



NOTICE IS HEREBY GIVEN THAT A MEETING OF THE MEMBERS OF BIG TREE ENTERTAINMENT PRIVATE LIMITED ("COMPANY") IS PROPOSED TO BE HELD AT WAJEDA HOUSE, GROUND FLOOR, GULMOHAR CROSS ROAD # 7, JUHU SCHEME, JUHU, MUMBAI – 400049, INDIA ON 7TH JULY, 2016 AT 11.30 AM TO TRANSACT THE FOLLOWING BUSINESS AS SPECIAL BUSINESS

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

1. APPOINTMENT OF DIRECTOR TO THE BOARD OF DIRECTORS OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the Articles of Association of the Company, Mr. Dan Marriot, having Directors Identification Number (DIN): 07557410 and who has signified his consent in Form DIR-2, to act as a Director vide letter dated 4th July, 2016, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT Mr. Rajesh Balpande, Mr. Ashish Hemrajani, Mr. Parikshit Dar, Directors of the Company and/or Mr. Ankit Popat, 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."

2. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 5, 14 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and such other approvals as may be necessary, the Members of the Company hereby accords its consent for substituting the Articles of Association of the Company with the draft amended and restated Articles of Association of the Company, in the form circulated along with the notice of this meeting.

RESOLVED FURTHER THAT pursuant to Section 5 and other applicable provisions of the Companies Act, 2013, the Members of the Company hereby accords its consent for the entrenchment of the entire Articles of Association of the Company by incorporating the following article as Article 107, which has been incorporated in the draft amended and restated Articles of Association of the Company, in the form circulated along with the notice of this meeting:

107. Any amendments to the Articles shall require the prior written consent of the Investors (pursuant to and in accordance with Article 48 (a)) and Promoters (pursuant to and in accordance with Article 48 (b)).

RESOLVED FURTHER THAT Mr. Rajesh Balpande, Mr. Ashish Hemrajani, Mr. Parikshit Dar, Directors of the Company and/or Mr. Ankit Popat, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things necessary for carrying to give effect to the above resolution including filing the relevant forms with the Registrar of Companies."

Popat A. C.



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**

Bigtree

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On behalf of Board of Directors

For Big Tree Entertainment Private Limited

Ankit P. Popat

Ankit Popat
Company Secretary
ACS No. 20774



Address: 605, Pristina, Hiranandani Heritage, Poisar, SV Road, Kandivali West, Mumbai – 400 067

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NOTES:

1. 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.
2. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETINGS AND 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).
4. MEMBERS ARE REQUESTED TO DELIVER THEIR CONSENT TO CONVENE THE PROPOSED MEETING AT SHORTER NOTICE (IN THE FORM ATTACHED AS **ANNEXURE D** TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE MEETING.

Rolca D. C.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ITEMS OF SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING OF BIG TREE ENTERTAINMENT PRIVATE LIMITED TO BE HELD AT WAJEDA HOUSE, GROUND FLOOR, GULMOHAR CROSS ROAD # 7, JUHU SCHEME, JUHU, MUMBAI – 400049, INDIA ON 7TH JULY, 2016 AT 11.30 AM

ITEM NO.1:

APPOINTMENT OF DIRECTOR TO THE BOARD OF DIRECTOR OF THE COMPANY

The Board of the Company in its meeting held on 7th July, 2016 has appointed Mr. Dan Marriot as a Director on the Board of the Company. The aforementioned Director is proposed to be appointed as a Director of the Company.

Details of the Director to be appointed:

1. **Age:** 47
2. **Proposed Remuneration:** Nil remuneration. Sitting fees shall be payable as per the policy of the Company, if any.
3. **Remuneration Last Drawn:** Not applicable
4. **Date of first appointment on the Board:** 7th July, 2016
5. **Shareholding in the Company:** NIL
6. **Relationship with other Directors, Manager and other Key Managerial Personnel of the Company:** Not applicable

In view of above, the approval of the members is sought for appointment of the abovementioned person as a Director on the Board of Directors of the Company.

None of the Directors are interested in the above resolution, except to the extent of their shareholding in the Company.

