



THINKINK PICTUREZ LIMITED

CIN: L22300MH2008PLC181234

Regd. Office: Bungalow No. 8/71, Mhada, S V P Nagar, 4 Bungalow Mhada,
Andheri (West) Mumbai-400053, Maharashtra

Email: kjha@thinkinkpicturez.com; **Website:** www.thinkinkpicturez.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **M/s Thinkink Picturez Limited** will be held on Monday, December 12, 2022 at 12:30 P.M. for the transaction of the following businesses, through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India.

SPECIAL BUSINESS

I. INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs. 18,00,00,000 (Rupees Eighteen Crores Only) divided into 3,60,00,000 (Three Crores Sixty Lacs) Equity shares of Rs. 5/- each to Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 5/- each by creation of additional 6,40,00,000 (Six Crores Forty Lacs) Equity Shares of Rs. 5/- each aggregating Rs. 32,00,00,000/- (Rupees Thirty Two Crores Only) ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

“The Authorized share capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 5/- each.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

II. Issuance of Convertible Warrants to the Non-Promoter categories of persons, on a preferential basis.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:



“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 4,00,00,000 (Four Crores) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 70/- (Rupees Seventy only) (Warrant Issue Price) per Warrant aggregating to Rs. 280,00,00,000/- (Rupees Two Arab Eighty Crores only) to the Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Sl. No.	Name	Current Status / Category	No of Warrants	Proposed Status / Category
1.	Akash Hitesh Ajmera	Non-Promoter	150000	Non-Promoter
2.	Amit Ganguly	Non-Promoter	300000	Non-Promoter
3.	Amit Kumar Lahoti	Non-Promoter	2500000	Non-Promoter
4.	Anita Lahoti	Non-Promoter	1000000	Non-Promoter
5.	Ankit Agrawal	Non-Promoter	750000	Non-Promoter
6.	Anusha Pusapati	Non-Promoter	50000	Non-Promoter
7.	Arun Kumar Jajodia	Non-Promoter	300000	Non-Promoter
8.	AVR Investment Advisors LLP	Non-Promoter	5000000	Non-Promoter
9.	Chandrashekar Matha	Non-Promoter	50000	Non-Promoter
10.	Chetnaben Harshadbhai Patel	Non-Promoter	100000	Non-Promoter
11.	Deepak Chandak	Non-Promoter	200000	Non-Promoter
12.	Disha Wassan	Non-Promoter	100000	Non-Promoter
13.	Jagdish Maniyar	Non-Promoter	100000	Non-Promoter
14.	Jai Prakash Wassan	Non-Promoter	100000	Non-Promoter
15.	Kanchand Financial Securities and Investments Private Limited	Non-Promoter	4000000	Non-Promoter
16.	Kanika Agrawal	Non-Promoter	500000	Non-Promoter
17.	Kapil Agrawal	Non-Promoter	750000	Non-Promoter
18.	Karri Sanjeeva Reddy	Non-Promoter	100000	Non-Promoter
19.	Kode Gopalkrishnaiah	Non-Promoter	50000	Non-Promoter
20.	Krishan Gopal Rathi	Non-Promoter	150000	Non-Promoter
21.	Madhu Devi Chandak	Non-Promoter	100000	Non-Promoter



Sl. No.	Name	Current Status / Category	No of Warrants	Proposed Status / Category
22.	Nawaz Shah	Non-Promoter	100000	Non-Promoter
23.	Neha Churiwala	Non-Promoter	100000	Non-Promoter
24.	Parasol Capital Venture Private Limited	Non-Promoter	5000000	Non-Promoter
25.	Potluri Sai Krishna	Non-Promoter	50000	Non-Promoter
26.	Rita Wassan	Non-Promoter	100000	Non-Promoter
27.	Ritu Lahoti	Non-Promoter	1000000	Non-Promoter
28.	Rupesh Ranjan Prasad	Non-Promoter	100000	Non-Promoter
29.	Sagar Wassan	Non-Promoter	200000	Non-Promoter
30.	Sanyukta Rustgi	Non-Promoter	100000	Non-Promoter
31.	Sarita Agarwal	Non-Promoter	200000	Non-Promoter
32.	Saroj Agarwal	Non-Promoter	100000	Non-Promoter
33.	Satish Patel	Non-Promoter	150000	Non-Promoter
34.	Satyasurya Durga Prasad Adsumilli	Non-Promoter	50000	Non-Promoter
35.	Shailee Maniyar	Non-Promoter	100000	Non-Promoter
36.	Shobha Chandak	Non-Promoter	100000	Non-Promoter
37.	Shruti Agrawal	Non-Promoter	500000	Non-Promoter
38.	Somesh Rustgi	Non-Promoter	100000	Non-Promoter
39.	Sunil Ramdas Shinde	Non-Promoter	300000	Non-Promoter
40.	Tanusree Ganguly	Non-Promoter	100000	Non-Promoter
41.	Thinklaab Picturez LLP	Non-Promoter	5000000	Non-Promoter
42.	Vaishali Dipak Bafna	Non-Promoter	400000	Non-Promoter
43.	Vaishali Rathod	Non-Promoter	100000	Non-Promoter
44.	Vandana Rathi	Non-Promoter	150000	Non-Promoter
45.	Varsha Deepak Nakhua	Non-Promoter	50000	Non-Promoter
46.	Vijayshree Alloys Pune Private Limited	Non-Promoter	2000000	Non-Promoter
47.	Vimal Kumar Lahoti	Non-Promoter	2500000	Non-Promoter
48.	Vipun Securities and Investments Private Limited	Non-Promoter	5000000	Non-Promoter
Total			4,00,00,000	

