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NEELAM LINENS AND GARMENTS (INDIA) LIMITED

Corporate Identity Number: U17299MH2010PLC208010
Date of Incorporation: September 22, 2010

Our Company was incorporated as private limited company under the name “Neelam Linens and Garments (India) Private Limited”, under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Mumbai on September 22, 2010. The status of the Company was changed to public limited and the name of our Company was changed to “Neelam Linens and Garments (India) Limited” vide Special Resolution dated August 12, 2022. The fresh certificate of Incorporation consequent to conversion was issued on September 1, 2022, by the Registrar of Companies, Mumbai. The Corporate Identity Number of our Company is U17299MH2010PLC208010. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled “General Information” and “History and Certain other Corporate Matters” on page 54 and 124 respectively of the Red Herring Prospectus.

Registered Office: 446-447, 4th Floor, Shah & Nahar Industrial Estate Sitaram Jadav Marg, Lower Parel, Delisle Road, Mumbai- 400013, Maharashtra, India.
Tel: +91 22 2494 2454; E-mail: compliance@neelamgarments.com; Website: www.neelamgarments.com ;
Company Secretary and Compliance Officer: Supriya Gupta

PROMOTERS OF OUR COMPANY: KANTILAL JETHVA AND BHAVIN JETHWA

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED (“SEBI ICDR REGULATIONS”) (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

The business are divided into two parts as under :-
1. Processing and trading of products
2. Sale of licenses

We operate as a soft home furnishing company based out of Maharashtra, India, extending our services to a global clientele, including USA, Australia and far East. We specialize in the processing, finishing and supplying of bedsheets, Pillow cover, Duvet Cover, Towels, Rugs, Dohar, Shirts & Garments predominantly for discounted retail outlets. We source surplus or slightly imperfect fabric from the domestic market, applying value-added services such as designing, digital printing, dyeing, stitching, embroidery, and other enhancements. Subsequently, we distribute these refined products to discounted retail outlets in diverse countries.

We entered the apparel industry by starting an in-house production of men's and women's fashion apparel since 2023.

Our Company also earns revenue from sale of import licenses. An import license is a governmental authorization required for the importation of goods that are not freely importable. Licenses of this form restrict the number of items entering a country to exactly the requirements of those products and the country's customs regulations. The government primarily offers the licenses as a financial incentive to exporters, and once granted, they become commodities. Import licenses, which grant the holder the right to import goods that may be restricted or regulated, are considered a service when they are sold or transferred.

THE ISSUE

INITIAL PUBLIC ISSUE OF UP TO 54,18,000 ^ EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF NEELAM LINENS AND GARMENTS (INDIA) LIMITED (“COMPANY”) FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING UP TO ₹ [•] LAKHS OF WHICH UP TO 2,76,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.e. NET ISSUE OF 51,42,000 ^ EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.80% AND 25.43% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹ 10/- EACH. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 187.

^ Subject to finalisation of Basis of Allotment

The Issue is being made through the Book Building Process in accordance with Regulations 253(1) of the SEBI ICDR Regulations

QIB Portion: Not More than 50% of the Net Issue | Retail Individual Bidders Portion: Not less than 35% of the Net Issue | Non-Institutional Bidders Portion: Not Less than 15% of the Net Issue

PRICE BAND

PRICE BAND: ₹20/- TO ₹24/- PER EQUITY SHARE OF FACE VALUE OF ₹10/- EACH

THE FLOOR PRICE IS 2 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 2.4 TIMES THE FACE VALUE. BIDS CAN BE MADE FOR A MINIMUM OF 6,000 EQUITY SHARES AND IN MULTIPLES OF 6,000 EQUITY SHARES THEREAFTER.

BID/ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE ON*: THURSDAY, NOVEMBER 7, 2024

BID/ISSUE OPENS ON: FRIDAY, NOVEMBER 8, 2024

BID/ISSUE CLOSES ON: TUESDAY, NOVEMBER 12, 2024**

*Our Company, in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid / Issue Period shall be one (1) Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

** Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one (1) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. UPI mandate end time and date shall be 5.00PM on Bid/ Issue Closing Date.

