



Roots to Fruits

NOTICE IS HEREBY GIVEN THAT THE 03/2018-19 EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF BIG TREE ENTERTAINMENT PRIVATE LIMITED (THE "COMPANY") WILL BE HELD AT BMS HOUSE, KALPACHANDRA BUILDING, GROUND FLOOR, 150, NEXT TO SHOPPERS STOP, S V ROAD, ANDHERI WEST, MUMBAI 400058, AT A SHORTER NOTICE, ON THURSDAY, JULY 12, 2018 AT 5.30 P.M.

1. **ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution with unanimous consent:

"**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to adopt the amended articles of association of the Company, draft whereof has been tabled before the meeting, duly initialled by the Chairman, for authenticity and identification ("**Restated AoA**") in substitution and exclusion of the existing articles of association of the Company to incorporate the provisions of the amended and restated shareholders agreement dated July 2, 2018 executed amongst the Company, TPG Growth IV SF Pte Limited, SG Growth Partners III Mauritius, SAIF Partners India IV Limited, E18 Limited, Network18 Media & Investments Limited, Accel India III (Mauritius) Limited, Accel Growth FII (Mauritius) Limited, Mr. Ashish Hemrajani, Mr. Rajesh Balpande and Mr. Parikshit Dar."

"**RESOLVED FURTHER THAT** the approval of the shareholders is hereby granted for incorporating the entrenchment provisions in the Restated AoA in accordance with the applicable provisions of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board and company secretary of the Company, be and are hereby severally authorized to sign, execute and submit all necessary documents, forms and applications with the relevant authorities and to do all such acts, deeds, and things as he may in his absolute discretion consider necessary or expedient for amending the articles of association and adopting the Restated AoA."

"**RESOLVED FURTHER THAT** the Board of directors and Company Secretary, be and are hereby severally authorized to issue certified copy(ies) of the foregoing resolutions to any person/authority as may be required."

For Big Tree Entertainment Private Limited



Mayank Manek
Company Secretary
ACS No.:49278

Date: July 12, 2018
Place: Mumbai

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



NOTES:

- (a) A shareholder is entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote on behalf of himself / herself and that proxy need not be a shareholder of the Company.
- (b) In order for the proxies to be effective, the proxy forms duly completed and stamped should reach or must be deposited at the registered office of the Company before the meeting.
- (c) An 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.
- (d) In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under section 113 of the Act for such representation may please be forwarded to the Company.



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

ITEM NO: 1

The Company proposes to amend the articles of association of the Company to reflect the terms of the restated shareholders agreement dated July 2, 2018 executed amongst the Company, TPG Growth IV SF Pte Limited, SG Growth Partners III Mauritius, SAIF Partners India IV Limited, E18 Limited, Network18 Media & Investments Limited, Accel India III (Mauritius) Limited, Accel Growth FII (Mauritius) Limited, Mr. Ashish Hemrajani, Mr. Rajesh Balpande and Mr. Parikshit Dar, in the form that shall be tabled at the meeting.

The amendment of the articles of association of the Company and adoption of the amended articles of association is required to be approved by the shareholders in a general meeting.

A copy of the restated articles of association of the Company, duly initialed by the Chairman, for authenticity and identification, is annexed to this notice and is available for inspection at the registered office of the Company on all working days between 9:00 a.m. to 6:00 p.m.

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.

By and on behalf of the Board,

For Big Tree Entertainment Private Limited




Mayank Manek
Company Secretary
ACS No.:49278

Date: July 12, 2018
Place: Mumbai

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