thinkinghats
entertainment solutions
CIN:L92490MH2013PLC352652

February 11, 2025

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Mumbai-4000051

Scrip: THESL

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Outcome of Board Meeting.

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that based on the recommendations of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors of the Company at its meeting held today February 11, 2025, inter-alia, considered and approved/noted the following:

1. Appointment of Mrs. Kritika Tibrewal as Company Secretary of the Company (Membership No. A68267) designated as the Key Managerial Personnel pursuant to the provisions of section 203 of the Companies Act, 2013 and Compliance Officer under Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") with effect from February 11, 2025.

2. Appointment of Mrs.Nikita Jain (DIN: 08222385), as an Additional Director designated as an Independent Director of the Company with effect from February 11, 2025 subject to approval of the shareholders of the Company.

3. Appointment of M/s. CS Niaz Ahmed, Practising Company Secretaries, to act as Secretarial Auditors of the company for Financial Year 2024-2025.

4. Mr. Altab Uddin Kazi (DIN: 10435916) vide his letter dated February 11, 2025 has tendered his resignation as Independent Director of the Company. Consequently, he shall also cease to be a Chairman of the Audit Committee and Nomination and Remuneration Committee and as a member from Stakeholders' Relationship Committee of the Company.

    - The resignation letters stating the reason for resignation is enclosed. We further confirm that there are no other material reasons for resignation other than those mentioned in the resignation letters. Resignation letter is given in **'Annexure C'.**

    - Further, the board has re-constituted the Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee. Details of composition of Committees have been given under **'Annexure B'.**

The relevant details as required under Regulation 30 read with Schedule III – Para A (7B) of Part A of the SEBI Listing Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13th July, 2023, is given in **'Annexure- A'**. Kindly take the above information on records and disseminate.

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Annexure A

Relevant details as required under Regulation 30 – Part A of Para A of Schedule III of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13th July, 2023.

S. No	Particulars	Mrs. Kritika Tibrewal	Mrs.Nikita Jain	Mr. Niaz Ahmed
1	Reason for change viz., appointment, ~~resignation~~, ~~removal, death or otherwise~~	Appointment to fill up vacancy due to resignation of Company Secretary.	Appointment as an Additional Director (Non-Executive Independent Director)	Appointment as Secretarial Auditor of the Company.
2	Date of appointment / reappointment / cessation (as applicable) & term of appointment/reappointment;	February 11, 2025	February 11, 2025	February 11, 2025
3	Brief Profile	Mrs. Kritika Tibrewal is an Associate member of the Institute of Company Secretaries of India. She has over 5 years of experience in dealing with Secretarial Compliances of Listed and Unlisted Companies.	Mrs. Nikita Jain has completed her Master (M.Com) from Calcutta University and pursuing CS Professional having 10 years of experience in the field of Legal Compliances.	Mr. Niaz Ahmed is commerce graduate from the University of Calcutta. He has also done LLB from the University of Burdwan and is a Fellow Member of the Institute of Company Secretaries of India. He has experience of over 25 years in the field of Companies Act, NBFC Compliances and SEBI Regulations.
4	Disclosure of relationships Between Directors (in case of appointment of director)	Not Applicable	Not Applicable	Not Applicable

Thanking you,

Yours faithfully
For Thinking Hats Entertainment Solutions Limited

GAURAV SINGHANIA
Digitally signed by GAURAV SINGHANIA
Date: 2025.02.11 11:31:55 +05'30'

Gaurav Singhania
Wholetime Director
(DIN – 08868413)

Annexure A

<u>Relevant details as required under Regulation 30 – Part A of Para A of Schedule III of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13th July, 2023.</u>

