

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 2.00 P.M. AT BMS HOUSE, KALPACHANDRA BUILDING, 150 S. V. ROAD, ANDHERI (WEST), MUMBAI 400058, INDIA ON THURSDAY, MAY 03, 2018 TO TRANSACT THE FOLLOWING BUSINESS**

---

**1. ALTERATION OF OBJECTS CLAUSE OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of section 4, 13 and other applicable provisions and rules, if any of the Companies Act, 2013, including any enactments, re-enactments or modifications thereof and subject to necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the existing Clause of the Memorandum of Association of the Company No. III (A) be and is hereby amended as follows:

a. By deleting the heading of Clause III A, "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE." and replacing it with the heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-";

b. By amending existing Clause III. A by adding the following sub clause as under:

1b. To carry on all the business of hotels, restaurants, cafes, holiday camps, resorts, taverns, beer-houses, refreshment rooms, night clubs, cabarets and swimming pools and Turkish baths and lodging or apartment house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, bakers, importers and manufactures of aerated mineral and artificial water and other drinks.

2b. To act as hotel management consultants, managers, operators, advisors, planners, valuers and to impart technical know-how and training in the field of planning, construction, operation of hotels, motels, restaurants, recreation and entertainment centres in the field of tourism industry whether in India or abroad and to purchase erect or otherwise acquire, establish and equip and act as collaborators, technicians, financiers to any other hotel or restaurant in India or abroad. '



**Big Tree Entertainment Pvt. Ltd.**



3b. To provide catering services, conduct, host, organize parties, functions, event, shows, exhibitions, dramas, press conferences and a like and arrange for food, beverage, tenting, decoration and other similar or programmes for caterers, restaurant, other food and beverage service providers etc.

**RESOLVED FURTHER THAT** the Clause III B, "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:" and replacing it with the heading "MATTERS WHICH ARE NECESSARY FOR THE FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A):

**RESOLVED FURTHER THAT** the Clause III (C), "Other Objects" of the Memorandum of Association be and is hereby deleted.

**RESOLVED FURTHER THAT** any directors of the Company be and is hereby authorized to file necessary e-forms with the concerned Registrar of Companies and to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution."

## 2. AMENDMENT TO CLAUSE IV OF THE MEMORANDUM OF ASSOCIATION:

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 provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors is authorised to accept as it may deem fit, Clause IV of the Memorandum of Association, be and is hereby amended and replaced to read as under:

"The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

**RESOLVED FURTHER THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."



**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

### 3. APPROVAL FOR RECLASIFICATION & INCREASE IN AUTHORISED SHARE CAPITAL

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

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 an Ordinary 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 69,504,480 (Rupees Sixty-Nine Million Five Hundred Four Thousand Four Hundred Eighty Only) divided into 3,728,148 (Three Million Seven Hundred Twenty-Eight Thousand One Hundred Forty-Eight) Equity Shares of the face value of INR 10 (Rupees Ten only) each, aggregating to INR 37,281,480 (Rupees Thirty-Seven Million Two Hundred Eighty-One Thousand Four Hundred Eighty Only) 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) to INR 7,76,54,930 (Rupees seventy-seven million, six hundred fifty-four thousand, nine hundred thirty Only) divided into 3,728,148 (Three Million Seven Hundred Twenty- Eight Thousand One Hundred Forty-Eight) Equity Shares of the face value of INR 10 (Rupees Ten only) each, aggregating to INR 37,281,480 (Rupees Thirty-Seven Million Two Hundred Eighty-One Thousand Four Hundred Eighty Only), and 2,973,986 (Two Million, Nine Hundred Seventy-Three Thousand, Nine Hundred Eighty-Six) 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



**Big Tree Entertainment Pvt. Ltd.**

(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 and (iii) 815,045 (eight hundred fifteen thousand, forty-five) Series D Compulsorily Convertible Preference Shares having face value of INR 10 (Rupees Ten only) each.

