



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF **BIG TREE ENTERTAINMENT PRIVATE LIMITED** WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT WAJEDA HOUSE, GROUND FLOOR, GULMOUR CROSS ROAD 7, NEAR TIAN RESTAURANT, JUHU SCHEME, MUMBAI - 400049 TO TRANSACT THE FOLLOWING BUSINESS:

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### ORDINARY BUSINESS:

#### 1. APPROVAL OF ACCOUNTS:

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2019 along with the Reports of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESS:

#### 2. APPROVAL OF RELATED PARTY TRANSACTION WITH BOOKMYSHOW LIVE PRIVATE LIMITED:

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

**"RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, subject to the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary consent of the members of the Company be and is hereby accorded, for entering into a ticketing agreement/ transaction(s) with Bookmyshow Live Private Limited, a wholly owned subsidiary company incorporated under Companies Act, 2013 and having its registered office at 303, DLH Plaza Beeta CHS Ltd, 54A S.V. Road, Opp. Shopper Stop, Andheri (West) Mumbai 400058 for rendering ticket booking service for the Event being organized by Bookmyshow Live Private Limited for a consideration not exceeding **INR 6,00,00,000 (INR Six Crores)** and said agreement be executed on such terms and conditions as may be mutually agreed between the parties.

**RESOLVED FURTHER THAT** any one of Director of the Company and/or any person authorized by the Board from time to time be and is hereby authorized to do all such acts, deeds, matters and/or things as may be necessary and/or expedient in their discretion including but not limited to finalizing/ determining the effective date, terms and conditions of the said agreement and for giving effect to this resolution as may be required on behalf of the Company from time to time."



**Big Tree Entertainment Pvt. Ltd.**

Wajeda House, Gr. Floor, Gulmohar Cross Rd. No. 7, Juhu Scheme, Mumbai 400 049. Tel: 6508 8960 Fax: 2670 5665  
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**3. APPROVAL OF RELATED PARTY TRANSACTION WITH SPACEBOUND WEB LABS PRIVATE LIMITED:**

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

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, subject to the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary consent of the members of the Company be and is hereby accorded, for entering into a ticketing agreement/ transaction(s) with Spacebound Web Labs Private Limited, a wholly owned subsidiary company incorporated under Companies Act, 2013 and having its registered office at Plot No 1187, 1<sup>st</sup> Street, G Block, Anna Nagar, Chennai 600040 for rendering ticket booking service for the Event being organized by Spacebound Web Labs Private Limited for a consideration not exceeding **INR 8,00,00,000 (INR Eight Crores)** and said agreement be executed on such terms and conditions as may be mutually agreed between the parties.

**RESOLVED FURTHER THAT** any one of Director of the Company and/or any person authorized by the Board from time to time be and is hereby authorized to do all such acts, deeds, matters and/or things as may be necessary and/or expedient in their discretion including but not limited to finalizing/ determining the effective date, terms and conditions of the said agreement and for giving effect to this resolution as may be required on behalf of the Company from time to time.”

By Order of the Board of Directors,  
For BIG TREE ENTERTAINMENT PRIVATE LIMITED



MAYANK MANEK  
COMPANY SECRETARY  
ACS NO. 49278

Date : July 26, 2019  
Place : Mumbai

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**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting, is annexed thereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED AS "THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Instrument appointing a Proxy should, however, be deposited at the Registered Office of the Company, duly completed and signed not less than Forty-Eight hours before the commencement of the Meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an Appropriate Resolution/Authority, as applicable.
3. A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than Ten percent of the Total Share Capital of the Company carrying voting rights. A member holding more than Ten percent of the Total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or Shareholder.
4. Members / Proxies should bring their Attendance Slips duly filled in, for attending the meeting. Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the AGM pursuant to section 113 of the Act.



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

**ITEM NO. 2**

The members are informed that as per Sub-section (1) of Section 188 of Companies Act, 2013 read with rules made thereunder, no company shall enter into any contract or arrangement with a related party with respect for availing or rendering of any services, directly or through appointment of agent, [amounting to ten percent or more] of the turnover of the company or rupees fifty crore, whichever is lower, except with the approval of members of the Company at a meeting.

