



**EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 02/2024-25 EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF BIG TREE ENTERTAINMENT PRIVATE LIMITED ("COMPANY") WILL BE HELD ON MONDAY, JANUARY 06, 2025 AT 04.30 P.M. AT A SHORTER NOTICE AT CTS NO.125, VILLAGE VILE PARLE, NEAR W.E. HIGHWAY, NEXT TO NEELKANTH COMPLEX, SAHAR ROAD, VILE PARLE EAST MUMBAI - 400099 TO TRANSACT THE FOLLOWING BUSINESS:**

**Item No. 1: APPROVAL FOR AMENDMENT TO THE EXISTING STOCK APPRECIATION RIGHTS SCHEME OF THE COMPANY TO REDUCE THE EMPLOYEE SAR POOL:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **special resolution**:

**"RESOLVED THAT** pursuant to the terms of the "Stock Appreciation Rights Scheme" dated October 22, 2013 ("**SAR Scheme**") and any amendments thereto, along with the provisions of the Companies Act, 2013 read with rules framed thereunder, as applicable and as approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for reduction of 41,402 shares from the Employee SAR Pool under the existing SAR Scheme, and to record that upon conclusion of this meeting the total Employee SAR Pool will be 1,84,321 (one lakh eighty four thousand three hundred and twenty one) shares. The said reduced SARs (stock appreciation rights) from the Employee SAR Pool shall be reallocated towards Promoters stock appreciation rights.

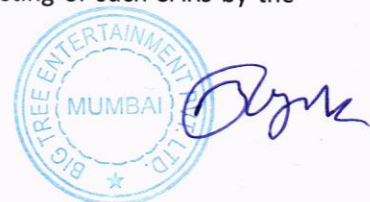
**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, and things as may be necessary to give effect to the provision of the aforesaid resolution.

**RESOLVED FURTHER THAT** the copy of the foregoing resolution, certified to be true copy by Mr. Parikshit Dar, Director or Mr. Ashish Hemrajani, Director or Company Secretary be furnished to any authority/person as may be deemed fit."

**Item No. 2: APPROVAL FOR THE MINUTES OF THE COMPENSATION COMMITTEE HELD ON DECEMBER 20, 2024 BY THE COMPANY:**

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 terms of the "Stock Appreciation Rights Scheme" dated October 22, 2013 ("**SAR Scheme**") and any amendments thereto, and as approved by the Compensation Committee of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the minutes of the Compensation Committee held on December 20, 2024, wherein the period of Liquidity event in relation to Lapse of SARs was further extended by 120 months under clause 5.7(vii) of the existing SARs Scheme of the Company dated October 22, 2013 and any amendments thereto, as there was no Liquidity Event within the period of 120 months from the date of Vesting of such SARs by 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 and Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, and things as may be necessary to give effect to the provision of the aforesaid resolution and certified true copy of the said resolution be furnished to any authority/ person as may be deemed fit."

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



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

**Date : December 21, 2024  
Place : Mumbai**

**Big Tree Entertainment Pvt. Ltd.**

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**NOTES:**

1. Pursuant to the Ministry of Corporate Affairs ("MCA") circular dated September 19, 2024 read together with circulars dated April 8, 2020 and April 13, 2020, (collectively referred to as "MCA Circulars") permitted convening the Extra Ordinary General Meeting ("EGM") 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 EGM of the Company is being held through VC. The deemed venue for the EGM shall be the Corporate Office of the Company i.e. CTS NO.125, VILLAGE VILE PARLE, NEAR W.E. HIGHWAY, NEXT TO NEELKANTH COMPLEX, SAHAR ROAD, VILE PARLE EAST MUMBAI - 400099.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act") with respect to the abovementioned businesses is attached as **Annexure A** to this Notice.
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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, Corporate Members are requested to send in advance, duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend the EGM pursuant to Section 113 of the Act.
4. Members are requested to deliver their consent to convene the proposed EGM at a shorter notice (In the format attached as **Annexure B** to this Notice) to the Company prior to the proposed time for the meeting.
5. Since the EGM 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 EGM along with the supporting documents are being sent only through electronic mode to the Members. The Members may note that the Notice of EGM 2025 will also be available on the Company's website [www.bigtree.in](http://www.bigtree.in)
7. All Documents referred to in the accompanying Notice shall be open for inspection at the Corporate Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
8. **PROCEDURE FOR JOINING THE EGM THROUGH VC AND POST QUESTIONS:**

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

The Members are requested to follow the procedure given below:

- Launch internet browser (Chrome/Firefox/Safari) by typing the URL:
- <https://bookmyshow.zoom.us/j/82420283640?pwd=LuQIRnVUgdY6VgaZx4GvW7chmdLaD7.1>
- The Member has to login in from the registered email address with the Company for the voting process.



**Big Tree Entertainment Pvt. Ltd.**

- The Members who would like to express their views or ask questions may post their views/questions concurrently during the EGM by logging in through the above-mentioned URL for attending the EGM.
9. The facility to join the meeting shall be opened fifteen minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM.
10. Members who need assistance before or during the EGM, 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.
11. Members attending the EGM through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. **PROCEDURE FOR VOTING/ E-VOTING AT THE EGM:**

**Option 1:**

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

**Option 2:**

The facility for voting through electronic voting system will be made available at the EGM ("Poll") and members attending the EGM will be able to vote at the EGM 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 EGM.
  - The Members shall cast their vote on the designated email address i.e. [legal@bookmyshow.com](mailto:legal@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.
13. 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. Monday, January 06, 2025.



