



Bungalow No. 8/71, Mhada,  
S V P Nagar, 4 Bungalow  
Mhada, Andheri (west)  
Mumbai-400053  
Maharashtra, India  
[info@thinkinkstudio.in](mailto:info@thinkinkstudio.in)  
[www.thinkinkstudio.in](http://www.thinkinkstudio.in)  
877-9637910

Date: 15/11/2019

The Manager,  
Department of Corporate Services,  
BSE Limited,  
Phirozee Jeejeeboy Towers,  
Dalal Street, Fort, Mumbai - 400 001  
Mail: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Dear Sir / Madam,

**Sub: Notice of Postal Ballot**

**Scrip Code: 539310**

This is in continuation to our Letter dated 07/11/2019, wherein the Board has decided to conduct Postal Ballot u/s 110 of the Companies Act, 2013 and rules made thereunder, please find enclosed herewith the Notice of Postal Ballot.

This is for your information and records.

Thanking you,

For Think Ink Studio Limited

Namrata Karwa  
Company Secretary

Encl: As stated

**Think ink Studio Ltd**

(Formerly Known as Oyeeee Media Ltd)

CIN:L22300MH2008PLC181234



## **THINK INK STUDIO LIMITED**

**CIN:** L22300MH2008PLC181234

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

**Email:** cs@thinkinkstudio.in; **Website:** www.thinkinkstudio.in

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### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies  
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, (herein after referred to as the "Rules") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges as amended, the Company is seeking the consent of its Members for the proposed following Resolutions by way of Postal Ballot/ electronic voting (e-Voting).

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the proposed resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on Thursday, November 07, 2019 appointed M/s. Gagan Goel & Co., Practicing Company Secretary (ACS: 30824 CP: 21945) as the Scrutinizer for conducting the postal ballot process and e-voting in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-Voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed pre-paid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours IST on Saturday, December 14, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under "Voting through Electronic means". References to postal ballot (s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit the Report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-Voting). The results shall be declared on or before Monday, December 16, 2019 and communicated to the Stock Exchange. The results will also be displayed on the Company's website [www.thinkinkstudio.in](http://www.thinkinkstudio.in).



## **SPECIAL BUSINESS**

### **ITEM NO.1**

#### **CHANGE IN THE NAME OF THE COMPANY FROM “THINK INK STUDIO LIMITED” TO “THINKINK PICTUREZ LIMITED”**

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 provision of Section 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “Rules”), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Registrar of Companies and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from “Think Ink Studio Limited” to “Thinkink Picturez Limited”.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be and is hereby altered in the manner given below:

**THE NAME OF THE COMPANY IS THINKINK PICTUREZ LIMITED.**

**RESOLVED FURTHER THAT** post aforesaid approvals, the name “Think Ink Studio Limited” whereby occurs in the Memorandum and Articles and Association and other documents and papers of the Company be substituted by the name “Thinkink Picturez Limited”.

**RESOLVED FURTHER THAT** any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary change in the name of the company in the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

### **ITEM NO. 2**

#### **CONSOLIDATION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY**

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 Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s), if any, as may be necessary or, required from any authorities or bodies, and subject to such conditions as may be agreed to by the Board of Directors of the Company, (hereinafter referred as "the Board", which term shall include any committee thereof, or any such officer of the Company as the Board may deem fit), consent of the members be and is hereby accorded to consolidate 5 (Five) Equity Shares of the Company having a Face Value of Re. 1/-(Rupee One only) each fully paid up into 1 (One) Equity Share of Face Value of Rs. 5/- (Rupees Five only) each fully paid up and consequently the Authorized Share Capital of the Company of Rs. 18,00,00,000/- (Rupees Eighteen Crores) divided into 18,00,00,000 (Eighteen Crores) Equity Shares of Re. 1/- (Rupee One only) each shall be consolidated to 3,60,00,000 (Three Crores Sixty Lakhs) Equity Shares of Rs. 5/- each aggregating to Rs. 18,00,00,000 (Rupees Eighteen Crores)/- with effect from the record date to be determined by the Board for this purpose."

