



EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 01/2024-25 EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF BIG TREE ENTERTAINMENT PRIVATE LIMITED ("COMPANY") WILL BE HELD AT CTS NO.125, VILLAGE VILE PARLE, NEAR W.E. HIGHWAY, NEXT TO NEELKANTH COMPLEX, SAHAR ROAD, VILE PARLE EAST MUMBAI - 400099 ON MONDAY, JUNE 17, 2024 AT 02.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No. 1: APPROVAL FOR MAKING INVESTMENTS, GIVING LOANS, GUARANTEES AND PROVIDING SECURITIES BY 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 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company specified in **Appendix A** in the explanatory statement annexed hereto in which any of the Directors of the Company is interested/deemed to be interested, up to an aggregate sum of Rs. 200 Crores (Rupees Two Hundred Crores) and within the limits envisaged under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, at their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the Borrowing company/(ies) for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director or Company Secretary of the Company either jointly or severally be and are hereby authorized to do all such acts, deeds, matters and things including but not limited to determine, vary, amend or modify the terms and conditions of the loan/ investment/ guarantee/ security, as the Board in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the members or otherwise."

Item No. 2: APPROVAL FOR PAYMENT OF REMUNERATION TO MRS. FARZANA BALPANDE AND HOLDING AN OFFICE OR PLACE OF PROFIT IN 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 177 and 188(1)(f) read with the applicable rules made thereunder and other applicable provisions of the Companies Act, 2013 (including modification or re-enactment thereof), as well as subject to such approval(s), consent(s) and/or permission(s), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company for appointment of Mrs. Farzana Balpande, (wife of Mr. Rajesh Balpande), as the Head of BookaSmile operations of the Company and holding a place of profit under section 188(1)(f) at a remuneration not exceeding of Rs. 50 Lakhs per annum and such other perquisites during the financial year 2024-25 in accordance with the Company rule.

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 FURTHER THAT Mr. Parikshit Dar or Mr. Ashish Hemrajani, Directors of the Company or Mr. Mayank Manek, Company Secretary of the Company be and are hereby severally authorized to settle any queries or clarifications that may arise in this regard, and to make necessary filings and do all such acts, deeds, matters and things, to give effect to the aforesaid resolution."

**By Order of the Board of Directors,
For BIG TREE ENTERTAINMENT PRIVATE LIMITED**



**MAYANK MANEK
COMPANY SECRETARY
ACS NO. 49278**

**Date : May 24, 2024
Place : Mumbai**

Big Tree Entertainment Pvt. Ltd.

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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 ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (HEREIN AFTER REFERRED AS "THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. MEMBERS / PROXIES SHOULD BRING THEIR ATTENDANCE SLIPS DULY FILLED IN, FOR ATTENDING THE MEETING. CORPORATE MEMBERS ARE REQUESTED TO SEND IN ADVANCE, DULY CERTIFIED COPY OF THE BOARD RESOLUTION/ POWER OF ATTORNEY AUTHORIZING THEIR REPRESENTATIVE TO ATTEND THE AGM PURSUANT TO SECTION 113 OF THE ACT.
5. DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY.
6. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE OFFICE OF THE COMPANY DURING BUSINESS HOURS BETWEEN 11.00 AM TO 1.00 PM EXCEPT ON HOLIDAYS.
7. SHAREHOLDERS INTENDING TO APPOINT A PROXY ARE REQUESTED TO COMPLETE THE PROXY FORM (IN THE FORM ATTACHED AS **ANNEXURE B** TO THIS NOTICE) AND DEPOSIT THE SAME AT THE REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE MEETING).
8. SHAREHOLDERS 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).
9. ROUTEMAP FOR ATTENDING EXTRA ORDINARY GENERAL MEETING (IN THE FORM ATTACHED AS **ANNEXURE D** TO THIS NOTICE).



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ANNEXURE A

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

ITEM NO. 1

Pursuant to Section 185 of the Companies Act, 2013, the Company is prohibited to give loan to any person in whom any of the Director of the Company is interested which includes any Private Company of which any Director of the Company is a Director or Member.

Further, Section 185 of the Companies Act, 2013 states that, a Company may advance any loan including, any represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that: a) a special resolution is passed by the Company in the General meeting and b) the Loans are utilised for the Principal Business activities by the Companies.

The given restriction/ provision is not applicable to any loan given by the Company to its wholly owned subsidiary company or any guarantee given or security provided by the Company to its wholly owned subsidiary company provided that the loans given are utilized by the Subsidiary Company for its principal business activities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to aforesaid Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for loans advanced or making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Companies mentioned in **Appendix A** as given below for the principal business activities and/or capital expenditure of the projects and/or working capital requirements as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities. The Loan amount advanced or to be advanced by the Company to the Companies mentioned in **Appendix A** shall be mutually decided between the Companies, depending upon the requirement of the Funds along with the disbursement of the Loan amount from time to time, in one or more tranches, at the absolute discretion of the Company and as may be deemed beneficial in the interest of the Company.

Appendix A

Sr. No.	Name of the Company	Relationship
1.	Big Tree Entertainment Singapore Pte. Ltd.	Subsidiary
2.	Bookmyshow Venues Management Private Limited	Subsidiary
3.	Dyulok Technologies Private Limited	Subsidiary
4.	Foodfesta Wellcare Private Limited	Subsidiary
5.	Popclub Vision Tech Private Limited	Subsidiary

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested (financially or otherwise) in the resolution set out in the Notice, except to their equity holdings and/or Directorships in the Company, if any.