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the 11th November, 2022, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of



conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

- ii The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all



questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By order of Board of Directors
For Thinkink Picturez Limited**

**Place: Mumbai
Date: 14/11/2022**

**Sd/-
Namrata Karwa
Company Secretary**

NOTES

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business is annexed hereto.**
- 2. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA), Government of India, vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, allowed companies to hold their AGM through Video Conferencing (VC) in accordance with the requirements in paragraphs 3 and 4 of the General Circular No. 20/2020.**
- 3. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has**



entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

- 4.** The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- 5.** The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 6.** Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
- 7.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.thinkinkpicturez.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
- 8.** The e-EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 9.** The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
- 10.** As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company/Registrar and Share Transfer Agent, for any assistance in this regard.



11. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
12. Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at kjha@thinkinkpicturez.com from latest by, December 09, 2022 by 5.00 P.M. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.
13. The ISIN of the Equity Shares of Rs. 5/- each is INE365S01037
14. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company's registered office at Bunglow No. 8/71, Mhada, S V P Nagar, 4 Bunglow, Andheri (West) Mumbai, Maharashtra 400053 in on all working days of the company, between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
15. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Friday, December 09, 2022 at 09:00 am and ends on Sunday, December 11, 2022 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, December 02, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual**



shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 CDSL 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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



	<p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.



- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for “Thinkink Picturez Limited” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option



“YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kjha@thinkinkpicturez.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be



displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at kjha@thinkinkpicturez.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to kjha@thinkinkpicturez.com.
2. For Demat shareholders-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self



attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kjha@thinkinkpicturez.com.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

The Present Authorized Capital of the Company is Rs. 18,00,00,000 (Rupees Eighteen Crores Only) divided into 3,60,00,000 (Three Crores Sixty Lacs) Equity Shares of Rs. 5/- each.

A proposal for Preferential Issue of 4,00,00,000 (Four Crores) Warrants of Rs. 70/- each convertible into 4,00,00,000 Equity Shares of Rs. 5/- each and premium of Rs. 65/- each on preferential basis to the persons belonging to the Non-Promoter Group have been submitted for the approval of Shareholders under item no. 2 of this Notice.

To enable the Preferential Issue, the Company would be required to increase the Authorised Share Capital to Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 5/- each by creation of additional 6,40,00,000 (Six Crores Forty Lacs) Equity shares of Rs.5/- each aggregating Rs. 32,00,00,000/- (Rupees Thirty Two Crores Only) ranking *pari-passu* in all respect with the existing Equity Shares of the Company. Consequently, the Capital Clause as appearing in the Memorandum of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

The Board of Directors recommends the passing of this Resolution as an Ordinary resolution.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

Item No.2:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Non-Promoter of the Company on Preferential basis, for the purpose as detailed below.

The board of directors of the Company ("Board") in their meeting held on Monday, 14th November, 2022 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 4,00,00,000 Warrants of Rs. 70/- each, convertible into 4,00,00,000 Equity Shares of Rs. 5/-each and premium Rs. 65/- each to Non – Promoter of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants -convertible into Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.