**RESOLVED FURTHER THAT** upon consolidation of the Equity Shares of the Company as aforesaid, every 5 (Five) Equity Shares of the Face Value of Re. 1/- (Rupee One only) each fully paid-up held by the Shareholder as on the Record Date shall stand consolidated into 1 (One) Equity Share of the Face Value of Rs. 5/- (Rupees Five only) each fully paid-up with effect from the Record Date.

**RESOLVED FURTHER THAT** on consolidation, 1 (One) Equity Share of the Face Value of Rs. 5/- (Rupees Five Only) each fully paid-up, subject to the terms of Memorandum and Articles of Association of the Company and such shares shall rank *pari passu* in all respects and carry the same rights as the existing fully paid-up Equity Shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/recommended by the Board and subsequently approved by the Shareholders.

**RESOLVED FURTHER THAT** upon consolidation of the Equity Shares of the Company as aforesaid, the existing Share Certificate(s) in relation to the existing equity shares of the face value of Re. 1/- each fully paid-up held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Face Value of Rs 5/- (Rupees Five only) each fully paid-up on consolidation and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of consolidated Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before consolidation.

**RESOLVED FURTHER THAT** no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and



the number of shares so arising shall be held by a Trustee appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned. The Trustee shall hold the net sale proceeds of all such shares after deducting therefrom all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things, and to give from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate any of its power to any committee thereof or to such officer of the Company as the Board may think fit and proper for the purpose of giving effect to this resolution.”

### **ITEM NO. 3**

#### **ALTERATION OF THE CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION TO ALTER SHARE CAPITAL CONSEQUENT TO CONSOLIDATION**

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

**"RESOLVED THAT** subject to the approval of the members for consolidation of Face Value of Equity Shares as proposed under Item No. 2 above and pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules framed there under and subject to amendments thereto from time to time and subject to such approvals, permissions, sanctions, consents, if any, as may be required from any authority, the consent of the members be and is hereby accorded to alter Share Capital Clause of Memorandum of Association of the Company which shall read as under:

**V. The Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores) divided into 3,60,00,000 (Three Crores Sixty Lakhs Only) Equity shares of Rs. 5/- (Rupees Five) each."**

**"RESOLVED FURTHER THAT** any Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in the capital clause of the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority





to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

#### **ITEM NO. 4**

#### **INCREASE IN REMUNERATION OF MR. RAJESH SHARMA (DIN: 07610210), MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197 of the Companies Act, 2013 read with Section I, Part II of Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and subject to the approval of other authorities as may be necessary, if any, consent of the members of the Company be and is hereby accorded for increase in remuneration payable to Mr. Rajesh Sharma (DIN: 07610210), Managing Director to a maximum of Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum with effect from April 01, 2019.

**RESOLVED FURTHER THAT** the Board of Directors in consultation with the Nomination and Remuneration Committee be and are hereby authorized to change/alter/increase/decrease the terms and conditions/remuneration of the Director from time to time subject to such approvals as may be required under the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution."

#### **ITEM NO. 5**

#### **INCREASE IN REMUNERATION OF MR. RAJ SALUJA (DIN: 07111214), DIRECTOR/CEO OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197 of the Companies Act, 2013 read with Section I, Part II of Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and subject to the approval of other authorities as may be necessary,



if any, consent of the members of the Company be and is hereby accorded for increase in remuneration payable to Mr. Raj Saluja (DIN: 07111214), Director/CEO to a maximum of Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum with effect from April 01, 2019.

**RESOLVED FURTHER THAT** the Board of Directors in consultation with the Nomination and Remuneration Committee be and are hereby authorized to change/alter/increase/decrease the terms and conditions/remuneration of the Director from time to time subject to such approvals as may be required under the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution.”