RISKS TO INVESTORS

(I) The average cost of acquisition of Equity Shares acquired by the Promoters as on the date of the Red Herring Prospectus is:

Sr. No.	Name of Promoter	No. of Equity Shares	Average cost of Acquisition Price (in ₹ per equity share)
1.	Kantilal Jethva	12,40,000	8.76
2.	Bhavin Jethva	81,88,000	3.39

*As certified by M/s. P D M S & CO., by way of their certificate dated October 22, 2024

(ii) Weighted Average Cost of Acquisition for all Equity Shares transacted in one year, eighteen months and three years preceding the date of the Red Herring Prospectus by all the shareholders:

Period	Weighted Average Cost of Acquisition (in ₹)	Upper end of the Price band (₹24/-) is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	33	0.73	33-33
Last 18 months	4.27	5.62	0-33.03
Last 3 years	4.84	4.96	0-33.03

*As certified by P D M S & Co., by way of their certificate dated October 29, 2024.

(iii) The Price/Earnings ratio based on diluted EPS for Fiscal 2024 for our Company at upper band is 14.46 times.

(iv) Weighted Average Return on Net Worth for fiscals 2024, 2023 and 2022 is 12.40%.

(v) Weighted average cost of acquisition compared to floor price and cap price.

Past Transactions	Weighted average cost of acquisition (₹)*	Floor Price ₹ 20/-	Cap Price ₹ 24/-
Weighted average cost of acquisition (WACA) of primary issuances	Nil	-	-
Weighted average cost of acquisition (WACA) of secondary transactions	NA	-	-

As certified by P D M S & Co., by way of their certificate dated October 30, 2024.

*Adjusted for Bonus Issue

(vi) Our business predominantly focuses on bedsheets, which makes us particularly susceptible to fluctuations in demand. Any shifts in consumer preferences have the potential to significantly impact our business, as well as influence our operational outcomes and financial standing.

(vii) A majority of our supplies for our operations are obtained from a limited number of suppliers.

(viii) We are dependent on a few customers for a major part of our revenues. Further we do not enter into long-term arrangements with our customers could adversely affect our business and results of operations.

(ix) The majority of the business of sale of licenses of our company occurs from the trading activity.

(x) Our Company and the promoters do not have enough documentary evidence for the Capital Built-up of our Company. For further details on risk factors, kindly refer to section “Risk Factors” on page 29.

MINIMUM LOT SIZE: 6,000 Equity Shares

INDICATIVE TIME-TABLE:

An indicative timetable in respect of the Issue is set out below:

Anchor Investor Bidding Date ⁽ⁱ⁾	Thursday, November 7, 2024
Bid / Issue Opens Date ⁽ⁱⁱ⁾	On or about, Friday, November 8, 2024
Bid / Issue Closes Date ⁽ⁱ⁾	On or about, Tuesday, November 12, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about, Wednesday, November 13, 2024
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds	On or about, Wednesday, November 13, 2024
Credit of the Equity Shares to depository accounts of Allottees	On or about, Thursday, November 14, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or about, Monday, November 18, 2024

(1) Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.

(2) The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issuer Opening Date.

(3) The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issuer Closing Day

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON EMERGE PLATFORM OF NSE

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!!

*Applications Supported by Blocked Amount (“ASBA”) is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA.



UPI - Now available in ASBA for Retail Institutional Investor and Non-Institutional Investor applying in public issues where the application amount is up to ₹ 5,00,000/- applying through Registered Brokers, DPs and RTAs. Retail Institutional Investor and Non-Institutional Investor also have an option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the Bank Account used for bidding is linked to their PAN linked with Aadhaar and are in Compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021 and CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

For details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus, General Information Document for investing in the public issue and also please refer to Section “Issue Procedure” beginning on page 197 of the Red Herring Prospectus.

The process is also available on the website of Book Running Lead Manager to the Issue, and the website of National Stock Exchange of India Limited (“NSE”) and in General Information Document (“GID”) for investing in the Public Issue. ASBA Application Forms can be downloaded from the website of National Stock Exchange of India Limited (“NSE”) and can be obtained from the list of banks that is displayed on the website of the Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in.