1. The other details/disclosures of the Preferential Issue are as follows: -

a. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price: The Board of Directors of the Company at their meeting held on November 14, 2022 have, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of Convertible Warrants to non-promoter categories of persons, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:

- i. Upto 4,00,00,000 (Four Crores) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 70/- (Rupees Seventy only) (Warrant Issue Price) per Warrant aggregating to Rs. 280,00,00,000/- (Rupees Two Arab Eighty Crores only) to the non-promoter categories of persons (hereinafter "issue of Warrants") as follows:

Sl. No.	Name	Current Status / Category	No of Warrants	Proposed Status / Category
1.	Akash Hitesh Ajmera	Non-Promoter	150000	Non-Promoter
2.	Amit Ganguly	Non-Promoter	300000	Non-Promoter
3.	Amit Kumar Lahoti	Non-Promoter	2500000	Non-Promoter
4.	Anita Lahoti	Non-Promoter	1000000	Non-Promoter
5.	Ankit Agrawal	Non-Promoter	750000	Non-Promoter
6.	Anusha Pusapati	Non-Promoter	50000	Non-Promoter
7.	Arun Kumar Jajodia	Non-Promoter	300000	Non-Promoter
8.	AVR Investment Advisors LLP	Non-Promoter	5000000	Non-Promoter
9.	Chandrashekar Matha	Non-Promoter	50000	Non-Promoter
10.	Chetnaben Harshadbhai Patel	Non-Promoter	100000	Non-Promoter
11.	Deepak Chandak	Non-Promoter	200000	Non-Promoter
12.	Disha Wassan	Non-Promoter	100000	Non-Promoter
13.	Jagdish Maniyar	Non-Promoter	100000	Non-Promoter
14.	Jai Prakash Wassan	Non-Promoter	100000	Non-Promoter
15.	Kanchand Financial Securities and Investments Pvt Ltd	Non-Promoter	4000000	Non-Promoter
16.	Kanika Agrawal	Non-Promoter	500000	Non-Promoter
17.	Kapil Agrawal	Non-Promoter	750000	Non-Promoter
18.	Karri Sanjeeva Reddy	Non-Promoter	100000	Non-Promoter
19.	Kode Gopalkrishnaiah	Non-Promoter	50000	Non-Promoter
20.	Krishan Gopal Rathi	Non-Promoter	150000	Non-Promoter
21.	Madhu Devi Chandak	Non-Promoter	100000	Non-Promoter
22.	Nawaz Shah	Non-Promoter	100000	Non-Promoter
23.	Neha Churiwala	Non-Promoter	100000	Non-Promoter
24.	Parasol Capital Venture Pvt Ltd	Non-Promoter	5000000	Non-Promoter
25.	Potluri Sai Krishna	Non-Promoter	50000	Non-Promoter
26.	Rita Wassan	Non-Promoter	100000	Non-Promoter
27.	Ritu Lahoti	Non-Promoter	1000000	Non-Promoter
28.	Rupesh Ranjan Prasad	Non-Promoter	100000	Non-Promoter
29.	Sagar Wassan	Non-Promoter	200000	Non-Promoter



Sl. No.	Name	Current Status / Category	No of Warrants	Proposed Status / Category
30.	Sanyukta Rustgi	Non-Promoter	100000	Non-Promoter
31.	Sarita Agarwal	Non-Promoter	200000	Non-Promoter
32.	Saroj Agarwal	Non-Promoter	100000	Non-Promoter
33.	Satish Patel	Non-Promoter	150000	Non-Promoter
34.	Satyasurya Durga Prasad Adsumilli	Non-Promoter	50000	Non-Promoter
35.	Shailee Maniyar	Non-Promoter	100000	Non-Promoter
36.	Shobha Chandak	Non-Promoter	100000	Non-Promoter
37.	Shruti Agrawal	Non-Promoter	500000	Non-Promoter
38.	Somesh Rustgi	Non-Promoter	100000	Non-Promoter
39.	Sunil Ramdas Shinde	Non-Promoter	300000	Non-Promoter
40.	Tanusree Ganguly	Non-Promoter	100000	Non-Promoter
41.	Thinklaab Picturez LLP	Non-Promoter	5000000	Non-Promoter
42.	Vaishali Dipak Bafna	Non-Promoter	400000	Non-Promoter
43.	Vaishali Rathod	Non-Promoter	100000	Non-Promoter
44.	Vandana Rathi	Non-Promoter	150000	Non-Promoter
45.	Varsha Deepak Nakhua	Non-Promoter	50000	Non-Promoter
46.	Vijayshree Alloys Pune Private Limited	Non-Promoter	2000000	Non-Promoter
47.	Vimal Kumar Lahoti	Non-Promoter	2500000	Non-Promoter
48.	Vipun Securities and Investments Private Limited	Non-Promoter	5000000	Non-Promoter
Total			4,00,00,000	

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

- b. Objects of the Preferential Allotment:** The object of this Preferential issue is to utilize the proceeds in the expansion and diversification its business, meet long-term working capital, general corporate purpose and such other purpose as the Board may decide from time to time.
- c. Relevant Date:** In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is 11th November, 2022, being the date 30 days prior to the date of this Extraordinary General Meeting.
- d. Pricing of the Issue:**

The Equity Shares of the Company are listed and frequently traded on the BSE Limited.