Therefore, the value of the proposed transaction with Bookmyshow Live Private Limited is likely to exceed the said threshold limit and is expected to be for a consideration not exceeding **INR 6,00,00,000 (INR Six Crores)**.

Accordingly, transaction(s) entered into with Bookmyshow Live Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Bookmyshow Live Private Limited in the financial year 2019-20.

The Board of Directors of the Company in the Board Meeting held on July 26, 2019 subject to consent of members has accorded its approval for the above resolution.

The following disclosure(s) with respect for availing or rendering of any services, directly or through appointment of agent is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

Sr. No.	Particulars	Details
1.	<b>Name of the Related Party</b>	Bookmyshow Live Private Limited
2.	<b>Name of the Director or key managerial Personnel who is related, if any</b>	None
3.	<b>Nature of Relationship</b>	Wholly Owned Subsidiary
4.	<b>Nature, duration, material terms, monetary value and particulars of the contracts or agreement</b>	Entering into ticketing agreement with related party or rendering ticket booking service for the Event being organized by Bookmyshow Live Private Limited for a consideration not exceeding <b>INR 6,00,00,000 (INR Six Crores)</b>
5.	<b>Any advance paid or received for contract</b>	Nil



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6.	<b>The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract</b>	Pricing shall be arrived at an arm's length basis. All the transactions would be carried out as part of business requirements of the Company. Further, the Company shall also subject to pricing norms prevailing in the country.
7.	<b>Whether all factors relevant to the contract have been considered</b>	Yes
8.	<b>Any other information relevant or important for the Board to take a decision on the proposed transaction</b>	-

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Ordinary Resolution set out at Item No. 2 of this Notice.

The Board recommends the resolution set forth in Item No. 2 to be passed as an Ordinary Resolution.



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**ITEM NO. 3**

The members are informed that as per Sub-section (1) of Section 188 of Companies Act, 2013 read with rules made thereunder, no company shall enter into any contract or arrangement with a related party with respect for availing or rendering of any services, directly or through appointment of agent, [amounting to ten percent or more] of the turnover of the company or rupees fifty crore, whichever is lower, except with the approval of members of the Company at a meeting.

Therefore, the value of the proposed transaction with Spacebound Web Labs Private Limited is likely to exceed the said threshold limit and is expected to be for a consideration not exceeding **INR 8,00,00,000 (INR Eight Crores)**

Accordingly, transaction(s) entered into with Spacebound Web Labs Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Spacebound Web Labs Private Limited in the financial year 2019-20.

The Board of Directors of the Company in the Board Meeting held on July 26, 2019 subject to consent of members has accorded its approval for the above resolution.

The following disclosure(s) with respect for availing or rendering of any services, directly or through appointment of agent is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

Sr. No.	Particulars	Details
1.	Name of the Related Party	Spacebound Web Labs Private Limited
2.	Name of the Director or key managerial Personnel who is related, if any	None
3.	Nature of Relationship	Wholly Owned Subsidiary
4.	Nature, duration, material terms, monetary value and particulars of the contracts or agreement	Entering into ticketing agreement with related party or rendering ticket booking service for the Event being organized by Spacebound Web Labs Private Limited for a consideration not exceeding <b>INR 8,00,00,000 (INR Eight Crores)</b>
5.	Any advance paid or received for contract	INR 5,00,00,000 (INR Five Crores)



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6.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	Pricing shall be arrived at an arm's length basis. All the transactions would be carried out as part of business requirements of the Company. Further, the Company shall also subject to pricing norms prevailing in the country.
7.	Whether all factors relevant to the contract have been considered	Yes
8.	Any other information relevant or important for the Board to take a decision on the proposed transaction	-

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Ordinary Resolution set out at Item No. 3 of this Notice.

The Board recommends the resolution set forth in Item No. 3 to be passed as an Ordinary Resolution.



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ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Name of Shareholder	Folio No./ DP ID	Type of Share	No. of Shares

Name of the Shareholder:

Address of Shareholder:

Name of Proxy:

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the **Twentieth Annual General Meeting** of the Company on Friday, September 27, 2019 at 11.00 a.m. at the Registered Office of the Company at Wajeda House, Ground Floor, Gulmohar Cross Road 7, Near Tian Restaurant, Juhu Scheme, Mumbai 400049.

