



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **TWENTY FIRST ANNUAL GENERAL MEETING** OF THE MEMBERS OF **BIG TREE ENTERTAINMENT PRIVATE LIMITED** WILL BE HELD ON TUESDAY, SEPTEMBER 29, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS:

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### **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, 2020 along with the Reports of the Board of Directors and Auditors thereon.

#### **2. APPOINTMENT OF DELOITTE HASKINS & SELLS LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 117366W/W-100018) AS AUDITORS 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 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), Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Sixth 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.

**RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **SPECIAL BUSINESS:**

#### **3. REGULARIZATION OF APPOINTMENT OF MR. AKSHAY TANNA 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 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. Akshay Tanna, having Director Identification Number (DIN): 02967021 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."

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

Sd/-

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

**Date : September 18, 2020  
Place : Mumbai**

**Big Tree Entertainment Pvt. Ltd.**

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**NOTES:**

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means, without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (“the Act”), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting, is annexed hereto.
3. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Members are requested to deliver their consent to convene the proposed AGM at a shorter notice (In the format attached to this notice) to the company prior to the proposed time for the meeting.
5. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
6. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20, Financial Statement for the F.Y. ended March 31, 2020 and Auditors Report for the F.Y. ended March 31, 2020 are being sent only through electronic mode to the Members. The Members may note that the Notice of AGM 2020 will also be available on the Company’s website [www.bigtree.in](http://www.bigtree.in)

**7. PROCEDURE FOR JOINING THE AGM THROUGH VC AND POST QUESTIONS:**

The Company will provide the below facility for the Members to attend the AGM through VC.

The Members are requested to follow the procedure given below:

- Launch internet browser (Chrome/Firefox/Safari) by typing the URL:  
<https://zoom.us/j/93390162286?pwd=aFpOVFJla051ZWlIT1lGcVN3OG9JZz09>
  - The Member has to login in from the registered email address with the Company for the voting process.
  - The Members who would like to express their views or ask questions may post their views/ questions concurrently during the AGM by logging in through the above-mentioned URL for attending the AGM.
8. The facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
  9. Members who need assistance before or during the AGM, should reach Mr. Mayank Manek, Company Secretary of the Company authorized by the Board, at [mayank.manek@bookmyshow.com](mailto:mayank.manek@bookmyshow.com) having contact number +91-9167704219.

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10. Members attending the AGM through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.

**11. PROCEDURE FOR VOTING/ E-VOTING AT THE AGM:**

**Option 1:**

The Chairman may conduct the vote on resolutions by show of hands, where less than 50 Members are present in the AGM.

**Option 2:**

The facility for voting through electronic voting system will be made available at the AGM ("Poll") and members attending the AGM will be able to vote at the AGM if the demand for poll is made by any member instead of voting by show of hands.

The Members are requested to follow the procedure given below where a demand for poll on any item is required:

- The Members shall cast their vote on any resolution on which a demand for poll is made during the AGM.
- The Members shall cast their vote on the designated email address i.e. [bigtreeagm@bookmyshow.com](mailto:bigtreeagm@bookmyshow.com)
- The Members shall convey their vote by assent or dissent on the resolutions by sending email through their email addresses which are registered with the Company on the aforesaid designated email address only.

12. Subject to the receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, September 29, 2020.

13. The Members seeking to inspect the Registers under the Companies Act, 2013 can send an email to [legal@bookmyshow.com](mailto:legal@bookmyshow.com). All documents accompanying and referred to in this Notice shall be open for electronic inspection up to and including the date of AGM of the Company.

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

**ITEM NO. 3**

**REGULARIZATION OF APPOINTMENT OF MR. AKSHAY TANNA AS A DIRECTOR OF THE COMPANY.**

The members are informed that the Board of Directors of the Company has appointed Mr. Akshay Tanna as an Additional Director of the Company and to hold office till the conclusion of this Annual General Meeting at its meeting held on March 12, 2020.

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. Akshay Tanna as a Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Akshay Tanna 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.

**For and on behalf of Big Tree Entertainment Private Limited**

Sd/-

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

**Date : September 18, 2020  
Place : Mumbai**

**Big Tree Entertainment Pvt. Ltd.**

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THE COMPANIES ACT, 2013

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

To,  
The Board of Directors,  
**Big Tree Entertainment Private Limited**  
Wajeda House, Ground Floor,  
Gulmohar 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 having face value INR 10 each in Big Tree Entertainment Private Limited (“**Company**”) in our own name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the annual general meeting of the company scheduled to be held on [●], 2020 at [●] at a shorter notice, in order to transact the items specified in the notice.

**For and on behalf of [●]**

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Mr. [●]

Date: [●], 2020

**Big Tree Entertainment Pvt. Ltd.**

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