

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY MEETING OF THE MEMBERS OF BIG TREE ENTERTAINMENT PRIVATE LIMITED ("COMPANY") IS PROPOSED TO BE HELD AT SHORTER NOTICE AT 1.30. P.M. AT BMS HOUSE, KALPACHANDRA BUILDING, 150 S. V. ROAD, ANDHERI (WEST), MUMBAI 400058, INDIA ON WEDNESDAY, MARCH 29, 2017 AT 1.30. P.M. TO TRANSACT THE FOLLOWING BUSINESS

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

**1. APPROVAL FOR ISSUE OF BONUS SHARES**

The Chairman informed the shareholders that the Company proposes to undertake a bonus issue of shares and for the aforesaid purpose, the Company's general reserves shall be capitalised to the extent of INR 58,578,000/- (Fifty-Eight Million Five Hundred Seventy-Eight Thousand Only) in lieu of which 3,709,600 equity shares & 2,148,200 compulsory convertible preference shares ("CCPS") shall be issued as bonus shares, credited as fully paid up to the eligible members of the Company, as per the names appearing of the Company's Register of Members on March 29,2017 ("**Record Date**").

The Chairman further informed the members that under the aforesaid bonus issue, the Company proposes to issue and allot for every 1 (one) share of the type and class mentioned in column (A) of the table below, 200 (two hundred) shares of the type and class mentioned in the corresponding row of column (B) of the table below:

Sr. No.	Type and class of share held (A)	Type and class of bonus share received (B)
(i)	Equity Shares of face value INR 10/-	Equity Shares of face value INR 10/-
(ii)	Series A CCPS of face value INR 1000/-	Series A1 CCPS of face value INR 10/-
(iii)	Series B CCPS of face value INR 1000/-	Series B1 CCPS of face value INR 10/-
(iv)	Series C CCPS of face value INR 1000/-	Series C1 CCPS of face value INR 10/-

The Chairman tabled the terms and conditions of the Series A1 CCPS, Series B1 CCPS and Series C1 CCPS before the shareholders.

The Chairman further informed the shareholders that the issue and allotment of bonus shares which include Series A1 CCPS, Series B1 CCPS and Series C1 CCPS would require their approval by way of a special resolution. The Chairman requested the shareholders to confirm that since bonus Series A1 CCPS, Series B1 CCPS and Series C1 CCPS are proposed to be issued to the holders of Series A CCPS, Series B CCPS and Series C CCPS respectively in the same ratio of 1:200 applicable to the equity shares, no adjustment of the conversion ratio of the Series A CCPS, Series B CCPS and Series C CCPS pursuant to article 74(b) of the articles of association of the Company is necessary.

The shareholders discussed the matter in detail and the following resolution was proposed as a special resolution was passed with unanimous consent:



**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 THAT** pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), articles of association of the Company and upon recommendation of the Board of Directors made at their meeting dated March 29, 2017, the consent of the members of the Company be and is hereby accorded to capitalise a sum not exceeding INR 58,578,000 (Fifty-Eight Million Five Hundred Seventy-Eight Thousand Only) and that the said sum be transferred to the share capital account of the Company and be applied for the issue and allotment of 3,709,600 equity shares & 2,148,200 compulsory convertible preference shares (“CCPS”) as bonus shares, credited as fully paid up to the eligible members of the Company, as per the names appearing of the Company’s Register of Members on March 29,2017 (“Record Date”) such that 200 (two hundred) fully paid equity shares or CCPS (as the case may be) of the type and class mentioned in column (B) be issued for every 1 (one) equity share or compulsorily convertible preference shares of the type and class mentioned in the corresponding row of column (A) of the table below (ratio 1:200):

Sr. No.	Type and class of share held (A)	Type and class of bonus share received (B)
(i)	Equity Shares of face value INR 10/-	Equity Shares of face value INR 10/-
(ii)	Series A CCPS of face value INR 1000/-	Series A1 CCPS of face value INR 10/-
(iii)	Series B CCPS of face value INR 1000/-	Series B1 CCPS of face value INR 10/-
(iv)	Series C CCPS of face value INR 1000/-	Series C1 CCPS of face value INR 10/-

**RESOLVED FURTHER THAT** the terms and conditions of the Series A1 CCPS, Series B1 CCPS and Series C1 CCPS tabled before the shareholders are hereby approved.

**RESOLVED FURTHER THAT** the Company hereby notes that the conversion ratio of Series A CCPS, Series B CCPS and Series C CCPS shall not stand adjusted pursuant to article 74(b) of the articles of association of the Company on account of the aforesaid bonus issue.

