



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **NINETEENTH ANNUAL GENERAL MEETING** OF THE MEMBERS OF **BIG TREE ENTERTAINMENT PRIVATE LIMITED** WILL BE HELD ON **FRIDAY, SEPTEMBER 28, 2018 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:

ORDINARY BUSINESS:

1. APPROVAL OF ACCOUNTS:

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2018 along with the Reports of the Board of Directors and Auditors thereon.

2. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS:

To ratify the appointment of M/s. Walker Chandlok & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Walker Chandlok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), be and is hereby ratified, to hold office till the conclusion of 21st Annual General Meeting of the Company at such remuneration as may be mutually agreed upon between the Board of Directors and Auditors of the Company."

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. RAMESH DAMANI AS A DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company, Mr. Ramesh Kumar Damani having Director Identification Number (DIN):00049764 who was appointed as an Additional Director and to hold office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company.



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
CIN: U99999MH1999PTC120990. Website: www.bigtree.in**



RESOLVED FURTHER THAT any director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate filings with the jurisdictional Registrar of Companies in Form DIR-12) to give effect to the above resolution."

4. APPOINTMENT OF MR. SHAILESH RAO AS A DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company, Mr. Shailesh Rao having Director Identification Number (DIN): 08209830 who was appointed as an Additional Director and to hold office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate filings with the jurisdictional Registrar of Companies in Form DIR-12) to give effect to the above resolution."

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



MAYANK MANEK
COMPANY SECRETARY
ACS NO. 49278

Date : September 5, 2018
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. 3

APPOINTMENT OF MR. RAMESH DAMANI AS A DIRECTOR:

The members are informed that the Board of Directors of the Company has appointed Mr. Ramesh Damani as an Additional Director of the Company and to hold office till the conclusion of this Annual General Meeting at its meeting held on October 4, 2017.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Ramesh Damani as a Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ramesh Damani is concerned or interested, financial or otherwise, in the resolution.

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

ITEM NO. 4

APPOINTMENT OF MR. SHAILESH RAO AS A DIRECTOR:

The members are informed that the Board of Directors of the Company has appointed Mr. Shailesh Rao as an Additional Director of the Company and to hold office till the conclusion of this Annual General Meeting at its meeting held on September 5, 2018.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Shailesh Rao as a Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shailesh Rao is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 4 to be passed as an Ordinary Resolution.



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Roots to Fruits

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 **Nineteenth Annual General Meeting** of the Company on Friday, September 28, 2018 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 28, 2018 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 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.	Ratification of appointment of Existing Auditor of the Company for the financial year 2018-19 - Ordinary Resolution		
3.	Appointment of Mr. Ramesh Damani as a Director of the Company - Ordinary Resolution		

Signed this _____ day of _____ 2018

(Signature of Shareholder) (Affix 1 Re Revenue)

Signature (1st Proxy Holder)

Signature (2nd Proxy Holder)

Signature (3rd 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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