2019, the registered office of the Company was shifted from the National Capital Territory of Delhi and Haryana to the state of Maharashtra. Further, the Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on August 18, 2023, and by the Shareholders at an Extraordinary General Meeting held on August 19, 2023 and consequently the name of the Company was changed to 'Thinking Hats Entertainment Solutions Limited' and a fresh certificate of incorporation dated September 7, 2023 was issued by the Registrar of Companies, Maharashtra at Mumbai. The company is mainly engaged in the business of event management, visual retail merchandise and Film, Music and Content Development, Production and Distribution.

B: STATEMENT OF MATERIAL ACCOUNTING POLICIES

1(a). Basis of Preparation of Financial Statements:

The financial statements has been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India ("GAAP") and comply withthe mandatory Accounting Standards ("AS") specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules,2014 and the relevant provisions of the Companies Act 2013 ("the 2013 Act").

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Revised) to the Companies Act, 2013. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the purpose of current- non current classification of assets and liabilities.

The Financial statements are presented in Indian Rupee (Rs.) & all the amounts included in the financial statements have been rounded off to the nearest Lakhs upto two decimals, as required by General instructions for preparation of Financial Statements in Division I of Schedule III of the Companies Act, 2013, except number of shares, face value of shares, earning per shares, or wherever otherwise stated. Wherever the amount represented Rs '0.00' construes value less than Rupees Five Hundred.

(b). Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known materialized.

(c). Going Concern Accounting Assumption:

The enterprise is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. lt is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

2. Property plant and equipments:

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses (if any)

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management; (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intend use. The cost of improvements to leasehold premises, if recognition criteria are met, are capitalized and disclosed separately under leasehold improvement.

Capital Work-in-progress (CWIP) includes expenditure that is directly attributable to the acquisition/construction of assets, which are yet to be commissioned

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal and retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in Statement of profit and loss.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost are charged to Statement of profit and loss at the time of incurrence.

Depreciation Policy:

Depreciation on the Property Plant and Equipment is provided to the extent of depreciable amount on Written down Value (WDV) Method based on the useful life of the assets as prescribed in Schedule ll to Companies Act, 2013. The residual value shall not be higher than that prescribed in Part C of Second Schedule. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3. lntangible Assets:

lntangible Asset is carried in the books, if it is an identifiable non-monetary asset, without physical substance, held for use in the production or supply of goods or services, for rental to others, or for administrative purposes.

An intangible asset is recognized if, and only if:
a) lt is probable that the future economic benefits that are attributed to the asset will flow to the company; and
b) cost of the asset can be measured reliably.

Intangible assets acquired by the Company are stated at cost less accumulated amortization less impairment loss, if any.
Intangible Asset comprises Film, Music and Content Rights, including acquired rights, which the company intends to retain post release and are stated at cost less amortization less provision for impairment. Costs include line production costs, overhead and capitalized interest costs.

Film / Music production cost and content advances are transferred to film, Music and content rights at the point at which content/Film/Music is first exploited. Till the time it is not exploited/under development stage all such production cost and content advances are shown under Intangible Asset under Development.

Amortization Policy:

- ***Amortization Policy for Cost of Music Rights:*** The cost of **music rights** is amortised over a period of **one to five years**3, commencing from the **date of release** of the music. The amortization is carried out on a **systematic basis**, reflecting the pattern in which the economic benefits from the rights are expected to be consumed by the company. In the absence of a reliably determinable pattern, the amortization is applied on a **straight-line basis** over the estimated useful life. The Cost of Music Rights is amortised throughout one to five years from the date of release of the Music.
- ***Amortization Policy for Cost of Film Rights:*** The cost of film rights is amortised over a period of **one to five years** on a **pro-rata basis**, in proportion to the **revenue realised** from the exploitation of the respective films across various platforms. The amortisation commences from the **date of release** of the film and continues based on the percentage of total estimated revenue earned during each reporting period. This method ensures that the cost is matched with the related economic benefits derived from the film rights, in accordance with the principles of **revenue recognition and the matching concept**
- ***Amortization Policy for Cost of Content Rights***: The **cost of content rights** is amortized on a **systematic basis** over a period of **three years** from the date the content is first available for use or exploitation. The amortization reflects the pattern in which the economic benefits from the content are expected to be consumed. In cases where the pattern of economic benefits cannot be reliably determined, the cost is amortized on a **straight-line basis** over the three-year period.

The determination of useful life is based upon Management's judgment and includes assumptions on the timing and future estimated revenues to be generated by these assets. The Company reviews the expected future revenue potential at the end of each accounting period and recognises impairment loss, where required.

4. lmpairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the period in which an assets is identified as impaired. The impaired loss, if any, recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

5. Investments:

Long-term Investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

Current Investments are carried at lower of cost or market value. The cost of securities sold is determined on the first-in-first-out (FIFO) method.

6. Borrowing Costs:

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Other borrowing costs are charged to statement of profit and loss as and when incurred.

7. Employee Benefits:

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled. Gratuity has been calculated based on date of joining for all the employees.

Post Retirement Employee Benefits

(a) Defined contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. Retirement benefits in the form of contribution to Provident fund are defined contribution plans. The Company's contribution to defined contribution plans is recognized in the Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plans
Defined Benefit plans are the plans for which the benefits has been defined for the eligible employees which are meant to be paid to then at the time of retirement. The Company operates defined benefit plan viz., gratuity. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method.

Defined benefit costs are comprised of:
a) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
b) Net interest expense or income; and
c) Re-measurement.

8. Foreign Currency Transactions:

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions or that approximates the actual rate on transaction date.

Monetary items denominated in foreign currencies at the year-end are restated at year end rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Any Income or Expense on account exchange difference in respect of current assets and current liabilities not covered by forward contracts, are recognized in the Statement of Profit and Loss at the period end.

9. Revenue Recognition:

a) Revenue from Sale of Goods:
Sale of goods are recognized, net of returns and trade discounts on transfer of significant risks and rewards of ownership to the buyer. Sales include excise duty but exclude Goods & Service Tax.

b) Revenue from Service:
Revenue from service transactions is usually recognized as the service is performed, either by the proportionate completion method or by the completed service contract method.

c) Revenue from Films:
Income from production of films is recognized in the statement of Profit and Loss on release/Streaming of films/ Web series as per the contracts/ arrangements with distributors/Channels/Buyers. Revenue from distribution of motion pictures is recognized based on ticket sales on exhibition of motion pictures at exhibition theatres.

d) Revenues from Terrestrial Rights, Video Rights, Satellite Rights etc:
Revenue recognized on transfer/ assignment/ effective date of respective rights in accordance with the respective agreement or on realization of the substantial consideration whichever is earlier and on delivery of the specified telecasting material.

e) Audio Product Sale:
Revenue from sale of Audio Rights is recognized on transfer/ assignment of the rights as per the contracts/ arrangements with parties.

f) Revenue from Event: Revenue from events is recognised on exhibition of Events through ticket sales and sponsorship. Contracted minimum guarantees are recognised on exhibition of event.

f) Interest Income:
Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable, And Dividend income is recognized when right to receive is established.

g) Others:
Income is recognized when no significant uncertainty exists as to measurability and realization.

10. Inventories:

Items of inventory are valued on the basis as given below:

a) Raw Material:
Raw Materials are valued at cost (on First-in-First Out basis) or net realizable value whichever is lower.

b) Work-In-Progress:
Work-In-Progress is valued at cost of materials consumed and services used.

c) Finished Goods:
Finished Goods are value at cost or net realizable value whichever is lower. Cost comprises of cost of purchase, cost of in-house productions {audio/video/films), cost of conversion and other costs incurred in bringing the inventory to their present location and condition.

d) Cost of Feature Films:
Cost of feature films produced or acquired, the rights of which company intends to sell is inventorized and charged to statement of profit and loss account on release of films.

e) Cost of under Production Film:
Expenses of under production films incurred till the films are ready for release are inventorized if the company intends to sell the rights of the same. The production of films requires various types of material is in different qualities and quantities. Considering the peculiar nature of those items including where multiplicity and complexity, it is not practicable to maintain quantitative records of those items. Further, in the absence of reusability of such items, the same are not valued.