**RESOLVED FURTHER THAT** the Series A1 CCPS, Series B1 CCPS and Series C1 CCPS proposed to be issued as bonus shares shall, inter-alia have the following characteristics set out below:

Sr. No.	Characteristics	Series A1 CCPS
1.	Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	The dividend shall be paid in priority to all classes of equity shares. In addition the holders of the Series A1 CCPS shall be entitled to participate in dividends on as if converted basis, if dividends in excess of 0.01% are proposed to be paid by the Company.
2.	Voting Rights	The Series A1 CCPS shall be entitled to voting rights on an “as-if-converted” basis.
3.	Participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.	As per the terms and conditions of the Series A1 CCPS.
4.	Payment of dividend on cumulative or non-cumulative basis	Cumulative basis



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5.	Conversion into equity shares	The holders of the Series A1 CCPS may convert the Series A1 CCPS in whole or part into equity shares at a ratio of 1:1, subject applicable law provided that such ratio shall be capable of adjustment as per the terms and conditions of the Series A1 CCPS.
6.	Redemption of preference shares	Redemption by way of conversion into equity shares.

Sr. No.	Characteristics	Series B1 CCPS
1.	Priority with respect to payment of dividend or repayment of capital <i>vis-à-vis</i> equity shares	The dividend shall be paid in priority to all classes of equity shares. In addition the holders of the Series B1 CCPS shall be entitled to participate in dividends on as if converted basis, if dividends in excess of 0.01% are proposed to be paid by the Company.
2.	Voting Rights	The Series B1 CCPS shall be entitled to voting rights on an "as-if-converted" basis.
3.	Participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.	As per the terms and conditions of the Series B1 CCPS.
4.	Payment of dividend on cumulative or non-cumulative basis	Cumulative basis.
5.	Conversion into equity shares	The holders of the Series B1 CCPS may convert the Series B1 CCPS in whole or part into equity shares at a ratio of 1:1, subject applicable law provided that such ratio shall be capable of adjustment as per the terms and conditions of the Series B1 CCPS.
6.	Redemption of preference shares	Redemption by way of conversion into equity shares.

Sr. No.	Characteristics	Series C1 CCPS
1.	Priority with respect to payment of dividend or repayment of capital <i>vis-à-vis</i> equity shares	The dividend shall be paid in priority to all classes of equity shares. In addition the holders of the Series C1 CCPS shall be entitled to participate in dividends on as if converted basis, if dividends in excess of 0.01% are proposed to be paid by the Company.
2.	Voting Rights	The Series C1 CCPS shall be entitled to voting rights on an "as-if-converted" basis.
3.	Participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.	As per the terms and conditions of the Series C1 CCPS.



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4.	Payment of dividend on cumulative or non-cumulative basis	Cumulative basis
5.	Conversion into equity shares	The holders of the Series C1 CCPS may convert the Series C1 CCPS in whole or part into equity shares at a ratio of 1:1, subject applicable law provided that such ratio shall be capable of adjustment as per the terms and conditions of the Series C1 CCPS.
6.	Redemption of preference shares	Redemption by way of conversion into equity shares.

**RESOLVED FURTHER THAT** Mr. Rajesh Balpande, Mr. Ashish Hemrajani and/or Mr. Parikshit Dar, Directors of the Company or Mr. Ankit Popat, Company Secretary be and are hereby severally authorized to execute, amend, alter, sign and file relevant forms, and such other documents as may be necessary to give effect to the above resolution."

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

## 2. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL

The Chairman informed the shareholders that the Company's existing authorized share capital is insufficient for issue and allotment of the equity shares, Series A1 Compulsorily Convertible Preference Shares, Series B1 Compulsorily Convertible Preference Shares and Series C1 Compulsorily Convertible Preference Shares to be issued to the shareholders of the Company pursuant to the bonus issue proposed to be undertaken by the Company.