#### **ITEM NO. 6**

#### **APPOINTMENT OF MR. VIMAL KUMAR LAHOTI (DIN: 00898497) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Mr. Vimal Kumar Lahoti (DIN: 00898497), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from November 07, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution.”



**By Order of the Board  
For Think Ink Studio Limited**

**Place: Mumbai  
Date: 07/11/2019**

**Namrata Karwa  
Company Secretary  
Membership No. 58021**

**Notes**

1. The Statements pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2. The Postal Ballot Notice is being sent to all Members whose names appear on the Register of Members/ List of Beneficial Owner as on Friday, November 01, 2019 will be considered for the purpose of voting.
3. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
4. The Shareholder can opt only one mode of voting i.e. either by physical ballot or e-voting. In case shareholders cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
5. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [cs@thinkinkstudio.in](mailto:cs@thinkinkstudio.in). The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.
6. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on Friday, November 01, 2019. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility. The instructions for e-voting are annexed to this Postal Ballot Notice.
8. A shareholder cannot exercise his vote by proxy on Postal Ballot
9. Shareholders desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the





Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e., 17:00 hours IST) on Saturday, December 14, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the shareholders will also be accepted. Any Postal Ballot received after 17:00 hours IST on Saturday, December 14, 2019 will be considered invalid.

10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorised, on or before Monday, December 16, 2019 at the registered office and will also be displayed on the website of the Company i.e. [www.thinkinkstudio.in](http://www.thinkinkstudio.in), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.
12. All the members are requested to notify any correction/change in their name/address including PIN Code number immediately to the Depository participant. In the event of non-availability of Member's latest address either in Company's record or in Depository Participant's records, members are likely to miss notices and other valuable correspondence sent by the Company.
13. Members are requested to kindly mention their folio number/Client Id number (in case of demat shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.

#### **14. VOTING THROUGH ELECTRONIC MEANS**

The remote e-voting period commences on Friday, November 15, 2019 at 10:00 Hours IST and ends on Saturday, December 14, 2019 at 17:00 Hours IST. The remote e-Voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. November 01, 2019, may cast their vote electronically.

The instructions to members for voting electronically are as under:

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab.
- iii. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

PAN	<p><b>For Members holding shares in Demat Form and Physical Form</b></p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the eight digit of the sequence number in the PAN Field.</p> <p>*In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg: If your name is Ramesh Kumar with Sequence no 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format <b>OR</b></p>
Dividend Bank Details	<p>Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>If both the details are not recorded with the depository or company please enter the member id in the Dividend Bank details field as mentioned in instruction (v).</p>

- vii. After entering these details appropriately, click on "SUBMIT" tab.



- viii. Members holding shares in physical form will then reach directly to the Company selection screen. However, members 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.**
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Think Ink Studio Limited
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non- Individual Shareholders and custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and custodian are required to Log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Member may also write to us at [cs@thinkinkstudio.in](mailto:cs@thinkinkstudio.in).
- xix. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.thinkinkstudio.in](http://www.thinkinkstudio.in) and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days and will also be communicated to Exchanges, where the share of the Company are listed.

## **EXPLANATORY STATEMENT**

*(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)*

### **Item No. 1**

The Company is engaged in the script writing for various shows including movie scripts, media and entertainment and also started co-producing films. Thus, to resonate the identity of the business of the Company, the Company is applying to change the name to “THINKINK PICTUREZ LIMITED”.

The Board believes that the change in the name of the Company which is being undertaken as a part of corporate rebranding would make the name of the Company simple, sharp and focused.

Accordingly, the Company has received the approval from the Registrar of Companies, Maharashtra, Mumbai confirming the availability of new name “Thinkink Picturez Limited”. The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association. After obtaining the approval of shareholders, an application will be made to the Registrar of Companies, for change of name of Company and if approved, the name will be effective from the date of Registrar of Companies approval.