None of the key managerial personnel of the Company are interested in the above resolution.

None of the relatives of the abovementioned persons are interested in the above resolution.

Refer A &



ITEM NO. 2:

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Directors of the Company in its meeting held on 7th July, 2016 have proposed to amend the Articles of Association of the Company to include the provisions of the Amended and Restated Shareholders' Agreement dated June 3, 2016 entered by and among **SG Growth Partners III Mauritius** a private company limited by shares established under the laws of Mauritius and having its registered office at C/o Citco (Mauritius) Limited, 4th floor, Tower A, 1 Cybercity, Ebene, Mauritius ("**Stripes**"), **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 ("**SAIF**"), **Accel India III (Mauritius) Limited**, a company incorporated in Mauritius and having its offices at 5th Floor, Ebene Esplanade, 24 Cybercity, Ebene, Mauritius ("**Accel I**"), **Accel Growth Fil (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 ("**Accel II**"), **Network18 Media & Investments Limited**, a company incorporated under the Companies Act, 1956 and having its registered office at First Floor, Empire Complex, 414-Senapati Bapat Marg, Lower Parel, Mumbai 400013, India ("**Network 18**"), **E18 Limited**, a company incorporated in Cyprus and having its registered office at 10, Diomidous Street, Alphamega Akropolis Building, 3rd Floor, Office 401, 2024 Nicosia, Cyprus ("**E18**"), **Mr. Ashish Hemrajani**, currently residing at 11/A, Lohtse Co-op Society Ltd, Ruia Park, Military Road, Juhu, Mumbai 400 049, India, **Mr. Rajesh Balpande**, currently residing at Flat No. 302, 3rd Floor, Ocean View, Plot No. 289, Union Park, Khar (West), Mumbai 400 052, India, **Mr. Parikshit Dar**, currently residing at 14-B, Balmoral Hall, 7 Mount Mary Road, Bandra (west), Mumbai 400 050, India, the Promoters, and the Company ("**SHA**"). A copy of the said SHA is available for the inspection of the members of the Company during normal working hours on any working day up to the date of this Extra Ordinary General Meeting.

Further, under the SHA, prior written consent of Stripes, SAIF, Accel I, Accel II, Network 18, E18, Mr. Ashish Hemrajani, Mr. Rajesh Balpande and Mr. Parikshit Dar is required for any amendment to the Articles of Association of the Company. Based on such rights, the Articles of Association are proposed to be entrenched pursuant to Section 5 of the Companies Act, 2013 and is required to be incorporated in the restated Articles of Association of the Company.

In view of above, the Board of Directors of the Company recommend the passing of the resolutions set out at Item No. 2 as a Unanimous Resolution by the members.

None of the Directors are interested in the above resolution, except to the extent of their shareholding in the Company.

None of the key managerial personnel of the Company are interested in the above resolution.

None of the relatives of the abovementioned persons are interested in the above resolution.

Paper A 22





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ANNEXURE B

PROXY FORM

BIG TREE ENTERTAINMENT PRIVATE LIMITED

Wajeda House,
Ground Floor, Gulmohar Cross Road # 7,
Juhu Scheme, Juhu,
Mumbai - 400049,
Maharashtra, 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 _____ 2016

Affix
Re.1/-
Revenue
Stamp

Signature(s)

Proxy form must be carried by the Proxy at the time of the extra ordinary general meeting.

FOR OFFICE USE ONLY

DATE OF RECEIPT

Part A-c



Big Tree Entertainment Pvt. Ltd.



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ANNEXURE C

ATTENDANCE SLIP

BIG TREE ENTERTAINMENT PRIVATE LIMITED

Wajeda House,
Ground Floor, Gulmohar Cross Road # 7,
Juhu Scheme, Juhu,
Mumbai – 400049,
Maharashtra, India

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

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.....
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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 [insert date] at [insert time] [A.M/P.M.] at Wajeda House, Ground Floor, Gulmohar Cross Road # 7, Juhu Scheme, Juhu, Mumbai – 400049, India.

Member's / Proxy's Signature

Pooja A. K.



Big Tree Entertainment Pvt. Ltd.

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