Inventories includes films under production are stated at lower of cost/ un-amortized cost or realizable value. Cost comprises acquisition direct production cost. Where the realizable value on the basis of its estimated useful economic life is less than its carrying amount, the difference is expensed as impairment.

11. Provision and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation' A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provisions or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable than an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

12. Income Taxes:

Current Tax
Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax

reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period. It is determined as the amount of tax payable under the provisions of Income Tax Act, 1961, in respect of taxable income for the year.

Deferred Tax:

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating to items recognized 9directly in equity is recognized in equity and not in the statement of profit and loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

13. Leases:

Lease payments in respect of assets taken on operating lease are charged to the Statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases, if any. However, there is no lease payments during the period under consideration.

14. Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holder, by weighted average number of equity share outstanding during the period.
Diluted earnings per share is computed by dividing the net profit or loss attributable to equity share holder by weighted average number of equity and equivalent diluted equity share outstanding during the year except where the result would be antidilutive.

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra
CIN : L92490MH2013PLC352652

Notes to the Financial Statements for the years ended 31st March,2026

(Rs. In Lakhs)

	As at 31st March 2026	As at 31st March 2025
NOTE 2		
SHARE CAPITAL		
Authorised		
1,50,00,000 Equity Shares (Previous Year - 1,50,00,000) of Rs.10 each	1,500.00	1,500.00
	1,500.00	**1,500.00**
Issued, Subscribed And Fully Paid Up		
1,24,87,150 Equity Shares (Previous Year - 1,24,87,150) of Rs.10 each fully paid up	1,248.72	1,248.72
Total	**1,248.72**	**1,248.72**

A.) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Issued , Subscribed and paid up Equity Shares	As at 31st March 2026 Nos.	As at 31st March 2026 Amount (Rs. In Lakhs)	As at 31st March 2025 Nos.	As at 31st March 2025 Amount (Rs. In Lakhs)
Opening Balance	1,24,87,150	1,248.72	8,75,815	87.58
Isuued During the Period		-	1,16,11,335	1,161.13
Closing Balance	**1,24,87,150**	**1,248.72**	**1,24,87,150**	**1,248.72**

B.) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting. However, no dividend has been declared by the Company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

C)Details of Equity Shareholders holding more than 5% shares in the company

Name Of Shareholders	As at 31st March 2026 In Nos	As at 31st March 2026 In %	As at 31st March 2025 In Nos	As at 31st March 2025 In %
Rajesh Bhardwaj	44,98,750	36.03%	44,98,750	36.03%
Gaurav Singhania	12,03,700	9.64%	18,28,000	14.64%
Sana Warsi	13,86,800	11.11%	7,62,500	6.11%
Giriraj Stock Broking pvt ltd	9,08,000	7.27%	-	-
	79,97,250	**64.04%**	**70,89,250**	**56.77%**

D) Details of shareholding of Promoters & Promoter Group

Name of Shareholder	As at 31st March, 2026 No of shares held	% of Holding	% Change during the year	As at 31st March, 2025 No of shares held	% of Holding	% Change during the year
Rajesh Bhardwaj	44,98,750	36.03%	0.00%	44,98,750	36.03%	-15.34%
Gaurav Singhania	12,03,700	9.64%	-5.00%	18,28,000	14.64%	-6.23%
Sana Warsi	13,86,800	11.11%	5.00%	7,62,500	6.11%	-2.60%
Shruti Singhania	1,000	0.01%	0.00%	1,000	0.01%	0.00%
Ruchi Agarwal	1,000	0.01%	0.00%	1,000	0.01%	0.00%

E) Aggregate number of bonus shares issued, shares alloted as fully paidup pursuant to contract without payment being received in cash and shares bought back during the period of five years immediately preceding the reporting date: The Company has issued 78,82,335 Equity Shares of Rs.10/-each during the Financial Year 2024-25 in the proportion of 9 fully paid-up Equity Shares for every 1 Equity-Share of the Company, held by existing shareholders of the company by capitalization of Rs 788.23 lacs each out of securities Premium and free reserves of the company.

NOTE 3

RESERVE AND SURPLUS

	As at 31st March 2026	As at 31st March 2025
Securities Premium Account		
At the beginning of the period	957.35	206.11
Add: Addition during the year on account of new issue of Shares through Private Placement	-	45.00
Add: Addition during the year on account of new issue of Shares through SME IPO	-	1,165.86
Less : Adjustment for Bonus Issue	-	206.11
Less: Utilized during the year in writing off the expenses of Issue of Shares though SME IPO (*Refer Note No 3.1)	-	253.51
At the end of the period	**957.35**	**957.35**
Surplus in the statement of Profit & Loss		
At the beginning of the period	590.54	806.17
Add : Profit during the year	124.42	366.50
Less : Adjustment for Bonus Issue	-	582.13
At the end of the period	714.95	590.54
Total	**1,672.31**	**1,547.89**

Note No 3.1

In the Financial Year 2024-25, Issue Expenses amounting to INR 253.51 Lakhs incurred in relation to IPO for Fresh issue of shares to general public have been charged off against Securirties Premium account in accordance with the provisions of Sec 52 of Companies Act, 2013.

Notes to the Financial Statements for the years ended 31st March,2026

NOTE 4

Long Term Borrowings

	As at 31st March 2026	As at 31st March 2025
Secured Loan, considered good		
Vehicle Loan from Bank	8.21	11.78
Unsecured Loan, considered good		
Term Loan from Bank	121.30	126.00
Term Loan From Financial Institutions	282.62	280.96
	412.12	418.74
Less: Current Maturities of Long Term Borrowings*	(207.25)	(120.27)
*Disclosed under the head 'Short Term Borrowings' (Refer Note No-7)		
Total Long Term Borrowings	**204.87**	**298.47**

The details of Security and the Terms of Repayments in respect of the above borrowings are given in separate schedule forming part of the financial statements.

NOTE 5

Long Term Provisions

	As at 31st March 2026	As at 31st March 2025
Provision for Gratuity (Refer Note No-30)	12.55	11.91
Total	**12.55**	**11.91**

NOTE 6

Deferred Tax Liability (Net)

	As at 31st March 2026	As at 31st March 2025
A) Deferred Tax Liabilities		
(i) Depreciation and Amortization Expenses	7.26	4.25
B) Deferred Tax Assets		
(i) Provision for Gratuity	3.35	3.49
Net Deferred tax Liabilities	**3.91**	**0.76**

NOTE 7

Short-Term Borrowings	As at 31st March 2026	As at 31st March 2025
Secured Loan, considered good		
A. From Banks		
Cash Credit Account/Bank Overdraft	474.48	781.63
Unsecured Loan, considered good		
B. Loan payable on demand		
From Related Parties	163.77	51.19
C. Bill of exchange payable on demand	31.68	-
D. Current Maturity of Long term Debts (Refer Note: 4)	207.25	120.27
Total	**877.18**	**953.09**

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period for the year ended 31st March, 2026 and 31st March 2025 except for Charges which has not been created for Vehicle Loan taken from Kotak Mahindra Prime Limited and Overdraft Facility taken from HDFC Bank against Lien on Fixed Deposit.

The details of Security and the Terms of Repayments in respect of the above borrowings are given in separate schedule forming part of the financial statements.

