



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **TWENTY FOURTH ANNUAL GENERAL MEETING** OF THE MEMBERS OF **BIG TREE ENTERTAINMENT PRIVATE LIMITED** WILL BE HELD ON THURSDAY, SEPTEMBER 28, 2023 AT 11:00 A.M. AT A SHORTER NOTICE 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. ADOPTION OF FINANCIAL STATEMENTS OF THE COMPANY:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 along with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. REGULARIZATION OF APPOINTMENT OF MR. SIMIT BATRA AS A DIRECTOR OF THE COMPANY:

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 152 read with Rule 8, 9 and 14 and other applicable rules, if any, of Companies (Appointment and Qualification of Directors) Rules, 2014 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. Simit Batra, having Director Identification Number (DIN): 09739615 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."

3. REGULARIZATION OF APPOINTMENT OF MR. ANSHUMAN THAKUR AS A DIRECTOR OF THE COMPANY:

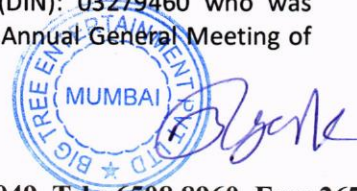
To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152, read with Rule 8, 9 and 14 and other applicable rules, if any, of Companies (Appointment and Qualification of Directors) Rules, 2014 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. Anshuman Thakur, having Director Identification Number (DIN): 03279460 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. CHIRAG CHAINMAL JAIN AS A DIRECTOR OF THE COMPANY:

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 152 read with Rule 8, 9 and 14 and other applicable rules, if any, of Companies (Appointment and Qualification of Directors) Rules, 2014 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, the consent of the members be and is hereby accorded to appoint Mr. Chirag Chainmal Jain (DIN: 10293496), who has given his consent to act as a director of the Company in his capacity as a Nominee of Network18 Media & Investments Limited, 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 20, 2023

Place : Mumbai

Big Tree Entertainment Pvt. Ltd.

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NOTES:

1. THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ATTACHED AS **ANNEXURE A** TO THIS NOTICE
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.
5. THE REGISTERS UNDER THE COMPANIES ACT, 2013 IS AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING BUSINESS HOURS BETWEEN 11.00 AM TO 1.00 PM EXCEPT ON HOLIDAYS.
6. DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY.
7. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING BUSINESS HOURS BETWEEN 11.00 AM TO 1.00 PM EXCEPT ON HOLIDAYS, UP TO AND INCLUDING THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.
8. SHAREHOLDERS ATTENDING THE MEETING IN PERSON ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP (IN THE FORM ATTACHED AS **ANNEXURE B** TO THIS NOTICE) AND HANDOVER THE SAME AT THE MEETING).
9. SHAREHOLDERS INTENDING TO APPOINT A PROXY ARE REQUESTED TO COMPLETE THE PROXY FORM (IN THE FORM ATTACHED AS **ANNEXURE C** TO THIS NOTICE) AND DEPOSIT THE SAME AT THE REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE MEETING).
10. MEMBERS ARE REQUESTED TO DELIVER THEIR CONSENT TO CONVENE THE PROPOSED MEETING AT A SHORTER NOTICE (IN THE FORM ATTACHED AS **ANNEXURE D** TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE MEETING.
11. ROUTEMAP FOR ATTENDING ANNUAL GENERAL MEETING (IN THE FORM ATTACHED AS **ANNEXURE E** TO THIS NOTICE)



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ANNEXURE A

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

ITEM NO. 2

REGULARIZATION OF APPOINTMENT OF MR. SIMIT BATRA AS A DIRECTOR OF THE COMPANY:

The members are informed that the Board of Directors of the Company has appointed Mr. Simit Batra as an Additional Director of the Company and to hold office till the conclusion of this Annual General Meeting at its meeting held on June 01, 2023.

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. Simit Batra as a Director of the Company.

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

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

ITEM NO. 3

REGULARIZATION OF APPOINTMENT OF MR. ANSHUMAN THAKUR AS A DIRECTOR OF THE COMPANY:

The members are informed that the Board of Directors of the Company has appointed Mr. Anshuman Thakur as an Additional Director of the Company and to hold office till the conclusion of this Annual General Meeting at its meeting held on August 22, 2023.

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. Anshuman Thakur as a Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anshuman Thakur 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.

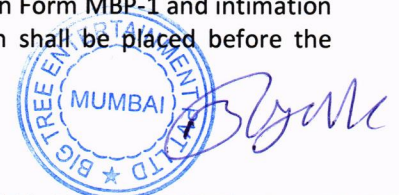
ITEM NO. 4

APPOINTMENT OF MR. CHIRAG CHAINMAL JAIN AS A DIRECTOR OF THE COMPANY:

The members are informed that the Board of Directors of the Company has recommended appointment of Mr. Chirag Chainmal Jain as an Additional Director of the Company subject to allotment of DIN at its meeting held on August 22, 2023.

Accordingly, Mr. Chirag Chainmal Jain was allotted DIN: 10293496 on August 24, 2023 and qualifies to be appointed as Director in accordance with the provisions of the Companies Act, 2013.

Furthermore, the consent to act as a director in Form DIR-2, disclosure of interest in Form MBP-1 and intimation in relation to non-disqualification in Form DIR-8 from Mr. Chirag Chainmal Jain shall be placed before the members for their perusal and consideration.



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Accordingly, as per Section 152 and in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required for appointment of Mr. Chirag Chainmal Jain as a Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Chirag Chainmal Jain 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.

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

**MAYANK MANEK
COMPANY SECRETARY
ACS NO. 49278**

**Date : September 20, 2023
Place : Mumbai**

Big Tree Entertainment Pvt. Ltd.

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ANNEXURE B

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 **Twenty Fourth Annual General Meeting** of the Company on Thursday, September 28, 2023 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.

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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ANNEXURE C

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 Twenty Fourth Annual General Meeting of the Company, to be held Thursday, September 28, 2023 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 Statements of the Company - Ordinary Resolution		
2.	Regularization of Appointment of Mr. Simit Batra as a Director of the Company - Ordinary Resolution		
3.	Regularization of Appointment of Mr. Anshuman Thakur as a Director of the Company - Ordinary Resolution		
4.	Appointment of Mr. Chirag Chainmal Jain as a Director of the Company - Ordinary Resolution		

Signed this _____ day of _____ 2023

(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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ANNEXURE D

**Consent of shareholder for shorter notice
[Pursuant to section 101(1) of Companies Act, 2013]**

To,
The Board of Directors,
Big Tree Entertainment Private Limited
Wajeda House, Ground Floor, Gulmour Cross Road 7,
Near Tian Restaurant, Juhu Scheme, Mumbai - 400049

Dear Sirs,

We/I, [●], a company incorporated under the laws of [●] and having its registered office at [●]/individual residing at [●] holding [●] equity shares and [●] preference shares of face value INR 10 each in Big Tree Entertainment Private Limited ("**Company**") in our/my own name, hereby give our/my consent pursuant to Section 101(1) of the Companies Act, 2013, and Rules made here under, to hold the annual general meeting of the Company scheduled to be held on Thursday, September 28, 2023, at 11:00 a.m. at Wajeda House, Ground Floor, Gulmour Cross Road 7, Near Tian Restaurant, Juhu Scheme, Mumbai - 400049 at a shorter notice, in order to transact the items specified in the notice.

For and on behalf of [●]

Mr. [●]
Date: [●], 2023



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ANNEXURE E

ROUTEMAP FOR ATTENDING ANNUAL GENERAL MEETING



[Handwritten Signature]

BIG TREE ENTERTAINMENT PVT LTD
MUMBAI