**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:

*\* The authorized share capital of the Company is INR 7,76,54,930 (Rupees Seventy-Seven Million, Six Hundred Fifty-Four Thousand, Nine Hundred Thirty Only) divided into 3,728,148 (Three Million Seven Hundred Twenty-Eight Thousand One Hundred Forty-Eight) Equity Shares of the face value of INR 10 (Rupees Ten only) each, aggregating to INR 37,281,480 (Rupees Thirty-Seven Million Two Hundred Eighty-One Thousand Four Hundred Eighty Only), and 2,973,986 (Two Million, Nine Hundred Seventy-Three Thousand, Nine Hundred Eighty-Six) 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 and (iii) 815,045 (Eight Hundred Fifteen Thousand, Forty-Five) Series D Compulsorily Convertible Preference Shares having face value of INR 10 (Rupees Ten only) each.*



**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



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


Authorised Signatory: Mr. Parikshit Dar  
Designation: Director

Date: April 30, 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](http://www.bigtree.in)



**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)



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





## 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 2.00 P.M. AT BMS HOUSE, KALPACHANDRA BUILDING, 150 S. V. ROAD, ANDHERI (WEST), MUMBAI 400058 TO TRANSACT THE FOLLOWING BUSINESS**

---

### Explanatory Statement under Section 102 of the Companies Act, 2013

#### Item No. 1

#### **Alteration of Object Clause of the Company**

The Directors of the Company have been formulating various strategies to develop the new area of business and foreseeing the opportunity in existing regulatory environment and to enter into hospitality business and running café and hotels etc. For running the business Hence accordingly it is decided to alter the main objects by adding new objects to reflect the new business of the Company.

Further in terms of Section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a company is to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the "main objects", "incidental or ancillary objects" and "other objects" under the erstwhile legislation have changed. Accordingly, it is proposed to replace the existing heading of Clause III (A), III (B) in the existing Memorandum of Association, as relevant and maybe required, to the Clause III (A) and III (B) of the revised Memorandum of Association and delete the heading "Other Objects" and all the clauses under the heading of "Other Objects" in the existing Memorandum of Association in order comply with the provision of the Companies Act, 2013 including Table A.

However as per the provisions of section 13 of the Companies Act, 2013 and other applicable provisions the Company requires the members' approval by way of special resolution for commencing the proposed new objects of the Company and to alter the Object clause of the Company.

The draft copy of the Memorandum of Association of the Company is available for your inspection at the registered office of the Company on any working day during the business hours.

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.



**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**



In view of above, the board of directors recommends the passing of the resolutions set out at item No. 1 as a Special Resolution.

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

*Parikshit Dar*

**Authorised Signatory: Mr. Parikshit Dar**  
**Designation: Director**

**Date: April 30, 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](http://www.bigtree.in)**





**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 2.00 P.M. AT BMS HOUSE, KALPACHANDRA BUILDING, 150 S. V. ROAD, ANDHERI (WEST), MUMBAI 400058 TO TRANSACT THE FOLLOWING BUSINESS**

---

**Explanatory Statement under Section 102 of the Companies Act, 2013**

**Item No. 2**

**Amendment to Clause IV of the Memorandum of Association**

In terms of Section 4(1)(d) of the Companies Act, 2013, the Memorandum of Association of a company is to state, in the case of a company limited by shares, that liability of its members is limited to the amount unpaid, if any, on the shares held by them. Accordingly, it is proposed to amend Clause IV of the Memorandum of Association so as to comply with the provisions of Section 4 and 13 and other applicable provisions, of the Companies Act, 2013 including Table A.

The draft copy of the Memorandum of Association of the Company is available for your inspection at the registered office of the Company on any working day during the business hours.

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. 2 as a Special Resolution.

For Big Tree Entertainment Private Limited



**Authorised Signatory: Mr. Parikshit Dar  
Designation: Director**

**Date: April 30, 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**



**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 2.00 P.M. AT BMS HOUSE, KALPACHANDRA BUILDING, 150 S. V. ROAD, ANDHERI (WEST), MUMBAI 400058 TO TRANSACT THE FOLLOWING BUSINESS**

---

**Explanatory Statement under Section 102 of the Companies Act, 2013**

**Item No. 3**

The Company, in order to meet its growth objectives and strengthen its financial position, is contemplating a fund raise by offering Series D Compulsorily Convertible Preference Shares, on a preferential allotment basis, to the equity shareholders of the Company. It is therefore deemed appropriate to increase and reclassify 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. 1 of the accompanying notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increase and reclassification 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. 3 as an Ordinary Resolution.