The Company has filed monthly returns or statements with the bank in lieu of the sanctioned working capital facilities, which are in agreement with the unaudited books of account other than those as set out below :

(Rs. In Lakhs)

Sl no	Name of the Bank	Aggregate working capital limits sanctioned	Month ended	Particulars	Amount as per Books of Accounts	Amount Disclosed as per monthly return/statement	Difference	Reason for Variance
1	**HDFC Bank**	**440.00**	April	Stock	-	-	-	
				Debtors	845.40	1,018.18	(172.78)	
				advance to supplier	431.71	97.53	334.19	
				creditor	367.20	402.19	(34.99)	
2	**HDFC Bank**	**440.00**	May	Stock	-	-	-	
				Debtors	694.91	868.20	(173.29)	
				advance to supplier	364.94	67.53	297.41	
				creditor	318.11	301.16	16.96	
3	**HDFC Bank**	**440.00**	June	Stock	-	-	-	
				Debtors	597.20	880.79	(283.58)	
				advance to supplier	356.52	54.93	301.59	
				creditor	299.81	288.57	11.24	
4	**HDFC Bank**	**440.00**	July	Stock	-	-	-	
				Debtors	614.89	741.56	(126.67)	
				advance to supplier	319.65	76.50	243.15	
				creditor	293.03	203.46	89.57	
5	**HDFC Bank**	**440.00**	August	Stock	-	-	-	
				Debtors	614.38	732.22	(117.84)	
				advance to supplier	323.70	72.35	251.35	
				creditor	285.54	199.11	86.44	
6	**HDFC Bank**	**440.00**	September	Stock	-	-	-	Differences in creditors is primarily due to not inclusion of certain trade payable in stock statement, which were not forming part of creditors. And difference in debtors and advance to supplier is due to not inclusion of certain trade receivables in stock statement which were not forming part of debtors.
				Debtors	627.11	692.35	(65.24)	
				advance to supplier	303.04	56.57	246.47	
				creditor	256.74	132.45	124.28	
7	**HDFC Bank**	**440.00**	October	Stock	-	-	-	
				Debtors	552.72	671.57	(118.85)	
				advance to supplier	268.02	46.58	221.44	
				creditor	266.90	112.45	154.45	
8	**HDFC Bank**	**440.00**	November	Stock	-	-	-	
				Debtors	518.11	660.52	(142.41)	
				advance to supplier	241.16	47.13	194.02	
				creditor	258.21	100.45	157.76	
9	**HDFC Bank**	**440.00**	December	Stock	-	-	-	
				Debtors	425.23	635.51	(210.28)	
				advance to supplier	298.18	26.71	271.47	
				creditor	249.72	72.05	177.67	
10	**HDFC Bank**	**440.00**	January	Stock	-	-	-	
				Debtors	600.19	660.52	(60.33)	
				advance to supplier	306.31	32.01	274.30	
				creditor	319.76	99.06	220.70	
11	**HDFC Bank**	**440.00**	February	Stock	-	-	-	
				Debtors	491.23	680.07	(188.84)	
				advance to supplier	391.37	25.68	365.69	
				creditor	274.63	97.01	177.62	
12	**HDFC Bank**	**440.00**	March	Stock	-	-	-	
				Debtors	1,158.61	663.24	495.37	
				advance to supplier	189.25	37.56	151.69	
				creditor	308.85	85.47	223.38	

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra

CIN : L92490MH2013PLC352652

Notes to the Financial Statements for the years ended 31st March,2026

NOTE 4 & 7 (Continued)

(Rs. In Lakhs)

Name of the Lender	Rate of Interest	Nature of Loan	Amount Sanctioned	Amount as on 31st March, 2026	Repayment Term	Security
HDFC Bank Ltd	For 240Lakhs -10.5%ROI Linked with 3 month repo(Repo-5.25%) For 200Lakhs -10.5%ROI Linked with 3 month repo(Repo-5.25%)	Cash Credit	440.00	466.53	Repayable on Demand	Primary Security: Stock , Debtors, Collateral, CGT Guarantee, Commercial Property, Industrial Property 1.Equitable mortgage of the Commercial Property No. 220 Second Floor Kuber Complex, Industrial Estate, Veera, Desai Industrial Estate, New Link Road, Andheri (Kuber Kartik New Link Road PCSL , Near Laxmi Estate, Andheri (w) Mumbai 400042 Industrial Estate, Veera Desai Industrial Estate, New Link Road and Mumbai Maharashtra 400042) 2.Commercial Properties No. 221 Second Floor Kuber Complex, Industrial Estate, Veera, Desai Industrial Estate, New Link Road, Andheri (W), Mumbai Second floor (Kuber Complex, Kuber Kartik New Link Road PCSL , Near Laxmi Estate, Andheri (w) Mumbai, Maharashtra 400042
TATA Capital Ltd	15% p.a.	Business Loan Overdraft facility	60.10	40.07	36 Months with Princiapal payments of Rs. 1,66,944/- commencing from 30th April 2025 to 27 February, 2028.	Unsecured
Aditya Birla Fincorp Ltd	15% p.a.	Business Loan	50.00	37.02	36 Equal Monthly Instalments of Rs.1,73,327/-commencing from 2nd April 2025 to 2nd April 2028.	Unsecured
Bajaj Finance Ltd.	17.00%	Business Loan	50.74	44.32	60 Equal Monthly Instalments of Rs.1,26,098/-commencing from 2nd May 2025 to 2nd April 2030.	Unsecured
ICICI Bank Limited	15% p.a.	Business Loan	75.00	53.42	36 Equal Monthly Instalments of Rs.2,59,028/-commencing from 10th April 2025 to 10th March 2028.	Unsecured
IDFC First Bank	15.50%	Business Loan	51.00	29.56	24 Equal Monthly Instalments of Rs.2,42,969/-commencing from 3rd May 2025 to 3rd April 2027.	Unsecured
Kisetsu Saison Finance India Pvt. Lt	15.00%	Business Loan	60.00	42.61	36 Equal Monthly Instalments of Rs.2,48,495/-commencing from 3rd April 2025 to 3rd March 2028.	Unsecured
L & T Finance	16.5% pa	Dropline OD	60.12	45.18	36 Equal Monthly Instalments of Rs.2,12,852/-commencing from 3rd May 2025 to 3rd April 2028.	Unsecured
Indusind Bnak	15.25%p.a	Business Loan	50.00	38.31	37 Equal Monthly Instalments of Rs.1,73,939/-commencing from 4th June 2025 to 4th June 2028.	Unsecured

Notes to the Financial Statements for the years ended 31st March,2026

Poonawalla Fincorp Limited	15.5%p.a	Business Loan	50.14	38.46	36 Equal Monthly Instalments of Rs.1,75,073/-commencing from 3rd June 2025 to 3rd May 2028.	Unsecured
Nuvanta Solutions	Rs.1,92,000/- Discounting Charges	Bill of Exchange Discounting Facility	14.08	7.04	8 Equal Instalments of Rs.2,00,000/- commencing from 23rd February 2026 to 28th May 2026.	Unsecured
Omega Services	Rs.6,72,000/- Discounting Charges	Bill of Exchange Discounting Facility	49.28	24.64	8 Equal Instalments of Rs.7,00,000/- commencing from 23rd February 2026 to 28th May 2026.	Unsecured
Atul Adani Financial Services	33.6%p.a	Business Loan	49.78	34.96	6 Equal Monthly Instalments of Rs.10,00,000/-commencing from 9th February 2026 to 9nd July 2026.	Unsecured
HDFC Bank Ltd (OD A/c No 50200035455407)	7.09%	OD Account	9.00	-161.36	Repayable on Demand	Secured against Lien on Fixed Deposit No. 50300550893890 of Rs. 12.43 lakhs
HDFC Bank Ltd (OD A/c No 50200026900731)	7.09%	OD Account	57.98	7.94	Repayable on Demand	Secured against Lien on: Fixed Deposit No. 50301051684360 of Rs. 39.74 lakhs Fixed Deposit No. 50301102024559 of Rs. 11.00 lakhs Fixed Deposit No. 50300505494280 of Rs. 13.36 lakhs
Frameless Expressions Pvt. Ltd.	Interest Free loan	Business Loan	NA	4.72	Repayable on Demand	Unsecured
Kotak Mahindra Prime Ltd	9.27%	Vehicle Loan	18.15	8.21	60 Equal Monthly Instalments of Rs.37,670/-commencing from 5th April 2023 to 5th March 2028.	Secured against hypothecation of Vehicle
Loans From Directors	Interest Free loan	Business Loan	NA	159.05	NA	Unsecured
	Total Loan		1,145.36	920.68		

NOTE 8

Trade payables

	As at 31st March 2026	As at 31st March 2025
Due to Micro & Small Enterprises		
For Goods & Services	1.35	-
Due to Others		
For Goods & Services	307.50	371.71
Total	**308.85**	**371.71**

Dues to Micro & Small Enterprise which are outstanding for more than 45 Days as at 31st March 2026 amounts to Rs. 1.35 Lakhs(as at 31st March 2025 Rs.NIL). The information as required to be disclosed under the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent of information available with the Company.(Refer Note No. 32)