IN TERMS OF THE SEBI CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015, DATED NOVEMBER 10, 2015, AND THE ALL-POTENTIAL INVESTORS SHALL PARTICIPATE IN THE ISSUE ONLY THROUGH AN APPLICATION SUPPORTED BY BLOCKED AMOUNT (“ASBA”) PROCESS PROVIDING DETAILS ABOUT THE BANK ACCOUNT WHICH WILL BE BLOCKED BY THE SELF-CERTIFIED SYNDICATE BANKS (“SCSBS”) FOR THE SAME. FURTHER PURSUANT TO SEBI CIRCULAR BEARING NO. SEBI/HO/CFD/TPD1/CIR/P/2023/140, FOR IMPLEMENTATION OF PHASE III FOR UPI FACILITY, WHICH IS EFFECTIVE FROM DECEMBER 01, 2023 ON MANDATORY BASIS, ALL POTENTIAL BIDDERS (EXCEPT ANCHOR INVESTORS) ARE REQUIRED TO MANDATORILY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT (“ASBA”) PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNTS OR UPI ID (IN CASE OF RLIS), IN WHICH THE CORRESPONDING APPLICATION AMOUNTS WILL BE BLOCKED BY THE SCSBS OR UNDER THE UPI MECHANISM, AS APPLICABLE.

PROPOSED LISTING: The Equity Shares of our Company offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an In-Principle approval letter dated September 23, 2024 from National Stock Exchange of India Limited for using its name in the Red Herring Prospectus for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purposes of the Issue, the Designated Stock Exchange shall be EMERGE Platform of National Stock Exchange of India Limited.

DISCLAIMER CLAUSE OF NSE (THE DESIGNATED STOCK EXCHANGE);

“It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the ‘Disclaimer Clause of NSE”.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)”:

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Red Herring Prospectus was filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Issue Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire ‘Disclaimer Clause of SEBI’ beginning on page 179 of the RHP.

In making an investment decision, potential investors must rely on the information included in the Red Herring Prospectus and the terms of the Issue, including the risks involved and not rely on any other external sources of information about the Issue available in any manner.

BASIS OF ISSUE PRICE: The Price Band, Floor Price and Issue Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares Issued through the Book Building Process and on the basis of the quantitative and qualitative factors. The financial data presented in chapter “Basis of Issue Price” on page 84 of the Red Herring Prospectus are based on Company's Restated Financial Statements. Investors should also refer to “Our Business”, “Risk Factors”, “Financial Information” and “Management's Discussion and Analysis of Financial Conditions and Results of Operations” on pages 101, 29, 151 and 158, respectively, of the Red Herring Prospectus to have an informed view before making an investment decision.

INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013:

Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects and other objects of our Company, see “History and Certain other Corporate Matters” on page 124 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section “Material Contracts and Documents for Inspection” on page 248 of the Red Herring Prospectus.

Liability of Members of the Company: Limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The Authorised share capital of the Company is ₹22,50,00,000 divided

into 2,25,00,000 Equity Shares of ₹10/- each. The issued, subscribed and paid-up share capital of the Company before the Issue is ₹14,80,00,000 divided into 1,48,00,000 Equity Shares of ₹10/- each. For details of the Capital Structure, see “Capital Structure” on the page 62 of the Red Herring Prospectus.

NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below is the name of the signatory of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: Bhavin Jethwa – 35,000 Equity Shares, Kantilal Jethwa – 10,000 Equity Shares, Manjula Jethva – 2,500 Equity Shares, and Janki Jethva – 2,500 Equity Shares. For details of the Capital Structure, see “Capital Structure” on the page 62 of the Red Herring Prospectus.

CREDIT RATING: This being the issue of Equity Shares, no credit rating is required.

DEBENTURE TRUSTEES: As this is an issue of Equity Shares, the appointment of Trustees is not required.

IPO GRADING: Since this issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading Agency.

GENERAL RISK: Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 29 of the Red Herring Prospectus.

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED 1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110034, India Telephone: +91 11 4509 8234; Email: ipo@expertglobal.in Website: www.expertglobal.in Investor grievance email: compliance@expertglobal.in Contact Person: Gaurav Jain SEBI registration number : INM000012874 CIN: U74110DL2010PTC205995	 PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E) Mumbai – 400011, Maharashtra, India Telephone: +91 22 4961 4132 / 3522 0056; Email: support@purvashare.com Contact Person: Deepali Dhuri Website: www.purvashare.com SEBI Registration Number: INR000001112 CIN: U67120MH1993PTC074079	 Supriya Gupta 446-447, 4th Floor, Shah & Nahar Industrial Estate Sitaram Jadav Marg, Lower Parel, Delisle Road, Mumbai- 400013, Maharashtra, India. Tel: +91 22 2494 2454 Email Id: compliance@neelamgarments.com Website: www.neelamgarments.com Investors can contact the Company Secretary and Compliance Officer or the BRLM or the Registrar to the Issue in case of any pre-Issue