Accordingly, the authorized share capital of the Company needs to be increased from INR 11,241,000 (Rupees Eleven Million Two Hundred Forty One Thousand only) divided into 50,000 (Fifty Thousand) Equity Shares of the face value of INR 10 (Rupees Ten only) each, aggregating to INR 500,000 (Rupees Five Hundred Thousand only) and 10,741 (Ten Thousand Seven Hundred Forty One) preference shares having face value of INR 1,000 (Rupees One Thousand only) each (further sub-divided into 2782(Two Thousand Seven Hundred Eighty Two) Series A Compulsorily Convertible Preference Shares, 3,157 (Three Thousand One Hundred Fifty Seven) Series B Compulsorily Convertible Preference Shares, 4,802 (Four Thousand Eight Hundred and Two) Series C Compulsorily Convertible Preference Shares aggregating to INR 10,741,000 (Rupees Ten Million Seven Hundred Forty One Thousand only), to INR 69,504,480 (Rupees Sixty-Nine Million Five Hundred Four Thousand Four Hundred Eighty Only) divided into 3,678,148 (Three Million Six Hundred Seventy-Eight Thousand One Hundred Forty-Eight) Equity Shares of the face value of INR 10 (Rupees Ten only) each, aggregating to INR 36,781,480 (Rupees Thirty-Six Million Seven Hundred Eighty-One Thousand Four Hundred Eighty) and 2,158,941 (Two Million One Hundred Fifty-Eight Thousand Nine Hundred Forty-One) preference shares and such preference share capital divided into (i) 10,741 (Ten Thousand Seven Hundred Forty One) preference shares having face value of INR 1,000 (Rupees One Thousand only) each (further sub-divided into 2782(Two Thousand Seven Hundred Eighty Two) Series A Compulsorily Convertible Preference Shares, 3,157 (Three Thousand One Hundred Fifty Seven) Series B Compulsorily Convertible Preference Shares, 4,802 (Four Thousand Eight Hundred and Two) aggregating to INR 10,741,000 (Rupees Ten Million Seven Hundred Forty One Thousand only); and (ii) 2,148,200 (Two Million One Hundred Forty-Eight Thousand Two Hundred) preference shares having face value of INR 10 (Rupees Ten only) each (and such preference share capital be further sub-divided



**Big Tree Entertainment Pvt. Ltd.**





into 556,400 (Five Hundred Fifty-Six Thousand Four Hundred) Series A1 Compulsorily Convertible Preference Shares, 631,400 (Six Hundred Thirty-One Thousand Four Hundred) Series B1 Compulsorily Convertible Preference Shares, 960,400 (Nine Hundred Sixty Thousand Four Hundred) Series C1 Compulsorily Convertible Preference Shares) aggregating to INR 21,482,000 (Rupees Twenty-One Million Four Hundred Eighty-Two Thousand Only)

The Chairman further informed the shareholders that an increase in the authorized share capital of the Company would require their approval of the by way of a special resolution. The shareholders discussed the matter and the following resolution was duly proposed and seconded as a special resolution was passed with unanimous consent:

**“RESOLVED THAT** pursuant Section 13, Section 61 read with Section 64 of the Companies Act, 2013 and the relevant rules or regulations issued there under as may be applicable, and the provisions contained in the articles of association of the Company, members of the Company be and hereby accord their consent for increase and re-classification of the authorized share capital of the Company from INR 11,241,000 (Rupees Eleven Million Two Hundred Forty One Thousand only) divided into 50,000 (Fifty Thousand) Equity Shares of the face value of INR 10 (Rupees Ten only) each, aggregating to Rs. 500,000 (Rupees Five Hundred Thousand only) and 10,741 (Ten Thousand Seven Hundred Forty One) preference shares having face value of INR 1,000 (Rupees One Thousand only) each (further sub-divided into 2782(Two Thousand Seven Hundred Eighty Two) Series A Compulsorily Convertible Preference Shares, 3,157 (Three Thousand One Hundred Fifty Seven) Series B Compulsorily Convertible Preference Shares, 4,802 (Four Thousand Eight Hundred and Two) Series C Compulsorily Convertible Preference Shares aggregating to INR 10,741,000 (Rupees Ten Million Seven Hundred Forty One Thousand only), to INR 69,504,480 (Rupees Sixty-Nine Million Five Hundred Four Thousand Four Hundred Eighty Only) divided into 3,678,148 (Three Million Six Hundred Seventy-Eight Thousand One Hundred Forty-Eight) Equity Shares of the face value of INR 10 (Rupees Ten only) each, aggregating to INR 36,781,480 (Rupees Thirty-Six Million Seven Hundred Eighty-One Thousand Four Hundred Eighty) and 2,158,941 (Two Million One Hundred Fifty-Eight Thousand Nine Hundred Forty-One) preference shares and such preference share capital divided into (i) 10,741 (Ten Thousand Seven Hundred Forty One) preference shares having face value of INR 1,000 (Rupees One Thousand only) each (further sub-divided into 2782(Two Thousand Seven Hundred Eighty Two) Series A Compulsorily Convertible Preference Shares, 3,157 (Three Thousand One Hundred Fifty Seven) Series B Compulsorily Convertible Preference Shares, 4,802 (Four Thousand Eight Hundred and Two) aggregating to INR 10,741,000 (Rupees Ten Million Seven Hundred Forty One Thousand only); and (ii) 2,148,200 (Two Million One Hundred Forty-Eight Thousand Two Hundred) preference shares having face value of INR 10 (Rupees Ten only) each (and such preference share capital be further sub-divided into 556,400 (Five Hundred Fifty-Six Thousand Four Hundred) Series A1 Compulsorily Convertible Preference Shares, 631,400 (Six Hundred Thirty-One Thousand Four Hundred) Series B1 Compulsorily Convertible Preference Shares, 960,400 (Nine Hundred Sixty Thousand Four Hundred) Series C1 Compulsorily Convertible Preference Shares) aggregating to INR 21,482,000 (Rupees Twenty-One Million Four Hundred Eighty-Two Thousand Only)