The Board recommends the resolution set forth in Item No. 1 to be passed as a Special Resolution.



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ITEM NO. 2

Pursuant to Section 177 and 188 of the Companies Act, 2013 read with, the Companies (Meeting of Board and its Powers) Rules, 2014, related party transactions shall be approved by the Audit Committee and Board of the Company as well as shareholders of the Company, basis the threshold mentioned under the provisions of the said Sections read with the Rules of the Companies Act, 2013.

The Members are hereby informed that the provisions of Section 188(1)(f) of the Companies Act, 2013 governs the related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company.

Accordingly, the appointment of Mrs. Farzana Balpande, (wife of Mr. Rajesh Balpande), is as per the provisions of Section 188(1)(f) i.e. holding an office or holding a place of profit in the Company and at a remuneration not exceeding of Rs. 50 Lakhs per annum during the financial year 2024-25.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajesh Balpande is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 2 to be passed as a Special Resolution.

For and on behalf of Big Tree Entertainment Private Limited



MAYANK MANEK
COMPANY SECRETARY
ACS NO. 49278

Date : May 24, 2024
Place : Mumbai

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ANNEXURE B

PROXY FORM

Name of the Member

Registered Address:

Folio No.:

Email Id:

I/We, being the member (s) of shares of the Big Tree Entertainment Private Limited, hereby appoint:

1. _____ (Name) of _____ (Address) having e-mail id _____ or failing him
2. _____ (Name) of _____ (Address) having e-mail id _____ or failing him
3. _____ (Name) of _____ (Address) having e-mail id _____ or failing him

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the First Extra Ordinary General Meeting of the Company, to be held Monday, June 17, 2024 at 02:00 p.m. at CTS No.125, Village Vile Parle, Near W.E. Highway, Next To Neelkanth Complex, Sahar Road, Vile Parle East Mumbai – 400099 and at any adjournment thereof in respect of such resolution as is indicated below:

No.	Resolution	For	Against
1.	Approval for making Investments, Giving Loans, Guarantees and providing securities by the Company - Special Resolution		
2.	Approval for payment of remuneration to Mrs. Farzana Balpande and holding an office or place of profit in the Company - Special Resolution		

Signed this _____ day of _____ 2024

(Signature of Shareholder)

(Affix 1 Re Revenue)

Signature (1st Proxy Holder)

Signature (2nd Proxy Holder)

Signature (3rd Proxy Holder)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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ANNEXURE C

ATTENDANCE SLIP

Name of Shareholder	Folio No./ DP ID	Type of Share	No. of Shares

Name of the Shareholder:

Address of Shareholder:

I hereby record my presence at the **First Extra Ordinary General Meeting** of the Company on Monday, June 17, 2024 at 02.00 p.m. at CTS No. 125, Village Vile Parle, Near W.E. Highway, Next to Neelkanth Complex, Sahar Road, Vile Parle (East), Mumbai 400099.

Signature of attending member

Note:

1. Member/ Authorized representative wishing to attend the meeting must bring the attendance slip duly signed to the meeting and hand it over the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by authorized representative, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

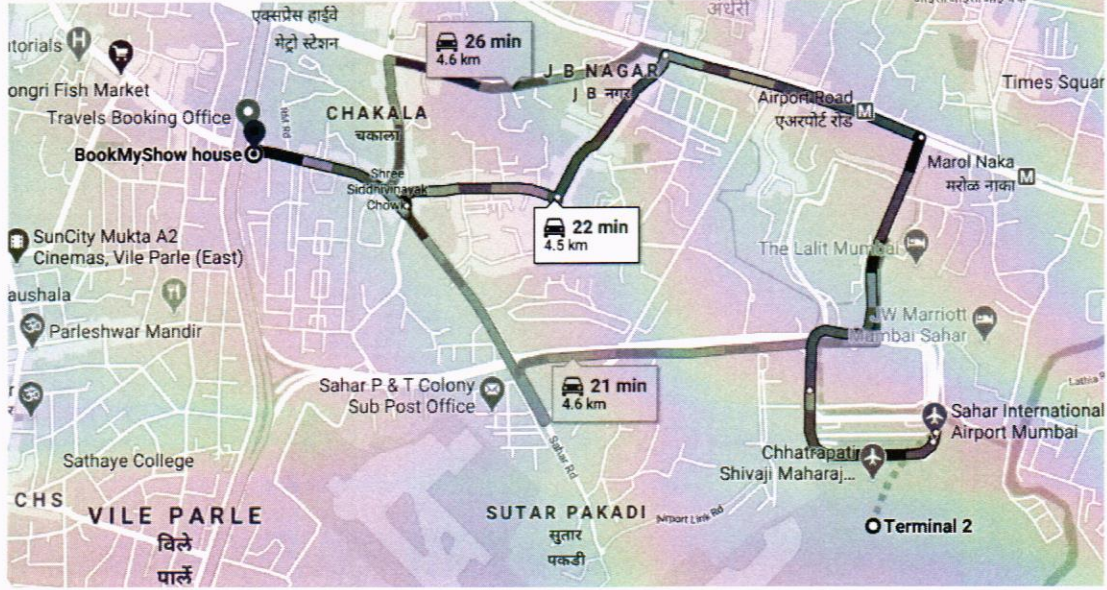


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ANNEXURE D

ROUTE MAP



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