Ageing for Trade Payable Outstanding as at 31st March, 2026 is as follows:

Particulars	As at 31st March, 2026				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	1.35	-	-	-	1.35
Undisputed dues - Others	230.36	30.63	16.44	30.07	307.50
	-	-	-	-	-
	-	-	-	-	-
Total	**231.71**	**30.63**	**16.44**	**30.07**	**308.85**

Ageing for Trade Payable Outstanding as at 31st March, 2025 is as follows:

Particulars	As at 31st March, 2025				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME		-	-	-	-
Undisputed dues - Others	303.30	36.84	15.65	15.92	371.71
	-	-	-	-	-
	-	-	-	-	-
Total	**303.30**	**36.84**	**15.65**	**15.92**	**371.71**

Notes to the Financial Statements for the years ended 31st March,2026

Note-9

Other current liabilities

	As at 31st March 2026	As at 31st March 2025
Advance from customers	150.76	58.25
Employee Related Liabilities	28.81	30.46
Security Deposit Taken	-	50.84
Interest accrued but not due on borrowing	0.21	-
Statutory Dues		
-GST Payable	36.98	60.86
-PF Payable	0.31	0.30
-ESI Payable	0.04	0.02
-P.Tax Payable	0.04	0.05
-TDS Payable	9.53	59.01
Liability for Expenses	197.28	186.28
Total	**423.95**	**446.07**

NOTE 10

Short term Provisions

	As at 31st March 2026	As at 31st March 2025
Provision for Audit Fees	-	-
Provision for Gratuity (Refer Note No-30)	0.76	0.65
Provision For ESIC & PF	-	
Provision for Income Tax (Net of TDS, TCS, Advance Tax Rs. 28.91 Lacs)	11.57	80.27
Provision for expenses	-	-
(P.Y.FY 2024-25 Rs. 68.33 Lacs)		
Total	**12.33**	**80.92**

Notes to the Financial Statements for the years ended 31st March,2026

(Rs. In Lakhs)

NOTE 11 Property, Plant & Equipments as at March 31, 2026

SL No	Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK	
		As at 01-Apr-25	Additions	Deletion	As at 31-Mar-26	As at 01-Apr-25	For the Year	Impairment Loss	Deletion	As at 31-Mar-26	As at 31-Mar-26	As at 31-Mar-25
	Tangible Assets											
1	Building*	161.44	-	-	161.44	34.28	6.19	-	-	40.48	120.97	127.16
2	Computer and software	8.25	0.92	0.35	8.83	5.72	1.75	-	0.33	7.14	1.69	2.53
3	Furniture & Fittings	3.51	-	3.51	-	3.16	-	-	3.16	0.00	-0.00	0.35
4	Office equipment	15.90	0.58	3.83	12.65	10.88	2.16	-	3.51	9.52	3.12	5.02
5	Vehicle - Two wheeler	0.79	-	-	0.79	0.54	0.06	-	-	0.61	0.18	0.24
6	Vehicle - Motor Car	25.30	-	-	25.30	13.79	3.64	-	-	17.43	7.88	11.52
	Total	**215.19**	**1.50**	**7.68**	**209.01**	**68.37**	**13.80**	**-**	**7.00**	**75.17**	**133.84**	**146.82**

NOTE 11 Property, Plant & Equipments as at March 31, 2025

SL No	Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK	
		As at 01-Apr-24	Additions	Deletion	As at 31-Mar-25	As at 01-Apr-24	For the Year	Impairment Loss	Deletion	As at 31-Mar-25	As at 31-Mar-25	As at 31-Mar-24
	Tangible Assets											
1	Building*	161.44	-	-	161.44	27.77	6.51	-	-	34.28	127.16	133.67
2	Computer and software	22.70	2.35	16.80	8.25	20.23	1.45	-	15.96	5.72	2.53	2.47
3	Furniture & Fittings	5.92	-	2.42	3.51	5.33	0.13	-	2.29	3.16	0.35	0.59
4	Office equipment	21.57	2.62	8.30	15.90	16.74	2.01	-	7.88	10.88	5.02	4.83
5	Vehicle - Two wheeler	0.79	-		0.79	0.46	0.08	-	-	0.54	0.24	0.33
6	Vehicle - Motor Car	25.30	-		25.30	9.08	4.71	-	-	13.79	11.52	16.22
	Total	**237.73**	**4.97**	**27.51**	**215.19**	**79.61**	**14.90**	**-**	**26.14**	**68.37**	**146.82**	**158.12**

*Note: Title deeds of the immovable properties as set out in the above table are in the name of the Company.

NOTE 12 Intangible Asset as at March 31, 2026

SL No	Particulars	GROSS BLOCK				AMMORTISATION					NET BLOCK	
		As at 01-Apr-25	Additions	Deletion	As at 31-Mar-26	As at 01-Apr-25	For the Year	Impairment Loss	Deletion	As at 31-Mar-26	As at 31-Mar-26	As at 31-Mar-25
	Intangible Assets											
1	Copyrights- music	60.58	139.86		200.44	6.79	30.41	-	-	37.19	163.25	53.79
	Total	**60.58**	**139.86**	**-**	**200.44**	**6.79**	**30.41**	**-**	**-**	**37.19**	**163.25**	**53.79**

NOTE 12 Intangible Asset as at March 31, 2025

SL No	Particulars	GROSS BLOCK				AMMORTISATION					NET BLOCK	
		As at 01-Apr-24	Additions	Deletion	As at 31-Mar-25	As at 01-Apr-24	For the Year	Impairment Loss	Deletion	As at 31-Mar-25	As at 31-Mar-25	As at 31-Mar-24
	Intangible Assets											
1	Copyrights- music	-	60.58		60.58	-	6.79	-	-	6.79	53.79	-
	Total	**-**	**60.58**	**-**	**60.58**	**-**	**6.79**	**-**	**-**	**6.79**	**53.79**	**-**

NOTE 13 Capital Work in Progress as at March 31, 2026

SL No	Particulars	GROSS BLOCK			
		As at 01-Apr-25	Additions	Deletion	As at 31-Mar-26
1	**Capital Work in Progr**	52.08	-	-	52.08
	Total	**52.08**	**-**	**-**	**52.08**

NOTE 13 Capital Work in Progress as at March 31, 2025

SL No	Particulars	GROSS BLOCK			
		As at 01-Apr-24	Additions	Deletion	As at 31-Mar-25
1	**Capital Work in Progress- Building**		52.08	-	52.08
	Total	**-**	**52.08**	**-**	**52.08**

Capital Work In Progress Ageing Schedule
As at 31st March, 2026

Particulars	Amount in Capital Work In Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress		52.08	-	-	**52.08**

Capital Work In Progress Ageing Schedule
As at 31st March, 2025

Particulars	Amount in Capital Work In Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	52.08	-	-	-	**52.08**

There are no Projects as on each Reporting Date where activity has been suspended. Also, there are no projects as on the Reporting Date which has exceeded cost as compared to its Original Plan or where Completion is overdue.

Notes to the Financial Statements for the years ended 31st March,2026

NOTE 14 Intangible Assets Under Development as at March 31st, 2026

SL No	Particulars	GROSS BLOCK				
		As at 01-Apr-25	Additions	Disposed/ Discarded*	Transfer	As at 31-Mar-26
1	Intangible Assets Under	1,481.40	739.65	-	139.86	2,081.19
	Gross Total	**1,481.40**	**739.65**	**-**	**139.86**	**2,081.19**

NOTE 14 Intangible Assets Under Development as at March 31, 2025

SL No	Particulars	GROSS BLOCK				
		As at 01-Apr-24	Additions	Disposed/ Discarded*	Transfer	As at 31-Mar-25
1	Intangible Assets Under	236.83	1,313.21	8.06	60.58	1,481.40
	Gross Total	**236.83**	**1,313.21**	**8.06**	**60.58**	**1,481.40**

*During the FY 24-25, the Company has abandoned two projects due to unforeseen circumstances. Consequently, all cost incurred on the project amountong to Rs. 8.06 lacs have been recognised as an expense in the Profit & Loss Account.