**RESOLVED FURTHER THAT** pursuant to Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for Clause V of the Memorandum of Association of the Company to be altered by substituting the existing Clause V with the following new Clause, subject to the approval of the Company's shareholders:



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**CIN: U99999MH1999PTC120990. Website: www.bigtree.in**



*The authorized share capital of the Company INR 69,504,480 (Rupees Sixty-Nine Million Five Hundred Four Thousand Four Hundred Eighty Only) divided into 3,678,148 (Three Million Six Hundred Seventy-Eight Thousand One Hundred Forty-Eight) Equity Shares of the face value of INR 10 (Rupees Ten only) each, aggregating to INR 36,781,480 (Rupees Thirty-Six Million Seven Hundred Eighty-One Thousand Four Hundred Eighty) and 2,158,941 (Two Million One Hundred Fifty-Eight Thousand Nine Hundred Forty-One) preference shares and such preference share capital divided into (i) 10,741 (Ten Thousand Seven Hundred Forty One) preference shares having face value of INR 1,000 (Rupees One Thousand only) each (further sub-divided into 2782(Two Thousand Seven Hundred Eighty Two) Series A Compulsorily Convertible Preference Shares, 3,157 (Three Thousand One Hundred Fifty Seven) Series B Compulsorily Convertible Preference Shares, 4,802 (Four Thousand Eight Hundred and Two) aggregating to INR 10,741,000 (Rupees Ten Million Seven Hundred Forty One Thousand only); and (ii) 2,148,200 (Two Million One Hundred Forty-Eight Thousand Two Hundred) preference shares having face value of INR 10 (Rupees Ten only) each (and such preference share capital be further sub-divided into 556,400 (Five Hundred Fifty-Six Thousand Four Hundred) Series A1 Compulsorily Convertible Preference Shares, 631,400 (Six Hundred Thirty-One Thousand Four Hundred) Series B1 Compulsorily Convertible Preference Shares, 960,400 (Nine Hundred Sixty Thousand Four Hundred) Series C1 Compulsorily Convertible Preference Shares) aggregating to INR 21,482,000 (Rupees Twenty-One Million Four Hundred Eighty-Two Thousand Only)*

**RESOLVED FURTHER THAT** Mr. Rajesh Balpande, Mr. Ashish Hemrajani and/or Mr. Parikshit Dar, Directors of the Company or Mr. Ankit Popat, Company Secretary be and are hereby severally authorized to execute, amend, alter, sign and file relevant forms, and such other documents as may be necessary in respect of increasing the authorized share capital of the Company and altering the Memorandum of Association of the Company, with Registrar of Companies, and other regulatory authorities, if any."

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

**3. APPROVAL FOR CHANGE IN SHAREHOLDER'S AGREEMENT & ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

**"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



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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.”

On behalf of Board of Directors  
For **Big Tree Entertainment Private Limited**

*Popat A.K.*



**Authorised Signatory:** Mr. Ankit Popat

**Designation:** Company Secretary

**PAN:** AODPP1283R

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

**Date:** March 27, 2017

**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**

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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.
5. ROUTEMAP FOR ATTENDING EXTRA ORDINARY GENERAL MEETING (IN THE FORM ATTACHED AS **ANNEXURE E** TO THIS NOTICE)



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**Big Tree Entertainment Pvt. Ltd.**

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#### ANNEXURE A

**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 MEETING OF THE MEMBERS OF BIG TREE ENTERTAINMENT PRIVATE LIMITED ("COMPANY") IS PROPOSED TO BE HELD AT SHORTER NOTICE AT 1.30. P.M. AT BMS HOUSE, KALPACHANDRA BUILDING, 150 S. V. ROAD, ANDHERI (WEST), MUMBAI 400058, INDIA ON WEDNESDAY, MARCH 29, 2017 AT 1.30. P.M. TO TRANSACT THE FOLLOWING BUSINESS**

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**ITEM NO.1:**

#### **APPROVAL FOR ISSUE OF BONUS SHARES**

The Board of Directors at their meeting held on March 29, 2017 recommended issue of bonus shares in proportion of 1 (One) share for every 200 (Two Hundred) shares held by the members on a "Record Date" to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of the Reserves.