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AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Neelam Linens And Garments (India) Limited, Telephone: +91 22 2494 2454; BRLM: Expert Global Consultants Private Limited, Telephone: +91 11 4509 8234 and the Syndicate Member: Globalworth Securities Limited; Telephone: +91 22 6919 0011 and at the selected locations of the Sub-Syndicate Members, Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of NSE and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

AVAILABILITY OF RED HERRING PROSPECTUS: Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the SEBI at www.sebi.gov.in, website of the Company at www.neelamgarments.com the website of the BRLM to the Issue at www.expertglobal.in, the website of NSE i.e. www.nseindia.com, respectively.

ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK: Axis Bank Limited. UPI: Retail Individual Bidders can also Bid through UPI Mechanism.

Investor should read the Red Herring Prospectus carefully, including the “Risk Factors” beginning on page 29 of the Red Herring Prospectus before making any investment decision.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.

On behalf of Board of Directors
For, NEELAM LINENS AND GARMENTS (INDIA) LIMITED
sd/-
Bhavin Jethwa
Managing Director

Place: Mumbai
Date: October 30, 2024

Disclaimer: Neelam Linens And Garments (India) Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public issue of its Equity Shares and has filed the RHP with the Registrar of Companies, Mumbai on October 29, 2024 and thereafter with SEBI and the Stock Exchange. The RHP is available on the websites of SEBI at www.sebi.gov.in, website of the Company at www.neelamgarments.com, the website of the BRLM to the Issue at www.expertglobal.in, the website of EMERGE Platform of NSE, i.e. www.nseindia.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the RHP including the section titled “Risk Factors” beginning on page 29 of the Red Herring Prospectus. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being Offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S under the Securities Act and the applicable laws of each jurisdiction where such Offers and sales are made. There will be no public offering in the United States.

This is only an advertisement for information purposes and not for publication, distribution, or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated Saturday, October 14 , 2024 (the ‘Letter of Offer’) filed with the Stock Exchange, namely BSE Limited, where presently the Equity Shares of the Company are listed, and the Securities and Exchange Board of India (‘SEBI’)



THINKINK PICTUREZ LIMITED

CORPORATE IDENTIFICATION NUMBER: L22300MH2008PLC181234

Registered Office: A-206, Eversun CHS Ltd Sahakar Nagar, J P Road, Andheri West, Andheri, Mumbai,, Maharashtra, India, 400053;
Contact Details: +91 9662228785; Contact Person: Mr. Amit Jagan , Company Secretary & Compliance Officer;
Email-ID: info@thinkinkpicturez.com; Website: www.thinkinkpicturez.com;

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF OUR COMPANY

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF THINKINK PICTUREZ LIMITED ONLY

RIGHTS ISSUE OF UP TO 32,59,08,000*FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹1.00/- (RUPEE ONEONLY) (‘EQUITY SHARES’) EACH AT A PRICE OF ₹1.50/- (RUPEES ONE AND FIFTY PAISA ONLY) PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹0.50/- (RUPEES FIFTY PAISA ONLY) PER EQUITY SHARE) (‘ISSUE PRICE’) (‘RIGHT SHARES’) FOR AN AMOUNT AGGREGATING UP TO ₹48,88,62,000 (RUPEES FORTY EIGHT CRORE EIGHTY EIGHT LAKH SIXTY TWO THOUSAND ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF THINKINK PICTUREZ LIMITED(‘COMPANY’ OR ‘ISSUER’) IN THE RATIO OF 11 RIGHTS SHARES FOR EVERY 5 EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, FRIDAY, OCTOBER 18, 2024 (‘ISSUE’). FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED ‘TERMS OF THE ISSUE’ BEGINNING ON PAGE 148 OF THIS LETTER OF OFFER.

*Assuming full subscription.

PAYMENT METHOD FOR THE ISSUE

The entire amount of the Issue Price of ₹1.50 per Rights Equity Share shall be payable at the time of Application.which constitutes 100% (Hundred percent) of the Issue Price.