Intangible Assets Under Development (IAUD) Ageing Schedule
As at 31th March, 2026

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	739.65	1,313.21	28.33	-	**2,081.19**

Intangible Assets Under Development (IAUD) Ageing Schedule
As at 31st March, 2025

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	1,313.21	168.19	-	-	**1,481.40**

There are no Projects as on each Reporting Date where activity has been suspended except two project amounting to Rs 8.06 Lacs which has been discarded in the FY 24-25. Also, there are no projects as on the Reporting Date which has exceeded cost as compared to its Original Plan or where Completion is overdue.

NOTE 15

Non Current Investments

	As at 31st March 2026	As at 31st March 2025
Investment in Gold and Silver	19.16	13.31
Total	**19.16**	**13.31**

NOTE 16

Other Non Current Assets

	As at 31st March 2026	As at 31st March 2025
Fixed Deposit with remaining maturing of more than 12 months*	51.75	50.75
Total	**51.75**	**50.75**

***Lien with Bank against Overdraft Facility as on 31st March, 2026 Rs.51.75 Lakhs (PY-Rs. 50.75 Lakhs)**

NOTE 17
Current Investments

	As at 31st March 2026	As at 31st March 2025
Investment as a co-producer in the production of WWork in Progress (Projects)	456.50	904.50
Total	**456.50**	**904.50**

Note:
The company has made an investment of Rs.754.50 Lacs as a co producer for the production and development of a web series as per the initial agreement dated 30th September, 2022 with a party. As per the agreement, the Company shall receive the investment amount by 31st May, 2023 or the completion of the shooting of the web series, whichever is earlier. However an addendum to the agreement was made on 18.12.23 in which the the date for repayment of Investment amount was extended till 31.8.24 owing to the delay in the production of the web series. Further, a Second addendum to the agreement was made on 18.01.2025 whereby the date for repayment of the Investment amount was again extended because the channel commissioning the web series has pushed the release date considering the present market conditions for OTT market. It was agreed that the Company will receive the entire Investment amount through various Post Dated Cheques latest by 31st January, 2026.As at 31st March 2026, the Company has not received the entire investment amount in accordance with the agreed repayment schedule.Based on the ongoing discussions with the counterparty and management's assessment of recoverability, the Company expects that the balance amount remains recoverable and continuous efforts are being undertaken to realize the outstanding amount during the ensuing financial year.

During the financial year 2024-25, the Company has made an investment of Rs. 150 Lacs as a co producer for the development and production of a web series as per the agreement dated 5th February,2025 with a party. As per the agreement, the Company shall receive the investment amount by 30th September,2025. As at 31st March 2026, the Company has not received the entire investment amount in accordance with the agreed repayment schedule. Based on the ongoing discussions with the counterparty and management's assessment of recoverability, the Company expects that the balance amount remains recoverable and that continuous efforts are being undertaken to realize the outstanding amount during the ensuing financial year.

NOTE 18

Trade Receivables

	As at 31st March 2026	As at 31st March 2025
A)Trade Receivables Oustanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	178.64	134.15
Unsecured, considered doubtful	-	-
B) Others Unsecured, considered good		
Unsecured, considered good	979.97	1,100.84
Total	**1,158.61**	**1,234.99**

Ageing for Trade Receivable Outstanding as at 31st March, 2026 is as follows:

Particulars	As at 31st March, 2026 — Outstanding for following periods from due date of payment					
	Less than 6 Months	**6 Months - 1 Year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - considered good	979.97	2.07	162.89	13.68		1,158.61
Undisputed dues - considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**979.97**	**2.07**	**162.89**	**13.68**	**-**	**1,158.61**

Ageing for Trade Receivable Outstanding as at 31st March, 2025 is as follows:

Particulars	As at 31st March, 2025 — Outstanding for following periods from due date of payment					
	Less than 6 Months	**6 Months - 1 Year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - considered good	1,100.84	2.03	124.83	7.28	-	1,234.99
Undisputed dues - considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**1,100.84**	**2.03**	**124.83**	**7.28**	**-**	**1,234.99**

Notes to the Financial Statements for the years ended 31st March,2026

NOTE 19

Cash And Bank Balances	**As at 31st March 2026**	**As at 31st March 2025**
A.Cash and cash equivalents		
Balance with banks in Current account	0.65	0.44
Debit Balance with bank in Cash credit/Overdraft A/C	161.37	-
Cash in hand (As certified by the Management)	3.34	19.32
B. Other Bank Balances		
Fixed Deposit with remaining maturity of less than 12 months*	25.79	373.03
Total	**191.15**	**392.79**

***Lien with Bank against Overdraft as on 31st March 2026 Rs. 25.79 Lakhs (as on 31st March, 2025 Rs. 373.03 Lakhs)**

NOTE 20

Short Term Loans And Advances	**As at 31st March 2026**	**As at 31st March 2025**
Advances to suppliers	189.26	431.86
Staff Advance	7.60	4.75
Balance with Government/Statutory Authorities	118.28	122.17
TDS, TCS (Net of Provision Rs. Nil (P.Y. 24-25 Rs. TDS, TCS Rec	7.64	7.13
Total	**322.78**	**565.91**

NOTE 21
Other Current Assets

	As at 31st March 2026	**As at 31st March 2025**
Prepaid expenses	3.55	1.66
Interest Accrued on Fixed Deposits	1.15	6.40
Unbilled Receivables	119.42	43.23
Security Deposit	10.25	11.91
Total	**134.36**	**63.20**

NOTE 22

Revenue from operations	**For the year ended 31st March, 2026**	**For the year ended 31st March, 2025**
Revenue from Event Management	1,219.59	3,375.04
Revenue from Retail Visual Merchandising	1,079.42	1,369.26
Revenue from Film, Music and Content Developmemnt, Production and Distribution & Other ancilliary services	53.25	22.50
Total	**2,352.25**	**4,766.80**

NOTE 23

Other Income	**For the year ended 31st March, 2026**	**For the year ended 31st March, 2025**
Interest income on fixed deposits	10.27	18.27
Discount Received	-	1.21
Miscellaneous Income	-	34.05
Liabilities no longer required written back -	41.25	19.69
Total	**51.52**	**73.22**

NOTE 24

Operational Expenses	**For the year ended 31st March, 2026**	**For the year ended 31st March, 2025**
(a) Event Management Expenses		
Marketing & Lead Generation Services	-	600.83
Content Creation for Advertising	3.36	678.24
Sound & Lights	6.39	82.90
Event Setup Expenses	201.53	539.54
Venue Booking	10.91	23.46
Photography & Printing Cost	15.06	25.83
Travelling Expenses	19.12	24.39
Manpower & Security	31.82	13.01
Event Miscellaneous Expenses*	789.39	1136.62
(b) Retail Visual Merchandising Expenses		
Purchases of Retail Visual Merchandising Items	509.82	567.92
Total	**1,587.40**	**3,692.74**

*Note : Event Miscellaneous Expenses includes expenses incurred like Equipment hiring charges, Permission Costs, Photography Cost, Transportation Costs and other technical expenses, etc. for receipt of various services for Event Organisation.