The price per Warrant convertible into Equity Share, to be issued, is fixed at Rs. 70/- (Rupees Seventy), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be



issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Pursuant to conversion of warrants in to Equity Shares, it may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, hence we have obtained the valuation report from Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer'), certifying the price of Rs. 32.69/- each Warrant in accordance with Regulation 166A of the SEBI (ICDR) Regulations, 2018 as amended. Report of Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer') is available on our website for inspection. The link of such report is <https://www.thinkinkpicturez.com/notice.html>

e. **Amount which the Company intends to raise by way of such Convertible Warrants:** Up to a maximum of Rs. 280,00,00,000/- (Rupees Two Arab Eighty Crores only).

f. **Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:**

Our Company is a Professionally Managed Company and does not have an Identifiable Promoter. The following Director(s) or Key Managerial Personnel of the Company intends to subscribe to the Warrants:

Sr. No.	Name	Category/Designation/Relation	Warrant to be allotted
1	Vimal Kumar Lahoti	Managing Director	2500000
2	Ritu Lahoti	Non-Executive - Non-Independent Director and wife of Mr. Vimal Kumar Lahoti	1000000

Except as mentioned above, no other Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

g. **Time frame within which the Preferential Allotment shall be completed :** As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of equity shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.”



h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	AVR Investment Advisors LLP	Vimal Kumar Lahoti, Ritu Lahoti, Amit Kumar Lahoti, Shyam Sundar Lahoti and Anita Lahoti	1658799	N.A.	9.56%
2.	Thinklaab Picturez LLP	Vimal Kumar Lahoti, Amit Kumar Lahoti and Manish Kumar Patni	Nil	N.A.	7.18%
3.	Kanchand Financial Securities and Investments Private Limited	Kiran Chandrdakant Darda and Kanchan Chandrdakant Darda	Nil	N.A.	5.74%
4.	Parasol Capital Venture Private Limited	Vivek H Parikh and Yesha V Parikh	Nil	N.A.	7.18%
5.	Vijayshree Alloys Pune Private Limited	Kalpesh Prakash Oswal, Geeta Prakash Oswal, Prakash Rikebchand Oswal, Shweta Kalpesh Oswal, Vaishali Nilesh Rathod and Vansh Kalpesh Oswal	Nil	N.A.	2.87%
6.	Vipun Securities and Investments Private Limited	Aneeta Kiran Darda and Puneet Kiran Darda	Nil	N.A.	7.18%

i. Shareholding Pattern before and after the preferential issue of Convertible Warrants:

Sr. No.	Category	Pre-Preferential allotment		Post Preferential Allotment	
				*Post exercise of Warrants into Equity Shares	
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
A	Promoters and Promoter				



Group Holding:					
1.	Indian Promoters / Promoter Group:	0	0.00	0	0.00
	Sub-Total (A)	0	0.00	0	0.00
B	Non – Promoters’ holding:				
	Individual	16466020	55.58	30466020	43.76
	HUF	2918471	9.85	2918471	4.19
	Non-Resident Indian (NRI)	6550	0.02	6550	0.01
	Bodies Corporate	9839361	33.21	35839361	51.47
	Clearing Members	114376	0.39	114376	0.16
	Firm	270622	0.91	270622	0.39
	Trusts	12600	0.04	12600	0.02
	Sub-Total (B)	29628000	100.00	69628000	100.00
	Grand Total (A+B)	29628000	100.00	69628000	100.00

* the shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

j. Lock-in Period: The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

k. Undertakings:

- None of the Company, its Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.



l. Certificate of Practicing Company Secretary: The certificate from, M/s. PCS Kavita Raju Joshi, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: <https://www.thinkinkpicturez.com/notice.html>

m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Akash Hitesh Ajmera	Non-Promoter	Non-Promoter	Nil	Nil	150000	150000	0.22
2.	Amit Ganguly	Non-Promoter	Non-Promoter	Nil	Nil	300000	300000	0.43
3.	Amit Kumar Lahoti	Non-Promoter	Non-Promoter	Nil	Nil	2500000	2500000	3.59
4.	Anita Lahoti	Non-Promoter	Non-Promoter	Nil	Nil	1000000	1000000	1.44
5.	Ankit Agrawal	Non-Promoter	Non-Promoter	Nil	Nil	750000	750000	1.08
6.	Anusha Pusapati	Non-Promoter	Non-Promoter	7000	0.02	50000	57000	0.08
7.	Arun Kumar Jajodia	Non-Promoter	Non-Promoter	Nil	Nil	300000	300000	0.43
8.	AVR Investment Advisors LLP	Non-Promoter	Non-Promoter	16,58,799	5.60	5000000	6658799	9.56
9.	Chandrashekar Matha	Non-Promoter	Non-Promoter	Nil	Nil	50000	50000	0.07
10.	Chetnaben Harshadbhai Patel	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
11.	Deepak Chandak	Non-Promoter	Non-Promoter	Nil	Nil	200000	200000	0.29
12.	Disha Wassan	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
13.	Jagdish Maniyar	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
14.	Jai Prakash Wassan	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
15.	Kanchand Financial Securities and	Non-Promoter	Non-Promoter	Nil	Nil	4000000	4000000	5.74



Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
	Investments Private Limited							
16.	Kanika Agrawal	Non-Promoter	Non-Promoter	Nil	Nil	500000	500000	0.72
17.	Kapil Agrawal	Non-Promoter	Non-Promoter	Nil	Nil	750000	750000	1.08
18.	Karri Sanjeeva Reddy	Non-Promoter	Non-Promoter	4935	0.02	100000	104935	0.15
19.	Kode Gopalkrishnaiah	Non-Promoter	Non-Promoter	35000	0.12	50000	85000	0.12
20.	Krishan Gopal Rathi	Non-Promoter	Non-Promoter	Nil	Nil	150000	150000	0.22
21.	Madhu Devi Chandak	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
22.	Nawaz Shah	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
23.	Neha Churiwala	Non-Promoter	Non-Promoter	10000	0.03	100000	110000	0.16
24.	Parasol Capital Venture Private Limited	Non-Promoter	Non-Promoter	Nil	Nil	5000000	5000000	7.18
25.	Potluri Sai Krishna	Non-Promoter	Non-Promoter	8359	0.03	50000	58359	0.08
26.	Rita Wassan	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
27.	Ritu Lahoti	Non-Promoter	Non-Promoter	Nil	Nil	1000000	1000000	1.44
28.	Rupesh Ranjan Prasad	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
29.	Sagar Wassan	Non-Promoter	Non-Promoter	Nil	Nil	200000	200000	0.29
30.	Sanyukta Rustgi	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
31.	Sarita Agarwal	Non-Promoter	Non-Promoter	Nil	Nil	200000	200000	0.29
32.	Saroj Agarwal	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
33.	Satish Patel	Non-Promoter	Non-Promoter	Nil	Nil	150000	150000	0.22
34.	Satyasurya Durga Prasad Adsumilli	Non-Promoter	Non-Promoter	Nil	Nil	50000	50000	0.07
35.	Shailee Maniyar	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14



Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
36.	Shobha Chandak	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
37.	Shruti Agrawal	Non-Promoter	Non-Promoter	Nil	Nil	500000	500000	0.72
38.	Somesh Rustgi	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
39.	Sunil Ramdas Shinde	Non-Promoter	Non-Promoter	Nil	Nil	300000	300000	0.43
40.	Tanusree Ganguly	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
41.	Thinklaab Picturez LLP	Non-Promoter	Non-Promoter	Nil	Nil	5000000	5000000	7.18
42.	Vaishali Dipak Bafna	Non-Promoter	Non-Promoter	Nil	Nil	400000	400000	0.57
43.	Vaishali Rathod	Non-Promoter	Non-Promoter	Nil	Nil	100000	100000	0.14
44.	Vandana Rathi	Non-Promoter	Non-Promoter	Nil	Nil	150000	150000	0.22
45.	Varsha Deepak Nakhua	Non-Promoter	Non-Promoter	Nil	Nil	50000	50000	0.07
46.	Vijayshree Alloys Pune Private Limited	Non-Promoter	Non-Promoter	Nil	Nil	2000000	2000000	2.87
47.	Vimal Kumar Lahoti	Non-Promoter	Non-Promoter	Nil	Nil	2500000	2500000	3.59
48.	Vipun Securities and Investments Private Limited	Non-Promoter	Non-Promoter	Nil	Nil	5000000	5000000	7.18
Total						40000000		

n. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

p. Principal terms of assets charged as securities:

Not Applicable.



q. Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Vimal Kumar Lahoti, Managing Director, Mrs. Ritu lahoti, Director and wife of Mr. Vimal Kumar Lahoti & Mr. Amit Kumar Lahoti, both of Mr. Vimal Kumar Lahoti may be deemed to be interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company

**By order of Board of Directors
For Thinkink Picturez Limited**

**Place: Mumbai
Date: 14/11/2022**

**Sd/-
Namrata Karwa
Company Secretary**