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

ISSUE OPENS ON

LAST DATE OF ON MARKET RENUNCIATION#

ISSUE CLOSES ON**

MONDAY NOVEMBER 04, 2024

MONDAY NOVEMBER 18, 2024

FRIDAY NOVEMBER 22, 2024

Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouces on or prior to the Issue Closing Date.

*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

Simple, Safe, Smart way of
making an application - Make use of it!!!

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check selection on ASBA below.

Application in this Issue shall be made using the ASBA Facility in accordance with Regulation 76 of the SEBI (ICDR) Regulations, the SEBI Right Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process only. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Please note that subject to the SCSBs complying with the requirement of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012. Within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSBs should have a separate account in its own name with any other SEBI registered SSB(s). Such Account shall be used solely for the purpose making an application in this Issue and clear demarcated funds should be available in such account for such an Application.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. Investors shall be able to trade their Rights Entitlements; the trades will be settled by transferring the Rights Entitlements through the depository mechanism.

Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account and shall be admitted for trading on the Stock Exchange under the ISIN ‘INE365S20011’, subject to requisite approvals. For details of credit of the Rights Entitlement, see ‘Terms of the Issue - Credits of Right Entitlements in demat accounts of Eligible Equity Shareholders’ on page 148 of the Letter of Offer.

In accordance with the Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue circulars the credit of Rights Entitlement and Allotment of Rights Shares shall be made in dematerialized only.

Eligible Equity Shareholders, whose Rights Entitlements are credited in titled as ‘THINKINK PICTUREZ LIMITED–RIGHTS SUSPENSE ESCROW ACCOUNT’ opened by our Company, are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of the demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar. being 2 (Two) Working Days prior to Friday November 22 , 2024 , being the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts at least 1 (One) day before Friday November 22 , 2024, being the Issue Closing Date. To enable such Eligible Equity Shareholders are also requested to ensure that the demat account is active, details of which have been provided to the Company or the Registrar to facilitate the aforementioned transfer.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, PLEASE SEE THE SECTION ENTITLED ‘TERMS OF THE ISSUE – PROCEDURE FOR APPLICATION IN THE ISSUE ON PAGE 114 OF THE LETTER OF OFFER.

IN ACCORDANCE WITH REGULATION 77A OF THE SEBI (ICDR) REGULATIONS READ WITH THE SEBI RIGHTS ISSUE CIRCULAR, THE CREDIT OF RIGHTS ENTITLEMENTS AND ALLOTMENT OF RIGHT SHARES SHALL BE MADE IN DEMATERIALIZED FORM ONLY.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA)

An Investor wishing to participate in this Issue can participate only using the ASBA facility and is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors shall submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (If made available by such SCSB) for Authorizing such SCSB to block application Money payable on the application in their respective ASBA Accounts. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer above mentioned link.

APPLICATION ON PLAIN PAPER

An Eligible Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to the Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, Registrar, the BSE Limited An Eligible Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Shareholder who has not provided an Indian address.

Please note that the Eligible Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before Friday November 22 , 2024, being the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Thinkink Picturez Limited
- Name and address of the Eligible Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

- DP and Client-ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Shareholder and for each Eligible Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
- Number of Equity Shares held as on Record Date;
- Allotment option –only dematerialised form;
- Number of Rights Shares entitled to;
- Number of Rights Shares applied for within the Rights Entitlements;
- Number of Additional Rights Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Rights Shares applied for;
- Total amount paid at the rate of Rs. 1.50/- (Rupee One and Fifty paisa Only) payable per Rights Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account
- Signature of the Eligible Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and

In addition, all such Eligible Shareholders are deemed to have accepted the following:

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.skylinerta.com.

I/ We acknowledge that Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by SCSB, or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.’

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.skylinerta.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB, or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday November 22, 2024, being the Issue Closing Date. Our Board may extend such date for such period as it may determine from time to time, subject to the issue period not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with BSE Limited, and the Application Money is not blocked with the SCSB, the invitation to the offer contained in the Letter of Offer shall be deemed to be have been declined and our board or any committee thereof shall be at liberty to dispose of the Equity shares hereby offered, as set out in the section entitled – Basis of Allotment on the page 167 of the Letter of Offer.