NOTE 25

Employee Benefit Expense	**For the year ended 31st March, 2026**	**For the year ended 31st March, 2025**
Salaries , wages & Bonus	252.32	265.89
Director's remuneration	50.50	52.25
Contributions to provident and other funds	2.40	2.92
Staff welfare expenses	4.11	3.59
Gratuity Expense	0.75	1.57
Total	**310.07**	**326.22**

NOTE 26

Finance costs	**For the year ended 31st March, 2026**	**For the year ended 31st March, 2025**
Interest Cost		
To Banks	53.01	30.40
To Financial Institution	6.13	14.73
To Others	-	0.68
Bill discounting Charges	4.32	-
Other Borrowing Cost	14.73	7.89
Interest on Term Loans	-	-
Interest on overdraft	-	-
Total	**78.19**	**53.70**

Notes to the Financial Statements for the years ended 31st March,2026

NOTE 27

Other Expenses	**For the year ended 31st March, 2026**	**For the year ended 31st March, 2025**
Bad debts	54.02	4.34
Auditors' remuneration (Refer Note Below)	5.30	6.75
Advertisement Expense	-	0.15
Charity and Welfare	7.70	11.67
Commission and Brokerage	1.31	1.29
Data Management & Software Expense	3.51	2.55
Festival Expenses	2.49	5.35
Forwarding and Courier Expenses	9.90	4.22
Installation Charge	-	-
Insurance	10.85	12.57
Interest and Penalty on late payment of Statutory Dues	4.15	7.08
Legal and professional charge	23.14	8.73
License and Registration Fees	0.86	0.73
Listing Charge	-	-
Loan Processing Fee	-	-
Loss on Discard of Property, Plant & Equipment	0.69	1.38
Office Expenses	5.75	10.93
Packaging Charges	0.36	0.41
Printing and stationery	5.29	6.15
Rent	32.18	40.54
GST Expenses	7.79	20.97
Repairs and maintenance		
- Others	9.31	9.47
Skill Development & Training	-	5.09
Water and Electricity	3.54	5.04
Miscellaneous expenses	0.33	5.27
Total	**221.74**	**222.76**

Payment to Auditors		
Statutory Audit Fee	5.00	5.00
Tax Audit Fee	0.30	0.60
Other Services	-	0.09
Out of Pocket Expenses	-	1.06
Total	**5.30**	**6.75**

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Notes to the Financial Statements for the years ended 31st March,2026

(Rs. In Lakhs)

Note 28
Income Taxes

		Year Ended 31st March, 2026 (Rs. In Lakhs)	Year Ended 31st March, 2025 (Rs. In Lakhs)
	Income tax related to items charged or credited directly to profit or loss during the year :		
a)	**Statement of profit and loss**		
(i)	Current Income Tax	39.53	148.60
(ii)	Deferred Tax expense / (benefit)	3.16	0.12
(iii)	Income tax adjustment for earlier years	(4.94)	7.70
	Total	**37.75**	**156.42**

The reconciliation of estimated income tax (arrived at by multiplying accounting profit with India's domestic tax rate) to income tax expense is as follows.

Profit / (Loss) before taxes	162.17	522.92
Enacted Income Tax rate in India	25.17%	27.82%
Income tax expense at tax rates applicable	40.82	145.47
Adjustments ;		
Tax effect of items that are deductible for tax purpose	-	-
Tax effect of items that are not deductible for tax purpose	1.94	3.25
Effect of change in Tax Rate	(0.07)	-
Other Adjustments		
-Others	(4.94)	7.70
Income tax expense reported	**37.75**	**156.42**
Effective Income tax rate (%)	**23.27%**	**29.91%**

Note 29
Earnings per share (EPS)

Particulars	**For the year ended 31st March, 2026**	**For the year ended 31st March, 2025**
Net Profit/ (Loss) After Tax Attributed to the Equity Shareholders of the Company for the Year	124.42	366.50
Nominal value of equity shares (Rs per share)	10.00	10.00
Weighted average number of equity shares outstanding during the period:	1,24,87,150	1,07,22,279
Basic earnings per Equity shares (Rs.)	**1.00**	**3.42**
Diluted earnings per Equity shares (Rs.)	**1.00**	**3.42**

Note 30
Disclosure pursuant to Accounting Standard - 15 ‘Employee Benefits’ as notified u/s 133 of the Companies Act, 2013

Defined Benefit Plan:

The following are the types of defined benefit plans:

a **Gratuity Plan**

The Gratuity scheme is a final salary defined benefit plan, that provides for a lumpsum payment at the time of seperation as per the provisions of code on social security 2020. Based on scheme rules the benefits are calculated on the basis of last drawn salary and the period of service at the time of seperation and paid as lumpsum. There is a vesting period of 5 years. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method.

b CHANGE IN DEFINED BENEFIT OBLIGATION **(Rs. In Lakhs)**

Particulars	Gratuity 2025-26	Gratuity 2024-25
Present value of obligation as at the beginning of the period	12.56	10.98
Interest Cost	0.87	0.79
Past service cost	-	-
Current service cost	1.88	2.09
Curtailment cost/ (credit)	-	-
Settlement cost/ (credit)	-	-
Benefits Paid	-	-
Actuarial(gain)/loss on obligation	(2.00)	(1.31)
Present value of obligation as at the end of the period	13.31	12.56

Notes to the Financial Statements for the years ended 31st March,2026

(Rs. In Lakhs)

c FAIR VALUE OF PLAN ASSETS

Particulars	Gratuity 2025-26	Gratuity 2024-25
Fair value of plan assets at the beginning of the period	-	-
Actual return on plan assets	-	-
Employer contributions	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the period	-	-
Funded status	(13.31)	(12.56)
Excess of actual over estimated return on plan assets	-	-

d BIFURCATION OF ACTUARIAL GAIN/LOSS ON OBLIGATION

Particulars	2025-26	2024-25
Actuarial (Gain)/Loss on arising from change in demographic assumption	-	-
Actuarial (Gain)/Loss on arising from change in financial assumption	(0.94)	0.33
Actuarial (Gain)/Loss on arising from change in experience adjustment	(1.06)	(1.64)

e ACTUARIAL GAIN/LOSS RECOGNIZED

Particulars	2025-26	2024-25
Actuarial gain/(loss) for the period- obligation	2.00	1.31
Actuarial (gain)/loss for the period-plan assets	-	-
Total (gain)/loss for the period	(2.00)	(1.31)
Actuarial (gain)/loss in the period	(2.00)	(1.31)

f AMOUNT TO BE RECOGNIZED IN BALANCE SHEET AND RELATED ANALYSIS

Particulars	2025-26	2024-25
Present value of obligation as at the end of the period	13.31	12.56
Fair value of plan assets as at the end of the period	-	-
Funded status / Difference	(13.31)	(12.56)
Excess of actual over estimated	-	-
Unrecognised Actuarial (Gain)/ Loss	-	-
Net asset/(liability)recognized in balance sheet	(13.31)	(12.56)

g EXPENSE RECOGNIZED IN THE STATEMENT OF PROFIT AND LOSS (Rs. In Lakhs)

Particulars	2025-26	2024-25
Current service cost	1.88	2.09
Past service cost	-	-
Interest cost	0.87	0.79
Expected return on plan assets	-	-
Curtailment cost / (Credit)	-	-
Settlement cost / (credit)	-	-
Net actuarial (gain)/ loss recognized in the period	(2.00)	(1.31)
Expenses recognized in the statement of profit and loss account	0.75	1.57

h MOVEMENT IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET

Particulars	2025-26	2024-25
Opening liability	12.56	10.98
Expenses recognized in profit and loss	0.75	1.57
Benefits paid	-	-
Actual return on plan assets	-	-
Closing liability	13.31	12.56

Notes to the Financial Statements for the years ended 31st March,2026

i Actuarial Assumptions

Particulars	Gratuity 2025-26	Gratuity 2024-25
Economic Assumptions		
Discount Rate	7.70%	6.93%
Future Salary Increase	5%	5%
Demographic Assumptions		
Retirement Age (Years)	60	60
Mortality Rate inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at ages		
Upto 30 years	5.00	5.00
From 31 to 44 years	5.00	5.00
Above 44 years	5.00	5.00

j Enterprise best estimate of expense for the next Annual reporting period is Rs.372,378/-.

k. Sensitivity Analysis

Particulars	Gratuity 2025-26	Gratuity 2024-25
(A)Impact of the change in discount rate		
Present Value of Obligation at the end of the period	13.31	12.55
Impact due to increase of 0.50%	(0.57)	(0.58)
Impact due to decrease of 0.50 %	0.61	0.62
(B)Impact of the change in salary increase		
Present Value of Obligation at the end of the period	13.31	12.55
Impact due to increase of 0.50%	0.62	0.63
Impact due to decrease of 0.50 %	(0.58)	(0.59)

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Note No: 31 RELATED PARTY DISCLOSURE AS REQUIRED IN TERMS OF "AS - 18"

Notes to the Financial Statements for the years ended 31st March,2026 **(Rs. In Lakhs)**

A **Name of the related parties irrespective of whether transactions have occurred or not :**