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**ANNEXURE - A**

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

**ITEM NO: 1**

The Board of Directors of the Company had, in its meeting held on December 09, 2024, approved certain amendments to the "Stock Appreciation Rights Scheme" of the Company dated October 22, 2013 ("SAR Scheme") with respect to the reduction of 41,402 shares from the Employee SAR Pool under the existing SAR Scheme and to record the total Employee SAR Pool under the SAR Scheme will be 1,84,321 (one lakh eighty four thousand three hundred and twenty one) shares. The said reduced SARs (stock appreciation rights) from the Employee SAR Pool shall be reallocated towards Promoters stock appreciation rights subject to the approval by the shareholders of the Company.

A copy of the draft of the amended SAR Scheme, duly initialed by the Chairman, for authenticity and identification, is available for inspection at the registered office of the Company on all working days between 11:00 a.m. to 04:00 p.m.

**THE DETAILS OF VARIATIONS IN THE SAR SCHEME:**

The details of the major variations in the SAR Scheme are as under:

**Note:** All capitalised terms used hereunder, shall have the meaning ascribed to them under the SAR Scheme.

PARAGRAPH NUMBER	EXISTING PROVISION OF THE SAR SCHEME	AMENDED PROVISION OF THE SAR SCHEME
4(a)	<p>(a) The maximum number of SARs which may be offered under this Scheme shall be restricted to 5% of the fully diluted capital of the Company as on date of the approval of the Scheme ("SARs Pool") i.e., SARs Pool will be determined on the principle that one thousand SARs shall be equivalent to [two hundred and one Shares] of the Company. The SARs Pool will be divided into three sub parts as under:</p> <p>(i) Part I: Loyalty Pool: This will constitute 1/5<sup>th</sup> of the SARs Pool</p> <p>(ii) Part II: Retention Pool: This will constitute 1/5<sup>th</sup> of the SARs Pool</p> <p>(iii) Part III: Hiring Pool: This will constitute 3/5<sup>th</sup> of the SARs Pool</p>	<p>(a) The maximum number of SARs which may be offered under this Scheme shall be restricted to 1,84,321 (one lakh eighty four thousand three hundred and twenty one) Shares ("SARs Pool") i.e., SARs Pool will be determined on the principle that one thousand SARs shall be equivalent to [two hundred and one Shares] of the Company. The SARs Pool will be divided into three sub parts as under:</p> <p>(i) Part I: Loyalty Pool: This will constitute 1/5<sup>th</sup> of the SARs Pool</p> <p>(ii) Part II: Retention Pool: This will constitute 1/5<sup>th</sup> of the SARs Pool</p> <p>(iii) Part III: Hiring Pool: This will constitute 3/5<sup>th</sup> of the SARs Pool</p>



**Big Tree Entertainment Pvt. Ltd.**

PARAGRAPH NUMBER	EXISTING PROVISION OF THE SAR SCHEME	AMENDED PROVISION OF THE SAR SCHEME
	The aforesaid limits may be appropriately enhanced by the Compensation Committee in case of any share split/ bonus issue/ merger or restructuring plan/ other corporate action necessitating such enhancement by the Company.	The aforesaid limits may be appropriately enhanced by the Compensation Committee in case of any share split/ bonus issue/ merger or restructuring plan/ other corporate action necessitating such enhancement by the Company.

**RATIONALE FOR VARIATIONS:**

The amendments to the SAR Scheme have been proposed with a view to reduce 41,402 shares from the Employee SAR Pool under the existing SAR Scheme. The said reduced SARs (stock appreciation rights) from the Employee SAR Pool shall be reallocated towards Promoters stock appreciation rights to issue additional shares to the Promoters of the Company. Based on mutual discussions, the shareholders have agreed that the Promoters shall be granted SARs in addition to the MIS Shares (incentive shares allocated to the Promoters as per the terms of their respective agreement executed with the Company and certain shareholders), in the manner and on terms as is/ will be as set forth in their respective Stock Appreciation Rights Agreement.

**DETAILS OF PROMOTERS WHO ARE BENEFICIARIES OF THE VARIATION:**

All promoter directors of the Company would benefit financially to the extent of their shareholding from the aforesaid amendments.

None of the directors and key managerial personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

In view of above, the Board recommends the passing of the resolutions set out at Item No. 1 as a special resolution by unanimous consent.

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



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



**Date : December 21, 2024  
Place : Mumbai**

**Big Tree Entertainment Pvt. Ltd.**



**ANNEXURE B**

**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, 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/or [●] 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 hereunder, to hold the extra ordinary general meeting of the Company scheduled to be held on Monday, January 06, 2025, at 04:30 p.m. at CTS No.125, Village Vile Parle, Near W.E. Highway, Next To Neelkanth Complex, Sahar Road, Vile Parle East Mumbai - 400099 at a shorter notice, in order to transact the items specified in the notice.

**For and on behalf of [●]**

\_\_\_\_\_  
Mr. [●]  
Date: [●], 2024


**Big Tree Entertainment Pvt. Ltd.**

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