ALLOTMENT ONLY IN DEMATERIALIZED FORM

The Allotment of Equity Shares pursuant to the Issue will only be made in Dematerialised Form. In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholder, who hold Equity Shares in demat form as on Friday, October 18, 2024, being the Record Date, desirous of subscribing to Rights Shares may also apply in this issue during the Issue Period subject to certain conditions

IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 77A OF THE SEBI (ICDR) REGULATIONS READ WITH SEBI RIGHTS ISSUE CIRCULAR, THE CREDIT OF RIGHTS ENTITLEMENT AND ALLOTMENT OF RIGHT SHARES SHALL BE MADE IN DEMATERIALIZED FORM ONLY. INVESTORS WILL NOT HAVE THE OPTION OF GETTING THE ALLOTMENT OF EQUITY SHARES IN PHYSICAL FORM.

LISTING

Receipt of In-principle approval from BSE Limited (“BSE”) in accordance with Regulation 28 (1) of SEBI (LODR) Regulations for listing of the Right Shares wide Letter No LOD/RIGHT/DA/FIP/1038/2024-25 from BSE Limited (“BSE”) Dated October 03, 2024. Our Company will also make application to BSE Limited (“BSE”) to obtain their trading approvals for the Rights Entitlements as required under the ASBA Circular;

DISCLAIMER CLAUSE OF SEBI

Submission of Letter of Offer to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the Letter of Offer. The investors are advised to refer to the full text of ‘Disclaimer clause of SEBI’ beginning on page 143 of the Letter of Offer.

DISCLAIMER CLAUSE OF BSE LIMITED (DESIGNATED STOCK EXCHANGE)

It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited , nor does it certify the correctness or

completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited. For more information on ‘Disclaimer of BSE Limited’, kindly refer to page 144 of the Letter of Offer issued by the Company.

ESCROW COLLECTION BANK, ALLOTMENT ACCOUNT BANKS, REFUND BANKER

YES Bank Limited

Address: Reliable Tech Park, Cloud City Campus | Plot no. 31, Thane-Belapur Road | Airoli, Navi Mumbai– 400708

Contact Person: Sachin Shinde / Jagdish More

E-mail ID: dlbtiservices@yesbank.in

Contact Details: 0124-6579267

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR regulations the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Right Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity shareholders who have provided Indian address to our company and who are located in jurisdiction where offer and sale of the Rights Entitlement or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdiction. Further, Letter of offer will be sent/ dispatched to the Eligible Equity shareholder who have provided Indian address to our company and who have made a request in this regard. In accordance with the above, the dispatch of the Abridged letter of offer, the Rights Entitlement letter along with the Application Form has been completed on Tuesday, October 29, 2024, by Registrar to the Issue.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar accessible at by entering their DP-ID and Client-ID.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Shares under applicable securities laws) on the websites of:

- Our Company’s website at: www.thinkinkpicturez.com
- Registrar to the Issue’s website at: www.skylinerta.com
- BSE Limited’s website at: www.bse.com;

The Letter of Offer is also available on the website of SEBI at www.sebi.gov.in.

The Investors can visit following www.skylinerta.com for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpline for guidance on the Application process and resolution of difficulties faced by the Investors;
- Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar or our Company;
- Updating of demat account details by Eligible Equity Shareholders holding shares in physical form;
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders;

COMPANY DETAILS

THINKINK PICTUREZ LIMITED

Registered Office A 206 Eversun CHS Sahakar Nagar, JP Road, Andheri west, Andheri Mumbai - 400053, Maharashtra

Telephone: +91 9662228785

Contact Person: Mr. Amit Jagan, Company Secretary & Compliance Officer

E-mail: info@thinkinkpicturez.com

Website: www.thinkinkpicturez.com

Corporate Identity Number: L22300MH2008PLC181234

COMPANY SECRETARY AND COMPLIANCE OFFICER

SKYLINE FINANCIAL SERVICES PVT. LTD

D--153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020

Tel No.: +011-40450193-197; Fax No: +011-26812683

E-Mail Id: ipo@skylinerta.com

Investor Grievance E-Mail Id: grievance@skylinerta.com

Website: www.skylinerta.com

Contact Person: Mr. AnujRana

SEBI Registration No.: INR000003241

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre-Issue or post Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs giving full details such as name, address of the Applicant, contact number(s), e-mail address of the Sole/ first holder, folio number or demat account number, number of Rights Shares applied for, amount blocked, ASBA Account number, and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip.

For Thinkink Picturez Limited
On behalf of the Board of Directors

sd/-
Mr. Amit Jagan
Company Secretary and Compliance Officer

Place: Mumbai
Date: October 30,2024