The name availability by ROC is valid only for 60 days within which all formalities are required to be complied. However, all regulatory approvals may not come within the stipulated time. Hence, shareholder's resolution is being obtained to change the name of the Company.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of the members is sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company subsequent to name change.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the shareholders through postal ballot, to be passed as a Special Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

#### **Item No. 2**

The Board of Directors of the Company proposes to consolidate the Equity Shares of the Company by which the face value of each equity share would be Rs. 5/- (Rupees Five only). Accordingly, 5 (Five) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up, of the Company existing on the Record Date shall stand consolidated into 1 (One) equity share of face value of Rs. 5/- (Rupees Five only) each fully paid-up.

The Board considers that the proposed consolidation would benefit shareholders as follows:

**Greater Investor Interest:** The proposed share consolidation will result in a trading price that better reflects its maturity and also increase the profile of the Company amongst the institutional investors and the coverage of the Company amongst research houses and fund managers as the trading price per share is expected to be higher than the trading price per existing share.

**No effect of Consolidation on the Shareholder's Funds:** The proposed share consolidation will not involve payment to any shareholder of any paid-up capital of the Company, and has no effect on the shareholders' funds of the Company. Shareholders will not be required to make any payment to the Company in respect of the proposed share consolidation. Each consolidated share will rank pari passu in all respects with each other.

**Stable market cap in the interest of shareholders:** The proposed share consolidation will generally be beneficial to its Shareholders as it may serve to reduce the fluctuation in magnitude of the Company's market capitalisation. This may, in turn, increase market interest in the shares and generally make the shares more attractive to investors.

**Rationalisation of the share capital of the Company:** The proposed share consolidation will also rationalise the share capital of the Company by reducing the number of shares outstanding. As a result of the proposed share consolidation, there would be an immediate reduction in the





number of shares. Hence, the Company shall benefit from easier management of a smaller number of shares. Further, it believes that overhead costs incurred on servicing the fragmented minority shareholding will be reduced significantly post consolidation.

Hence, the Board recommends the above resolution set out in Item No. 2 of the Notice for your approval by way of Special Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

### **Item No. 3**

Consequent to the Consolidation of the Face Value of Shares from Re. 1/- (Rupee One Only) each to Rs. 5/- (Rupees Five only), the Capital Clause V of the Memorandum of Association of the Company is required to be altered by amending Clause V of Memorandum of Association detailed in the resolution.

Upon approval of the shareholders for Consolidation of shares, in case the shares are held in physical, the old share certificates of face value of Re. 1/- each will be cancelled on the record date and the new share certificates will be sent to the shareholders. In case the shares are in dematerialized form, the consolidated shares will be directly credited to the shareholders demat account on the record date in lieu of their existing shares.

The Board recommends the above resolution set out in Item No. 3 of the Notice for your approval by way of Special Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

### **Item No. 4**

Pursuant to provisions of Section 196 and 197 of the Companies Act, 2013, read with Section 1, Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable clauses of the Articles of Association of the Company, the above said revision in the remuneration requires approval of members of the Company by way of Special Resolution. Accordingly, it is proposed to obtain consent of the Company as such as set out in the draft resolution mentioned at item no. 4 of the accompanying notice by way of special resolution

Mr. Rajesh Sharma (DIN: 07610210) is associated with the Company since 2016 as Director of the Company. In the year 2017, he was designated as the Managing Director of the Company. Over the years, the Company has grown by leaps and bounds and Mr. Rajesh Sharma can be credited for



strengthening the Company's public image during his phase as a Director. Mr. Rajesh Sharma, with his great writing skills and his past experience in the Media and Entertainment Industry has helped our Company to create a niche in the Market in a very short span of time.

The Board recommends the above resolution set out in Item No. 4 of the Notice for your approval by way of a Special Resolution.