For Big Tree Entertainment Private Limited

**Authorised Signatory: Mr. Parikshit Dar**  
**Designation: Director**

**Date: April 30, 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**



**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 May 03, 2018 at 2.00 P.M. at BMS House, Kalpachandra Building, 150 S. V. Road, Andheri (West), Mumbai 400058.

Member's / Proxy's Signature

**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



Roots to Fruits

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

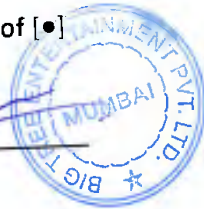
Dear Sirs,

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 [●], 2018 at shorter notice.

For and on behalf of [●]

Mr. [●]

Date: [●], 2018



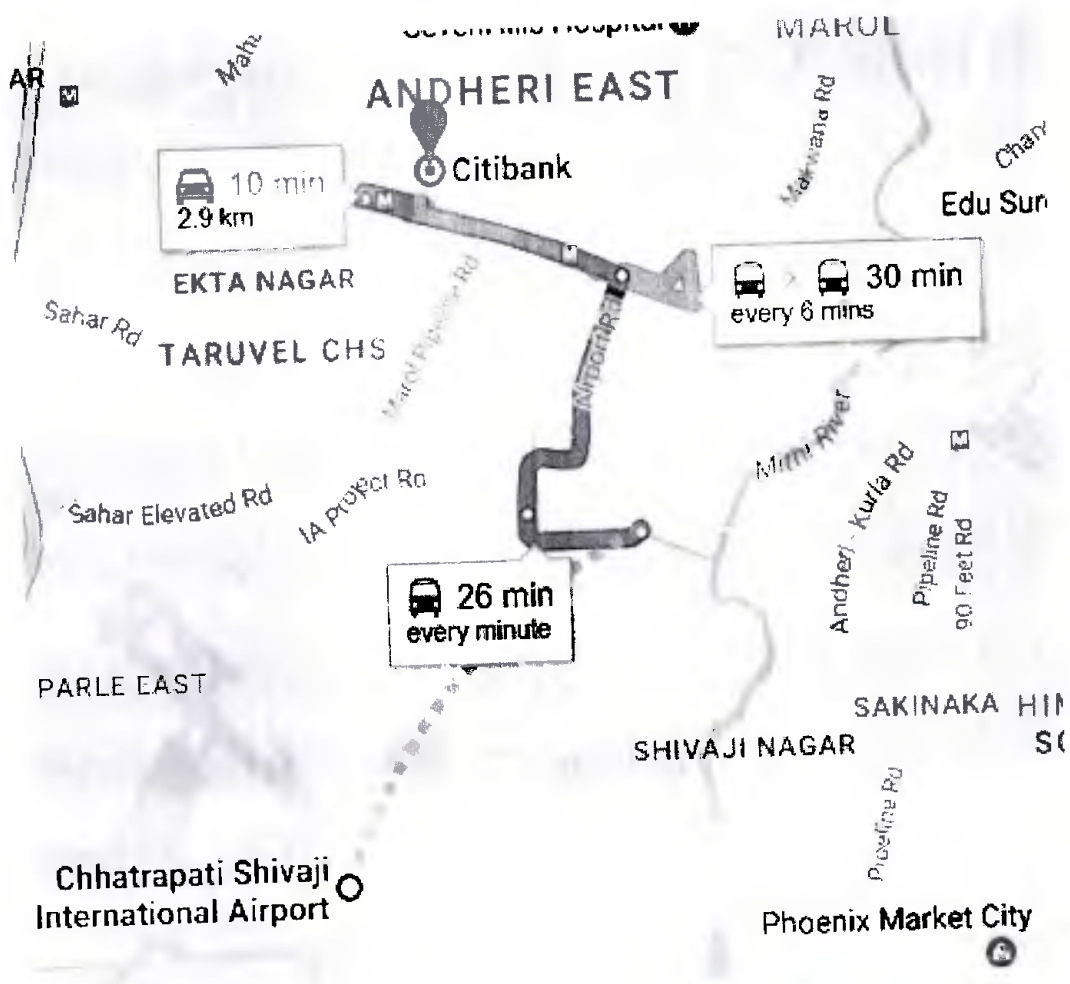
**Big Tree Entertainment Pvt. Ltd.**

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 E**

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



**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