



**TribeVibe**

A BookMyShow Enterprise

Serial No.: 01/2021-22

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TRIBE VIBE ENTERTAINMENT PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON TUESDAY, NOVEMBER 02, 2021 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 TO TRANSACT THE FOLLOWING BUSINESS

1. APPROVAL FOR OFFER OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT BASIS AND THE LETTER OF OFFER IN FORM PAS-4

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**.

**“RESOLVED THAT** pursuant to Section 42 and Section 62(1)(c) of Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable provisions of the Companies Act, 2013 along with the notification, circular and amendment notification issued by Ministry of Corporate Affairs and the provisions of the articles of association of the Company, the consent of the members of the Company be and is hereby accorded to offer and issue to Mr. Shoven Sunil Shah residing at Sudeep, 7th Floor, 61 Nutan Laxmi Society, NS Road, 8, JVPD Scheme, Mumbai 400049, Maharashtra, India, 2,25,000 (Two Lakhs and Twenty Five Thousand) equity shares having face value of INR 10 (Indian Rupees Ten Only) at a price of INR 10 (Indian Rupees Ten Only) per equity share on preferential allotment basis upon receipt of aggregate subscription amount of INR 22,50,000 (Indian Rupees Twenty Two Lakhs and Fifty Thousand Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Section 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the board of directors of the Company be and are hereby severally authorized to issue the draft private placement offer letter in Form PAS-4 (*along with other documents*) as placed before the members, for issuance of equity shares of the Company to Mr. Shoven Sunil Shah.

**RESOLVED FURTHER THAT** the Board of the Company, be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings (*including Form PAS-5*) and registrations as may be required and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforementioned resolutions.

**Tribevibe Entertainment Pvt. Ltd.**

TS No. 125, Village Vile Parle, Near W.E. Highway, Next to Neelkanth Complex, Sahar Road, Vile Parle East, Mumbai 400099  
CIN: U93000MH2019PTC326666 | Phone No.:022- 68689898 | Email id: [mayank.manek@bookmyshow.com](mailto:mayank.manek@bookmyshow.com)





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**RESOLVED FURTHER THAT** the Board of the Company be and are hereby also severally authorized to issue a certified true copy of this resolution to anyone concerned or interested in this matter."

By Order of the Board of Directors,  
For TRIBEVIBE ENTERTAINMENT PRIVATE LIMITED



ANIL MAKHIJA  
DIRECTOR  
DIN: 08184357

Date: October 29, 2021

Place: Mumbai

## **Tribevibe 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. THE MEMBERS CANNOT APPOINT PROXY TO ATTEND AND VOTE AT THE MEETING AS THERE ARE ONLY TWO MEMBERS IN THE COMPANY AND THE QUORUM FOR A VALID MEETING, AS PER THE COMPANIES ACT, 2013 SHOULD CONSIST OF AT LEAST TWO (2) MEMBERS PERSONALLY PRESENT.
3. THE REGISTERS UNDER THE COMPANIES ACT, 2013 IS AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING BUSINESS HOURS BETWEEN 11.00 AM TO 1.00 PM EXCEPT ON HOLIDAYS.
4. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING BUSINESS HOURS BETWEEN 11.00 AM TO 1.00 PM EXCEPT ON HOLIDAYS, UP TO AND INCLUDING THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.
5. SHAREHOLDERS ATTENDING THE MEETING IN PERSON ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP (IN THE FORM ATTACHED AS **ANNEXURE B** TO THIS NOTICE) AND HANDOVER THE SAME AT THE MEETING).
6. MEMBERS ARE REQUESTED TO DELIVER THEIR CONSENT TO CONVENE THE PROPOSED MEETING AT SHORTER NOTICE (IN THE FORM ATTACHED AS **ANNEXURE C** TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE MEETING.
7. 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:**

As per the terms of subscription agreement dated June 09, 2021 executed amongst the Company, Mr. Shoven Sunil Shah, Bookmyshow Live Private Limited and Dyulok Technologies Private Limited, the Company proposes to offer to Mr. Shoven Sunil Shah residing at Sudeep, 7th Floor, 61 Nutan Laxmi Society, NS Road, 8, JVPD Scheme, Mumbai 400049, Maharashtra, India, 2,25,000 (Two Lakhs and Twenty Five Thousand) equity shares having face value of INR 10 (Indian Rupees Ten Only) at a price of INR 10 (Indian Rupees Ten Only) per equity share on preferential allotment basis upon receipt of aggregate subscription amount of INR 22,50,000 (Indian Rupees Twenty Two Lakhs and Fifty Thousand Only), as set out in the draft private placement offer letter in Form PAS-4 (along with other documents) as placed before the members and the explanatory statement annexed to the notice convening this meeting.

The consent of the shareholders of the Company by way of special resolution, is required for issuing such shares to the above mentioned offeree in terms of the provisions of Section 42 read with Section 62 of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

None of the Directors of the Company or any of their relatives, are concerned or interested (financially or otherwise) in the resolution set out in the Notice, except Mr. Shoven Sunil Shah, Director of the Company.

The relevant details of the offer and the securities proposed to be issued and other material facts in connection thereto are provided hereunder.

**1. Size of the proposed issue of Shares:**

S. No.	Number of Shares to be issued	Type of Shares	Nature of Shares	Nominal value of shares	Premium per security	Total amount sought to be raised
1.	2,25,000	Equity shares	Equity shares	INR 10	-	INR 22,50,000

**2. The date of passing of board resolution:**

The approval for the offer and issue of Equity shares has been approved by the board of directors of the Company vide their resolution dated October 29, 2021.