Particulars	**Details of Change**
Name	Mr. Altab Uddin Kazi
Reason for change viz., ~~appointment,~~ resignation, ~~removal, death or otherwise~~	Resignation of Mr. Altab Uddin Kazi as Independent Director of the Company.
Date of cessation (Resignation)	February 11, 2025
Disclosure of relationship between Directors inter-se	Not Applicable
Brief Profile	Not Applicable
Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Not Applicable
Additional Information in case of resignation of an Independent Director	
Name of the listed entities in which resigning director holds directorship including the category of directorship and membership of committee, if any	1.J.A. Finance Ltd. 2.Dhruva Capital Services Limited 3.Forcas Studio Limited 4.Veritaas Advertising Limited 5.Vijay Textiles Ltd
Letter of Resignation along with detailed for resignation	Enclosed herewith as Annexure C
Names of Listed entities in which the resigning director hold directorships indicating the category of directorship and membership of board committee, if any	Directorship & Committee Membership in other Listed Entity- Directorship: 1.J.A. Finance Ltd. 2.Dhruva Capital Services Limited • Chairman of Nomination and Remuneration Committee & Stakeholders Relationship Committee. • Member of Audit Committee 3.Forcas Studio Limited • Member of Audit Committee, Nomination and Remuneration Committee,

	Stakeholders Relationship Committee & Corporate Social Responsibility Committee. 4. Veritaas Advertising Limited • Chairman of Stakeholders Relationship Committee. • Member of Audit Committee & Nomination and Remuneration Committee. 5. Vijay Textiles Ltd • Member of Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee.
The Independent Director shall, along with the detailed reasons, along provide a confirmation that there is no other material reasons other than those provided	Mr. Altab Uddin Kazi has confirmed that there are no material reasons for his resignation other than those mentioned in the resignation letter.

For Thinking Hats Entertainment Solutions Limited

GAURAV SINGHANIA
Digitally signed by GAURAV SINGHANIA
Date: 2025.02.11 11:32:35 +05'30'

Gaurav Singhania
Wholetime Director
(DIN – 08868413)

Annexure B

Composition of Audit Committee:

Name	*Category*	*Designation*
Nikita Jain	Chairperson	Independent Director
Princy Anand	Member	Independent Director
Gaurav Singhania	Member	Whole-time Director and Chief Financial Officer

Composition of Nomination And Remuneration Committee:

Name	*Category*	*Designation*
Nikita Jain	Chairperson	Independent Director
Princy Anand	Member	Independent Director
Shruti Singhania	Member	Non-Executive Non-Independent Director

Composition of Stakeholders' Relationship Committee:

Name	*Category*	*Designation*
Princy Anand	Chairman	Independent Director
Shruti Singhania	Member	Non-Executive Non-Independent Director
Nikita Jain	Member	Independent Director

For Thinking Hats Entertainment Solutions Limited

GAURAV SINGHANIA
Digitally signed by GAURAV SINGHANIA
Date: 2025.02.11 11:32:53 +05'30'

Gaurav Singhania
Wholetime Director
(DIN – 08868413)

Altab Uddin Kazi
Address: 53/A, Kazi Para Lane, Shibpur,
Howrah, West Bengal - 711102

Annexure C

To,
The Board of Directors
Thinking Hats Entertainment Solutions Limited
CIN: L92490MH2013PLC352652
KU220, Kuber Kartik, New Link Road, Prem
Co-operative Society, Andheri West,
Mumbai City, Mumbai, Maharashtra - 400053

Sub: Resignation from Directorship

Dear Sir,

I was appointed as an Independent Director, on the Board of Directors (the Board) of M/s. Thinking Hats Entertainment Solutions Limited (the Company) with effect from May 30, 2024.

This is to inform the Board that due to my pre-occupancy in my own business venture, I hereby tender my resignation as an Independent Director of the Company with effect from close of business hours on February 11, 2025. Consequently, I will also be stepping down as a Chairman of the Audit Committee and Nomination and Remuneration Committee and Member of Stakeholders Relationship Committee of the Company.

I hereby confirm that there are no other material reasons for my resignation other than those mentioned above.

I take this opportunity to thank the Board and other Committee members for the support extended to me during my tenure as an Independent Director of the Company.

Thanking You,

Yours Faithfully,

Altab Uddin Kazi

Altab Uddin Kazi
DIN: 10435916