(i) Key Management Personnel

1	Mr. Rajesh Bhardwaj	Managing Director
2	Mr. Gaurav Singhania	Whole Time Director & Chief Financial Officer (Resigned w.e.f 18/06/2025)
3	Ms. Shruti Singhania	Director (Resigned w.e.f 21/05/2025) & Additional Director (Resigned w.e.f 29/05/2025)
4	Ms. Palak Jain	Company Secretary (Resigned w.e.f 31/10/2024)
5	Ms. Kritika Ronakk Jain	Company Secretary
6	Ms. Sana Warsi	Director
7	Mr. Vijendra Prasad	Chief Financial Officer

Note :
Mr. Gaurav Singhania has resigned as Chief Financial Officer and Whole Time Director w.e.f 18/06/2025
Ms. Shruti Singhania has resigned as a Director w.e.f 21/05/2025 and has resigned as an additional Director w.e.f 29/05/2025
Ms. Sana Warsi was appointed as Director w.e.f 18/06/2025
Mr. Vijendra Prasad was appointed as Chief Financial Officer w.e.f 14/11/2025

(ii) Non-Executive Directors

1	Ms. Nikita Jain	Independent Director
2	Mr. Princy Anand (Independent Director)	Independent Director
3	Mr. Altab Uddin Kazi	Independent Director (Resigned w.e.f 11/02/2025)

(iii) Relative of Key Management Personnel

1 Mr.Prashant Tyagi (brother of Director)
2 Mr. Ishwar Singh (Father of Director)
3 Mrs Neeru (brother's wife of Director)

(iv) Enterprises owned or significantly influenced by Key Management personnel or their relatives

1 M/s Frameless Expressions Pvt. Ltd.
2 Varaa Exptech Pvt. Ltd.*
3 Skillarthi Ventures Pvt. Ltd.*

*Varaa Exptech Pvt. Ltd. & Skillarthi Ventures Pvt. Ltd. ceases to be a related party w.e.f 18/06/2025 as both the Directors of the respective Companies has resigned from the Company.
Note: The name of the related party and their relationship with the Company is as identified by the management and relied upon by the auditors.

B **Disclosure of Transaction between the Company and Related Party that has taken place during the year and its status of outstanding**

i. **Transactions with enterprises where Key Management Personnel and their Relatives have significant influence:**

(Amount in Lakhs)

Nature of Transaction	Ref. to note (A) above	31st March, 2026	31st March, 2025
Remuneration Paid to KMP			
Mr. Rajesh Bhardwaj	(i)	27.00	27.00
Mr. Gaurav Singhania	(i)	3.00	24.00
Palak Jain	(i)	-	4.20
Kritika Ronakk Jain	(i)	2.16	0.18
Ms. Sana Warsi	(i)	19.00	-
Mr. Vijendra Prasad	(i)	5.63	-
Sitting Fee Paid to Non-Executive Directors			
Mr. Altab Uddin Kazi	(ii)	-	0.50
Mr. Princy Anand	(ii)	2.00	0.75
Ms. Nikita Jain	(ii)	1.25	-
Salaries Paid to Relatives of Key Managerial Personnel			
Mr. Prashant Tyagi	(iii)	24.00	24.00
Ms. Sana Warsi	(i)	-	18.00
Mr.Ishwar Singh	(iii)	-	0.30
Mrs. Neeru	(iii)	14.65	7.80
Purchase of Services			
Skillarthi Ventures Pvt. Ltd.	(iv)	-	3.92
Varaa Exptech Pvt. Ltd.	(iv)	-	33.36
Loans Received			
Mr. Rajesh Bhardwaj	(i)	93.00	35.89
Ms. Sana Warsi	(i)	108.50	-
Loan Repaid			
Mr. Rajesh Bhardwaj	(i)	1.42	49.22
Ms. Sana Warsi	(i)	75.00	-
M/s Frameless Expressions Pvt. Ltd.	(iv)	12.50	0.40
Investment received for Film Production			
Mr. Prashant Tyagi	(iii)	110.00	-
Investment returned for Film Production			
Mr. Prashant Tyagi	(iii)	110.00	-
Advance Given			
Varaa Exptech Pvt. Ltd.	(iv)	20.70	-
Advance Returned			
Varaa Exptech Pvt. Ltd.	(iv)	15.00	-

Notes to the Financial Statements for the years ended 31st March,2026 (Rs. In Lakhs)

(ii) Outstanding Balances As at year End

Particulars	Ref. to note (A) above	31st March, 2026	31st March, 2025
Loans Received			
Mr. Rajesh Bhardwaj	(i)	125.55	33.97
Ms. Sana Warsi	(i)	33.50	-
M/s Frameless Expressions Pvt. Ltd.	(iv)	4.72	17.22
Remuneration/ Salaries Payable			
Mr. Rajesh Bhardwaj	(i)	1.95	1.88
Mr. Prashant Tyagi	(iii)	4.78	4.75
Mr. Gaurav Singhania	(i)	-	3.20
Ms. Sana Warsi	(i)	3.17	1.36
Ms. Kritika Ronakk Jain	(i)	0.18	0.18
Mr. Vijendra Prasad	(i)	1.22	-
Mrs Neeru	(iii)	1.22	
Advances To Suppliers Against Supply of Services			
Skillarthi Ventures Pvt. Ltd.	(iv)	0.78	0.78
Varaa Exptech Pvt. Ltd.	(iv)	8.63	2.93
Sitting Fees Payable			
Nikita Jain	(ii)	0.175	-
Mr. Princy Anand	(ii)	0.59	-
Imprest Payable			
Prashant Tyagi	(iii)	0.34	-

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Notes to the Financial Statements for the years ended 31st March,2026

Note 32

The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

(Amount in Lakhs)

	31st March, 2026	31st March, 2025
(a) Principal amount remaining unpaid as at 31st March 2026 & 31st March, 2025	1.35	Nil
(b) Interest amount remaining unpaid as at 31st March 2026 & 31st March, 2025	Nil	Nil
(c) Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the Period.	Nil	Nil
(d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
(e) Interest accrued and remaining unpaid as at 31st March 2026 & 31st March, 2025	Nil	Nil
(f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	Nil	Nil

Note 33

Segment Reporting

Segment Information

a) Identification of Operating Segments

Based on the criteria for segment as specified in AS 17 the company operates in three reportable primary segment (Business segment)

b) Business Segment wise revenue/results/assets/liabilities (Amount in Lakhs)

As at 31st March, 2026

Particulars	Event Management	Retail Visual Merchandising	Film, Music and Content Development, Production and Distribution	Total
Segment Revenue	1,219.58	1,079.42	53.25	2,352.25
Segment Results	142.01	569.60	22.84	734.45
Less: Other Unallocable expenses				(545.61)
Operating Profit / (Loss)				**188.85**
Add: Other income				51.52
Less : Finance Cost				(78.19)
Profit/(Loss) before taxes				**162.17**
Tax expense				(37.75)
Profit/(Loss) for the year				**124.42**
Other Information				
Segment Assets	550.52	828.12	2,789.57	4,168.21
Un-allocable Assets				596.46
Total Assets				**4,764.67**
Segment Liabilities	208.73	201.80	33.51	444.04
Un-allocable Liablities				1,399.61
Total Liabilities				**1,843.65**

(Amount in Lakhs)

As at 31st March, 2025

Particulars	Event Management	Retail Visual Merchandising	Film, Music and Content Development, Production and Distribution	Total
Segment Revenue	3,375.04	1,369.26	22.50	4,766.80
Segment Results	250.21	801.34	15.71	1,067.26
Less: Other Unallocable expenses				(563.86)
Operating Profit / (Loss)				**503.40**
Add: Other income				73.22
Less : Finance Cost				(53.70)
Profit/(Loss) before taxes				**522.92**
Tax expense				(156.42)
Profit/(Loss) for the year				**366.50**
Other Information				
Segment Assets	966.10	713.21	2,468.57	4,147.88
Un-allocable Assets				811.66
Total Assets				**4,959.54**
Segment Liabilities	272.33	284.64	77.55	634.52
Un-allocable Liablities				1,528.40
Total Liabilities				**2,162.92**

c) **Geographical Information** (Amount in Lakhs)

As on 31th March 2026

	Outside India	Within India	Total
Segment revenue by location of Customers			
Revenue from Sale of Goods and Services	31.60	2,320.65	**2,352.25**
Segment Assets by location			
Segment assets	425.92	4,338.75	**4,764.67**

(Amount in Lakhs)

As on 31th March 2025

	Outside India	Within India	Total
Segment revenue by location of Customers			
Revenue from Sale of Goods and Services	194.23	4,572.56	**4,766.80**
Segment Assets by location			
Segment assets	425.92	4,533.63	**4,959.54**

d) Service wise revenue from external customers has been detailed in Note No. 22.

