



THINKINK PICTUREZ

Date: 30/05/2023

To
BSE Limited
Phirozee Jeejeeboy Towers,
Dalal Street Fort Mumbai-400001

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2023

BSE Code: 539310

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019; please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2023 issued by Kavita Raju Joshi, Practicing Company Secretary.

We request you to take the same on record and disseminate the same for information to the members.

Yours Faithfully

For Thinkink Picturez Limited

**NAMRAT
A KARWA**

Digitally signed by NAMRATA KARWA
DN: cn=PK, postalCode=341304, st=RAJASTHAN,
o=NAGAR, ou=Personal, title=9651,
serialNumber=5862446, 35e602269ad238e351
55d411d4edcd05587652, 2564, 48027991, 129, 7982,
pseudonym=9651, 20220330190031064,
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e9f6e68f12736e699564029f7f636664,
email=NAMRATAKARWA25@GMAIL.COM,
cn=NAMRATA KARWA
Date: 2023.05.30 18:58:21 +05'30'



**Namrata Karwa
Company Secretary**

THINKINK PICTUREZ LIMITED
(Formerly Known as Think Ink Studio Limited)
CIN: L22300MH2008PLC181234

📍 : Bunglow No. 8/71, Mhada, S V P Nagar, 4 Bunglow Mhada,
Andheri (W), Mumbai - 400053, Maharashtra.
✉ : info@thinkinkpicturez.com ☎ : +91 8779637910
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PCS Kavita Raju Joshi

Company Secretary

FCS, MCOM

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kavitarajoshi@gmail.com

Secretarial Compliance Report of M/s Thinkink Picturez Limited for the year ended March 31, 2023

To,
The Board of Directors
Thinkink Picturez Limited
Bungalow No. 8/71, Mhada, S V P Nagar,
4 Bungalow Mhada, Andheri (West)
Mumbai- 400053, Maharashtra

I, Kavita Raju Joshi have examined:

- All the documents and reports made available to us and explanation provided by M/s Thinkink Picturez Limited CIN: L22300MH2008PLC181234 ("the listed entity"),
- The filings/submissions made by the listed entity to the Stock Exchanges,
- Website of the listed entity,
- Any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder: and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the review period**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable during the review period**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; - **Not applicable during the review period**

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PRACTISING COMPANY SECRETARY

FCS NO : 9074, C.P. NO : 8893

- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not applicable during the review period**
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/guidelines issued thereunder;
- j. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- k. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2011; - **Not applicable during the review period**

and based on the above examination, I hereby report that, during the Review Period:

- a. The Listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	-	-	-

- b. The Listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c. The following are the details of actions taken against the listed entity/ promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

Sl. No.	Action taken by	Details of Violation	Details of action taken E. g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary on the action taken by the Listed entity
1.	-	-	-	-

- d. There were no observations made in the Secretarial Compliance Report of the previous year.


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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sl. No.	Particulars	Compliance Status	Observation/Remarks by PCS
I. Compliances with the following conditions while appointing-reappointing an auditor			
i.	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	Not Applicable	-
ii.	If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	Not Applicable	-
iii.	If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	Not Applicable	-
II. Other conditions relating to resignation of Statutory Auditor			
	<p>Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <ul style="list-style-type: none"> In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. In case the auditor proposes to 	Not Applicable	-


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	<p>resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <ul style="list-style-type: none"> The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. <p>Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	Not Applicable	-
		Not Applicable	-
		Not Applicable	There was no such case of non-receipt of information.
III.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	-

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated March 29, 2023 as well as BSE Notice No. 20230410-41 dated April 10, 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report:-

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u>	Yes	Not Any


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	The Compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	<p><u>Adoption and timely updating of the Policies</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the Listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	Not Any
3.	<p><u>Maintenance & Disclosures on the Website</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Weblinks provided in annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant documents/ section of the website 	Yes	Not Any
4.	<p><u>Disqualification of Directors</u></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity</p>	Yes	Not Any
5.	<p><u>Details related to subsidiaries of Listed entities have been examined w.r.t.:</u></p> <ul style="list-style-type: none"> Identification of material subsidiary companies. Disclosure of material as well as other subsidiaries 	NA	During the Review period, the Listed Entity does not have any subsidiary.
6.	<p><u>Preservation of Documents</u></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per</p>	Yes	Not Any


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	Policy of Preservation of Documents and Archival Policy prescribed under SEBI (LODR) Regulations, 2015.		
7.	<p><u>Performance Evaluation</u></p> <p>The Listed Entity has conducted Performance evaluation of the Board, Independent Directors, and the Committees at the start of every Financial Year as prescribed in SEBI Regulations.</p>	Yes	Not Any
8.	<p><u>Related Party Transactions</u></p> <ul style="list-style-type: none"> • The Listed Entity has obtained prior approval of Audit Committee for all related party transactions. • The Listed Entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. 	Yes	Not Any
9.	<p><u>Disclosure of events and information</u></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Not Any
10.	<p><u>Prohibition of Insider Trading</u></p> <p>The Listed Entity is in compliance with the Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Not Any
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any</u></p> <p>No actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/guidelines issued thereunder except as provided under separate paragraph herein.</p>	Yes	Penalties/Fines were imposed by the Exchange towards Non-Compliance/ Late Submission of documents/information. The penalties/ fines were duly paid by the Company during the year.
12.	<u>Additional Non-Compliances, if any</u>	As stated below	-


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No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.		
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We hereby report that during the Review Period:

a) The Listed entity has complied with the provisions of the above Regulations and Circulars/guidelines issued thereunder except in respect of matters specified below:

Sl. No.	Compliance Requirement (Compliance/ Regulation/ circulars/ guidelines/ including specific clause)	Regulation No./ Circular No.	Deviation	Action taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of the Practising Company Secretary	Management response	Remarks
1.	There were few non-compliances by the Company as per SEBI (LODR) Regulations.	SEBI (LODR) Regulations, 2015, and amendments thereof	Non-Submission/ Late Submission	Penalty imposed by the Exchange	Penalty /Fine	Non-Submission/ Late Submission	Rs. 1,27,80,746/- (including taxes)	Fines of Rs. 1,16,97,632/- after deducting TDS of Rs. 10,83,114/- paid by the Company during the year.	Fines paid by the Company	Paid


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b) The Listed entity has taken the following actions to comply with the observations made in previous report:

Sl. No.	Observations of the Practicing Company Secretary in the previous Report	Observations made in the secretarial compliances report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed entity
NA				


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Kavita Raju Joshi
Membership No: 9074
COP No: 8893
Peer Review Certificate No. 2159/2022

Place: Mumbai
Date: 30/05/2023
UDIN: F009074E000428713