None of the promoters, Directors, Key Managerial Personnel (Except Mr. Rajesh Sharma) or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

#### **Item No. 5**

Pursuant to provisions of Section 196 and 197 of the Companies Act, 2013, read with Section 1, Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable clauses of the Articles of Association of the Company, the above said revision in the remuneration requires approval of members of the Company by way of Special Resolution. Accordingly, it is proposed to obtain consent of the Company as such as set out in the draft resolution mentioned at Item no. 5 of the accompanying notice by way of special resolution

Mr. Raj Saluja (DIN: 07111214) is associated with the Company since 2015 as a Managing Director of the Company. In the year 2017, he was designated as the Director and Chief Executive Officer (CEO) of the Company. He is an Actor / Dancer / Entrepreneur. He is a famous face in the Television Advertisement industry. He has over 11 years of experience in entertainment industry. In last 5 years, after being associated with the Company, he has taken our Company to all together new level with its expertise and great vision. He headed single-handedly at the initial stage of the Company.

The Board recommends the above resolution set out in Item No. 5 of the Notice for your approval by way of a Special Resolution.

None of the promoters, Directors, Key Managerial Personnel (Except Mr. Raj Saluja) or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

#### **Item no. 6**

The Board of Directors of the Company at its meeting held on November 07, 2019, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Vimal Kumar Lahoti (DIN: 00898497) as an Additional Director of the Company in the category of Non-Executive Non- Independent Director, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Vimal Kumar Lahoti (DIN: 00898497) holds office up to the date of the ensuing General Meeting and is eligible for appointment as a Director of the



Company. The Company has received a notice in writing from a member pursuant to Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Relevant details relating to appointment of Mr. Vimal Kumar Lahoti (DIN: 00898497) as required by Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings as provided in Annexure – A to this Notice.

The Board recommends the above resolution set out in Item No. 6 of the Notice for your approval by way of an Ordinary Resolution.

None of the promoters, Directors, Key Managerial Personnel (Except Mr. Vimal Kumar Lahoti, being an appointee) or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

**By Order of the Board  
For Think Ink Studio Limited**

**Place: Mumbai  
Date: 07/11/2019**

**Namrata Karwa  
Company Secretary  
Membership No. 58021**



## Annexure A

**Detail of Director's seeking appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:**

### I.

<b>Name of Director</b>	Mr. Vimal Kumar Lahoti
<b>DIN</b>	00898497
<b>Date of Birth</b>	01/07/1975
<b>Date of Appointment on the Board</b>	07/11/2019
<b>Relationship with other Directors inter-se</b>	Not Applicable
<b>Expertise in specific functional area</b>	Accounts, Finance, Taxation, etc.
<b>Qualification</b>	Chartered Accountant and Company Secretary
<b>Directorship in other limited companies</b>	5
<b>Membership of Committees in Other Public Limited Companies</b>	5
<b>Shareholding of Director in the Company</b>	NIL



## THINK INK STUDIO LIMITED

CIN: L22300MH2008PLC181234

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

**Email:** cs@thinkinkstudio.in; **Website:** www.thinkinkstudio.in

### POSTAL BALLOT FORM

Postal Ballot No. \_\_\_\_\_

1. Name(s) of Shareholder(s) :  
(Including Joint holders, if any)
2. Registered address of the Sole/First named Shareholder :
3. Registered Folio No./DP ID No./ Client ID No.\* :  
\*(Applicable to Shareholders holding share(s) in Demat form)
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot as stated in the Notice dated November 07, 2019 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No	Brief Particulars of the Resolution	No of Shares	I /We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
1.	Change in the name of the company from "THINK INK STUDIO LIMITED" to "THINKINK PICTUREZ LIMITED"			
2.	Consolidation of Face Value of Equity Shares of the Company			
3.	Alteration of the Capital Clause V of the Memorandum of Association to alter share capital consequent to consolidation			
4.	Increase in Remuneration of Mr. Rajesh Sharma (DIN: 07610210), Managing Director of the Company			
5.	Increase in Remuneration of Mr. Raj Saluja (DIN: 07111214), Director/CEO of the Company			
6.	Appointment of Mr. Vimal Kumar Lahoti (Din: 00898497) as a Non-Executive Director of the Company			

Place:

Date:

(Signature of the Shareholder)