Pursuant to the provisions of the Articles of Association of the Company and the Companies Act, 2013 and rules made thereunder the capitalization of reserves and bonus issue thereof, require approval of the members in general meeting.

Accordingly the resolution seeks approval of the shareholders for capitalizing INR 5,857,800 (Five Million Eight Hundred Fifty-Seven Thousand Eight Hundred Only) out of the amount standing to the credit of Reserves and issue of bonus shares out of the same on the term and conditions set out in the resolution. The paid up capital of the company after bonus issue will be INR 69,504,480 (Sixty-Nine Million Five Hundred Four Thousand Four Hundred Eighty only)

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 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 as a Special Resolution.



**Big Tree Entertainment Pvt. Ltd.**

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ITEM NO.2:

**INCREASE IN AUTHORISED SHARE CAPITAL**

The Board of Director's at their meeting held on March 29, 2017 passed a resolution for issue of Bonus shares to the shareholders of the Company, in order to meet its growth objectives and strengthen its financial position, is contemplating a fund requirement It is therefore deemed appropriate to increase and the authorized share capital of the company and for that purpose; the Memorandum of Association is proposed to be suitably altered as set out at item No. 2 of the accompanying notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increase of the authorized share capital of the Company and for the alteration of the capital clause of the Memorandum 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 aforesaid except to the extent of shares, if any which may be issued to them.

A copy of the new set of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on all working days between 10 am to 7 pm.

In view of above, the board of directors recommends the passing of the resolutions set out at item No. 2 as an Ordinary Resolution.



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**ITEM NO.3:**

**APPROVAL FOR CHANGE IN SHAREHOLDER'S AGREEMENT & ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

For the purpose of the proposed resolution, the shareholders note that the shareholders of the Company desire to amend and restate the shareholders' agreement. The board of directors ("Board"), vide at the Board Meeting held on dated March 29, 2017, approved the execution of a restated shareholders' agreement between the Company and various investors ("Restated SHA"). The Restated SHA has been executed between the parties on June 03, 2016. Therefore, in order to give effect to the provisions of the Restated SHA and to record the understanding of the shareholders of the Company in the articles of association of the Company ("AOA"), it is proposed to amend the provisions of the AOA so as to incorporate the relevant provisions of the Restated SHA into the AOA.

The approval of the members of the Company is required, by way of a special resolution pursuant to section 14 of the Companies Act, 2013, for adoption of restated AOA. Draft of the AOA proposed to be amended shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours. The Board recommends the resolution for acceptance by the shareholders.

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 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. 3 as a Special Resolution.

On behalf of Board of Directors  
For **Big Tree Entertainment Private Limited**



*Popat a.u.*

**Authorised Signatory:** rMankit Popat

**Designation:** Company Secretary

**PAN:** AODPP1283R

**Address:** Wajeda House, Ground Floor, Gulmohar Cross Road # 7, Juhu Scheme, Juhu, Mumbai - 400049, India

**Date:** March 27, 2017

**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**



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



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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

.....  
.....  
.....

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



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**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



**ANNEXURE D**

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

To,  
The Board of Directors,  
Big Tree Entertainment Private Limited ("Company")  
Wajeda House,  
Ground Floor, Gulmohar Cross Road # 7,  
Juhu Scheme, Juhu,  
Mumbai – 400049,  
Maharashtra, India

Dear Sirs,

We/I, [●], a company incorporated under the laws of [●] and having its registered office at [●]/individual residing at [●] holding [●] equity shares of face value INR 10 each and [●] Series A compulsorily convertible preference shares of INR 1,000 each / Series B compulsorily convertible preference shares of INR 1,000 each (*strike off whichever is not necessary*) being [●] % of the shareholding in the Company in our own 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 [●], 2017 at shorter notice.

For and on behalf of [●]

\_\_\_\_\_  
Mr. [●]  
Date: [●], 2017



Popca a-u.

**Big Tree Entertainment Pvt. Ltd.**

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**ANNEXURE E**

**ROUTE MAP FOR ATTENDING EXTRA ORDINARY GENERAL MEETING**



POPCA A-02.

**Big Tree Entertainment Pvt. Ltd.**

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