

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BIGTREE ENTERTAINMENT PRIVATE LIMITED IS PROPOSED TO BE HELD AT SHORTER NOTICE ON JULY 05, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 01:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS AS SPECIAL BUSINESS:

Item No. 1:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

**"Resolved That** subject to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the shareholders be and is hereby granted for substituting the Articles of Association of the Company with the draft amended and restated Articles of Association in the form attached as an Exhibit to the notice of the meeting."

Item No. 2:

To consider and if thought fit, to pass with or without modifications, the following resolution with the unanimous consent of shareholders:

**"Resolved That** the entrenchment provisions contained in the amended and restated Articles of Association in the form attached as an Exhibit to the notice of the meeting are hereby approved."

NOTES:

- (1) MEMBERS ARE REQUESTED TO DELIVER THEIR CONSENT TO CONVENE THE PROPOSED EXTRA-ORDINARY GENERAL MEETING AT SHORTER NOTICE (IN THE FORM ATTACHED AS ANNEXURE A TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE EXTRA-ORDINARY GENERAL MEETING.
- (2) A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETINGS IS ENTITLED TO APPOINT A PROXY TO VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS DESIROUS OF APPOINTING PROXIES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORMS (IN THE FORM ATTACHED AS ANNEXURE B TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE EXTRA-ORDINARY GENERAL MEETING.
- (3) SHAREHOLDERS / PROXIES ATTENDING THE MEETING IN PERSON ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP (IN THE FORM ATTACHED AS ANNEXURE C TO THIS NOTICE) AND HANDOVER THE SAME AT THE MEETING).

By Order of the Board  
For Bigtree Entertainment Private Limited

Name: Ashish Hemrajani  
Designation: Director  
Date: 5 July 2014

**Bigtree 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



Place: Mumbai

**Bigtree 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](http://www.bigtree.in)**



## EXPLANATORY STATEMENT

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013, TO THE ITEMS OF SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING OF BIGTREE ENTERTAINMENT PRIVATE LIMITED TO BE HELD ON JULY 05, 2014 AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY

### Item No. 1 & 2:

Pursuant to the Agreement to the Agreement to Subscribe to Shares dated June 13, 2014 ("SSA") executed between the Company, executed between the Company, Mr. Rajesh Balpande, Mr. Ashish Hemrajani and Mr. Parikshit Dar (collectively "Promoters") and SAIF Partners India IV Limited, a company incorporated under the laws of Mauritius and having its registered office at III Floor, Raffles Towers, 19 Cyber City, Ebene, Mauritius (hereinafter "Saif"), Accel India III (Mauritius) Limited, a company incorporated in Mauritius and having its offices at 5th Floor, Ebene Esplanade, 24 Cybercity, Ebene, Mauritius (hereinafter "Accel I"), Accel Growth FII (Mauritius) Limited, a company incorporated in Mauritius and having its offices at Suites 340-345, Barkly Wharf Le Caudan Waterfront P.O. Box 1070 Port Louis, Republic of Mauritius (hereinafter "Accel II") and Network 18 Media & Investments Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Express Trade Towers, Plot No 15 & 16, Sector 16A, Noida, Uttar Pradesh – 201301 (hereinafter "N18"), the Company is required to amend and restate its Articles of Association.

A copy of the restated Articles of Association, is attached as an Exhibit to this notice.

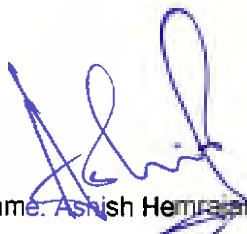
The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for restating the Articles of Association of the Company

None of the directors, and key managerial personnel of the Company including their relatives are concerned or interested, either directly or indirectly, in the proposal contained as aforesaid except to the extent of shares, if any, which may be issued to them.

In view of above, the board of directors recommends the passing of the resolutions set out at Item No. 1

By Order of the Board

For Bigtree Entertainment Private Limited



Name: Ashish Hemrajani

Designation: Director

Date: 5 July 2014

Place: Mumbai

**Bigtree 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



Annexure A – Shareholders Consent – Individual

THE COMPANIES ACT, 2013  
Consent of shareholder for shorter notice  
*[Pursuant to section 101(1)]*

To,  
The Board of Directors,  
Bigtree Entertainment Private Limited ("Company")  
Ground Floor, Wajeda House,  
Gulmohar Cross Road No. 7,  
Juhu Scheme,  
Mumbai – 400049, India

I, [•] son of [•], resident of [•], holding [•] equity shares of face value INR 10 (Indian Rupees Ten only) in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013 to the extra-ordinary general meeting of the company to be held on July 05, 2014 at shorter notice.

\_\_\_\_\_  
Mr. [•]

Date: [•], 2014

**Bigtree 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



Shareholders Consent – Company

THE COMPANIES ACT, 2013  
Consent of shareholder for shorter notice  
*[Pursuant to section 101(1)]*

To,  
The Board of Directors,  
Bigtree Entertainment Private Limited ("Company")  
Ground Floor, Wajeda House,  
Gulmohar Cross Road No. 7,  
Juhu Scheme,  
Mumbai – 400049, India

Dear Sirs,

We, [●], a company incorporated under the laws of [●] and having its registered office at [●] holding [●] ([●]) equity shares of face value INR 10 (Indian Rupees Ten only) each in the company in its own name hereby gives consent, pursuant to section 101(1) of the Companies Act, 2013, to the extraordinary general meeting of the company to be held on July 05, 2014 at shorter notice.

For and on behalf of [●]

---

Mr. [●]

Date: [●], 2014

**Bigtree 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](http://www.bigtree.in)

Annexure B – Proxy Form

**BIGTREE ENTERTAINMENT PRIVATE LIMITED**  
 Ground Floor, Wajeda House,  
 Gulmohar Cross Road No. 7,  
 Juhu Scheme,  
 Mumbai – 400049, India

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

I / We

\_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Being a Member / Members of \_\_\_\_\_ Limited hereby appoint Mr. / Ms.

\_\_\_\_\_

as my / our Proxy to attend and vote for me / us and on my / our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on \_\_\_\_\_ the \_\_\_\_\_ and at any adjournment(s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Affix  
 Re.1/-  
 Revenue  
 Stamp

Signature(s)

Proxy form must reach company's registered office not later than 48 hours before the commencement of the meeting

FOR OFFICE USE ONLY
DATE OF RECEIPT



Annexure C – Attendance Slip

**BIGTREE ENTERTAINMENT PRIVATE LIMITED**  
Ground Floor, Wajeda House,  
Gulmohar Cross Road No. 7,  
Juhu Scheme,  
Mumbai – 400049, India

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

-----  
-----  
-----

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra-ordinary General Meeting of the Company held on \_\_\_\_\_, the \_\_\_\_\_ at [●] at \_\_\_\_\_

Member's / Proxy's Signature



**EXHIBIT**

[Restated Articles of Association to be sent as an exhibit along with the actual notice]

**Bigtree 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](http://www.bigtree.in)**