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(Rs. In Lakhs)

NOTE 34

Contingent liability

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Disputed demands with various government departments. The details are as follows-	15.44	15.44

Name of the Act	Forum at which Dispute is Pending
Demand of Goods & Service Tax Act for the FY 2018-19 including Interest & Penalty vide order no ZD070224069582C dated 29-02-2024 amounting to Rs. 15.44 Lakhs. Out of the above, Rs. 0.76 lakhs were paid under Protest.	Form GST APL-01 filed on May 24, 2024 by the Company againt the Appellate Authority

NOTE 35

Capital Commitments

Particulars	As at 31st March, 2026	As at 31st March, 2025
Estimated amount of contracts remaining to be executed on Film, Music and Content Commitments	1,548.96	3,303.51

NOTE 36

Foreign Currency Transaction	As at 31st March, 2026	As at 31st March, 2025
Payments For Project Under Development		
GBP in Lakhs	-	2.21
INR in Lakhs	-	242.40
Earning in Foreign Currency		
US$ in Lakhs	0.44	2.26
INR in Lakhs	31.60	194.23

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(Rs. In Lakhs)

Ratio	Numerator	Denominator	Current Period 2025-26	Previous Period 2024-25	% Variance	Reason for Variance
Current ratio (in times)	Total current assets	Total current liabilities	1.40	1.71	(18.28)	NA
Debt-equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total Equity	0.35	0.42	(17.03)	NA
Debt service coverage ratio (in times)	Earning for Debt Service= Net Profit before taxes+ Non cash operating expenses+ Interest+Other non cash adjustments	Debt service = Interest payments+Principal repayments	1.00	5.12	(80.43)	Due to increase in debt repayments during the year also due to decrease in EBITDA.
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	4.11%	18.81%	(78.15)	Due to decrease in profit for the year.
Inventory turnover ratio (in times)	Revenue from operations	Average Inventory	-	-	-	NA
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	1.97	4.29	(54.16)	Due to decrease in Revenue from Operations
Trade payables turnover ratio (in times)	Cost of Operational Expenses	Average trade payables	4.66	9.43	(50.55)	Due to decrease in Operational Expenses during the year.
Net Capital turnover ratio (in times)	Revenue from operations	Average working capital(i.e. Total current assets less total current liabilities	2.41	4.57	(47.25)	Due to decrease in Revenue from Operations & Average Working Capital
Net profit ratio (in %)	Profit for the year	Revenue from operations	5.29%	7.69%	(31.21)	Due to decrease in Revenue from Operations and Profit.
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities+ Deferred tax liabilities+ Total Borrowings	5.76%	13.67%	(57.90)	Due to decrease in profit before taxes and finance cost during the year and due to decrease in Borrowings.
Return on Investments (in %)	Income generated from invested funds	Average invested funds in treasury investments	NA	NA	NA	NA

Notes to the Financial Statements for the year ended 31st March, 2026.

Note 38

Disclosure on Corporate Social Responsibility Expenses.

The company is not covered under section 135 of the Companies Act, hence no disclosure has been provided with regard to CSR activities.

Note 39

Contingencies and Events occurring after the Balance Sheet Date.

There were no events which occurred after the Balance Sheet date up to the date of approval of financial statements which required any adjustments/disclosure in the financial statements as per AS-4.

Note 40

Additional Regulatory Information

a The Company has not entered into any scheme of arrangement under section 230 to 237 of Companies Act,2013 which has an accounting impact for the year ended 31st March, 2026 and for the year ended 31st March, 2025.

b The Company doesn't have any investments through more than two layers of investment companies as per section 2(87) (d) and section 186 of Companies Act,2013 during the year ended 31st March, 2026 and during the year ended 31st March, 2025.

c No proceedings have been initiated on or are pending against the company for holding any benami property under Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made there under for the year ended 31st March, 2026 and for the year ended 31st March, 2025.

d The Company has not been declared as willful defaulter by any bank or financial institution or other lender during the year ended 31st March, 2026 and during the year ended 31st March, 2025.

e There has been no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31st March, 2026 and 31st March 2025.

f The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period for the year ended 31st March, 2026 and 31st March 2025 except for Charges which has not been created for Vehicle Loan taken from Kotak Mahindra Prime Limited and Overdraft Facility taken from HDFC Bank against Lien on Fixed Deposit.

g The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the statutory period for the year ended 31st March, 2026 and 31st March 2025 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

h "The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities(intermediaries) with the understanding that the intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries."

i "The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiary."

j The Company has not traded or invested in Crypto currency or Virtual Currency; during the year ended 31st March 2026 and 31st March 2025.The company has not received any deposits or advances, during the year ended 31st March, 2026 and 31st March 2025 for the purpose of trading or investment in crypto currency or virtual currency.

Note 41

Balances of debtors, creditors, Advances to Suppliers & Advances from Customers are subject to confirmation. In the opinion of the management, current assets, loan and advances will have value on realization in the ordinary course of business at least equal to the amount at which they are stated.

Note 42

"The Government of India has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the ""New Labour Codes""), which consolidates the existing 29 labour laws into an unified framework governing employee benefits. The New Labour Codes have become effective from November 21, 2025.The Government of India notified the Industrial Relations (Central) Rules, 2026, the Code on Wages (Central) Rules, 2026, the Social Security (Central) Rules, 2026 and the Occupational Safety, Health and Working Conditions (Central) Rules, 2026 vide Notifications G.S.R. 342(E), 343(E), 344(E) and 345(E), respectively, dated May 8, 2026, thereby operationalising the framework under the Industrial Relations Code, 2020, the Code on Wages, 2019, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, in respect of establishments to which the Central Rules apply.

The Company has reviewed the existing wage structure and evaluated the impact of the New Labour Codes on its employee benefit obligations and the financial statements based on the provisions of the Codes, the rules notified thereunder, applicable State rules, legal interpretations and, where considered necessary, actuarial assessment.

Based on the assessment performed, management is of the view that the implementation of the New Labour Codes does not have a material impact on the Company's employee benefit obligations or the financial statements for the year ended March 31, 2026. Accordingly, no adjustment has been recognised in these financial statements in this regard.

The Company will continue to monitor any further amendments, clarifications, judicial pronouncements and State-specific notifications relating to the New Labour Codes and will recognise the financial impact, if any, in the period in which such changes become applicable."

Note 43

"The Government of India has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the ""New Labour Codes""), which consolidates the existing 29 labour laws into an unified framework governing employee benefits. The New Labour Codes have become effective from November 21, 2025.The Government of India notified the Industrial Relations (Central) Rules, 2026, the Code on Wages (Central) Rules, 2026, the Social Security (Central) Rules, 2026 and the Occupational Safety, Health and Working Conditions (Central) Rules, 2026 vide Notifications G.S.R. 342(E), 343(E), 344(E) and 345(E), respectively, dated May 8, 2026, thereby operationalizing the framework under the Industrial Relations Code, 2020, the Code on Wages, 2019, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, in respect of establishments to which the Central Rules apply.

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Previous year figures have been regrouped/rearranged wherever necessary.

For Baid Agarwal Singhi & Co.
Chartered Accountants
Firm Registration Number with ICAI: 0328671E

Sourabh Agarwal
(Partner)
Membership Number: 301075
UDIN: 26301075IRBNND6783
Place: Kolkata
Date: 26th May, 2026

For and on behalf of Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

Rajesh Bhardwaj	Sana Warsi
Managing Director	Director
DIN: 02590002	DIN: 11155001
Kritika Ronakk Jain	Vijendra Prasad
Company Secretary	Chief Financial Officer

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