\_\_\_\_\_  
Signature of attending member/proxy

**Note:**

1. Member/Proxy holder wishing to attend the meeting must bring the attendance slip duly signed to the meeting and hand it over the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.



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PROXY FORM

Name of the Member

Registered Address:

Folio No.:

Email Id:

I/We, being the member (s) of ..... shares of the Big Tree Entertainment Private Limited, hereby appoint:

1. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Nineteenth Annual General Meeting of the Company, to be held on Friday, September 27, 2019 at 11.00 a.m. at the Registered Office of the Company at Wajeda House, Ground Floor, Gulmohar Cross Road 7, Near Tian Restaurant, Juhu Scheme, Mumbai 400049 and at any adjournment thereof in respect of such resolution as is indicated below:

No.	Resolution	For	Against
1.	Adoption of financial statement – ordinary Resolution		
2.			
3.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
(Signature of Shareholder) (Affix 1 Re Revenue)

\_\_\_\_\_  
Signature (1<sup>st</sup> Proxy Holder)      Signature (2<sup>nd</sup> Proxy Holder)      Signature (3<sup>rd</sup> Proxy Holder)

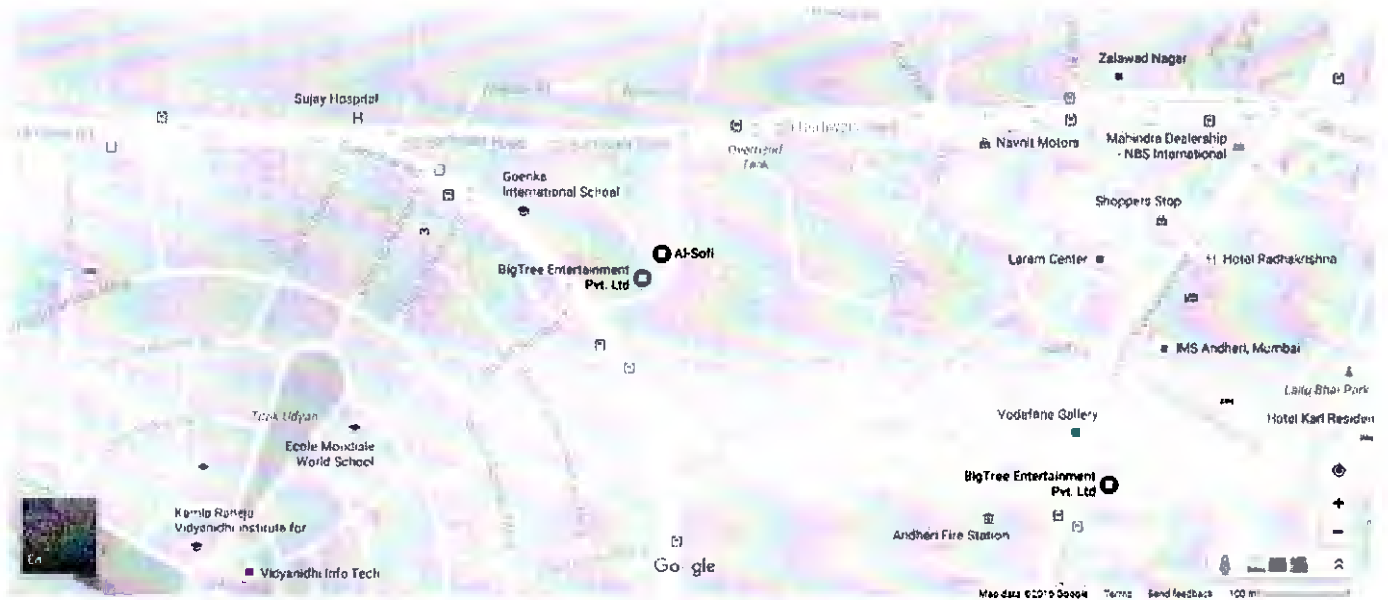
**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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## ROUTEMAP FOR ATTENDING ANNUAL GENERAL MEETING



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