**3. The object of the issue:**

The proceeds proposed to be raised will be utilized to fund the expansion and growth of the Company.

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**4. The manner of issue:**

The said offer is proposed to be made as a preferential allotment in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013.

**5. The price and/or price band at/within which Shares are proposed to be issued:**

The equity shares are being offered at a price per share of INR 10 (Indian Rupees Ten) ("Equity Share Issue Price").

**6. Basis on which the price has been arrived at/ basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

The Equity Share Issue Price is based on the valuation report dated October 27, 2021, prepared by Bhavesh M. Rathod, Chartered accountants; (having IBBI Registration no. - IBBI/RV/06/2019/10708), the registered valuer ("Valuation Report") registered with Insolvency and Bankruptcy Board of India. The copy of the Valuation Report is attached hereto and shall also be circulated to the aforesaid offeree along with the offer letter.

**7. Name and address of the valuer who performed the valuation:**

- (a) **Name:** Bhavesh M. Rathod, Chartered Accountants, Registered Valuer- SFA  
(b) **Address:** A/101, Shelter CHSL, CSC Road, Dahisar East, Mumbai 400068

**8. Relevant date with reference to which the price has been arrived at:**

September 30, 2021.

**9. Terms of issue, including terms and rate of dividend on each share, etc.;**

Terms of issuance of equity shares:

The rights available to the holder of equity shares shall rank *pari passu* with the rights available to the existing holders of equity shares in the Company.

**10. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment of is proposed to be made to an Individual.

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11. Intention of promoters, directors or key managerial personnel to subscribe to the offer/ contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No other directors, promoters and key managerial persons are being offered equity shares in the said offer except Mr. Shoven Sunil Shah, Director of the Company.

12. Offer Period/ Proposed time schedule:

The offer for such issue (limited to such number of shares as specified in the cover letter to the application form (*as defined in the offer letter*) for the respective offerees) will be valid for a period of 30 (Thirty) days from the date of issue of the offer letter, within which period the respective Offeree are required to submit their acceptance to subscribe to the entitled shares in whole or in part, failing which the offer will be deemed to have been rejected by such offeree.

The shares will be allotted to the offeree accepting the offer, within a maximum period of 60 (Sixty) days from the date of receipt of the subscription amounts from such offerees.

13. Principle terms of assets charged as securities:

The Company has not charged any assets as securities.

14. The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them on a fully diluted basis:

S. No.	Name of the allottee ("Offeree")	Class of Shares	No. of Shares proposed to be allotted	Nominal value per Share	Total nominal value	Percentage of holding (post preferential allotment) on Fully Diluted Basis
1.	Mr. Shoven Sunil Shah	Equity shares	2,25,000	INR 10	INR 22,50,000	45%

15. The change in control, if any, in the company that would occur consequent to the preferential offer:

Issue of share would not result in the change of control of the Company.

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16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No preferential allotment was made by the Company.

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

No allotments under the offer is being made for consideration other than cash.

18. The expected dilution in equity share capital upon conversion of preference shares:

The Company is issuing Equity shares under the said offer.

19. Shareholding pattern of the Company:

S. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian				
	Individual	-	-	-	-
	Bodies Corporate	2,75,000	100%	2,75,000	55%
	Sub-total	2,75,000	100%	2,75,000	55%
2	Foreign Promoters				
	Sub Total (A)	2,75,000	100%	2,75,000	55%
B	Non Promoters holding				
1	Institutional Investor	-	-	-	-
2	Non-Institutional Investor	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	2,25,000	45%
	Indian Public	-	-	-	-
	Others (including NRI)	-	-	-	-
	Sub-total (B)	-	-	2,25,000	45%
	<b>Grand Total</b>	<b>2,75,000</b>	<b>100%</b>	<b>5,00,000</b>	<b>100%</b>

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**20. Others:**


None of the directors or the key managerial persons of the Company or any relatives of such directors or key managerial persons are in any way, concerned or interested, either directly or indirectly, in the proposal contained as aforesaid, except as shareholders of the Company.

In view of the above, the board of directors of the Company recommend that the proposed resolution at Item No. 1 to the shareholders to be passed as a **special resolution**.

On behalf of Board of Directors

For **TRIBEVIBE ENTERTAINMENT PRIVATE LIMITED**



  
ANIL MAKHIYA  
DIRECTOR  
DIN: 08184357

Date : October 29, 2021

Place : Mumbai

## **Tribevibe Entertainment Pvt. Ltd.**

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**ANNEXURE B**

**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 Tuesday, November 02, 2021 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.

**Tribevibe Entertainment Pvt. Ltd.**

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ANNEXURE C

THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice  
[Pursuant to section 96 (2) and section 101(1) of Companies Act, 2013]

To,  
The Board of Directors,  
**Tribevibe Entertainment Private Limited**  
CTS No.125, Village Vile Parle,  
Near W. E. Highway, Next to Neelkanth Complex,  
Sahar Road, Vile Parle (East) Mumbai- 400099.

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 in Tribevibe Entertainment Private Limited ("**Company**") in our/my own name, hereby give our/my consent for the following matters:

Pursuant to Section 96(2) of the Companies Act, 2013, and Rules made here under, to hold the extra ordinary general meeting of the Company at [●].

Pursuant to Section 101(1) of the Companies Act, 2013, and Rules made here under, to hold the annual general meeting of the Company scheduled to be held on [●], 2021, at [●] at [●] at a shorter notice, in order to transact the items specified in the notice.

For and on behalf of [●]

\_\_\_\_\_  
Mr. [●]  
Date: [●], 2021

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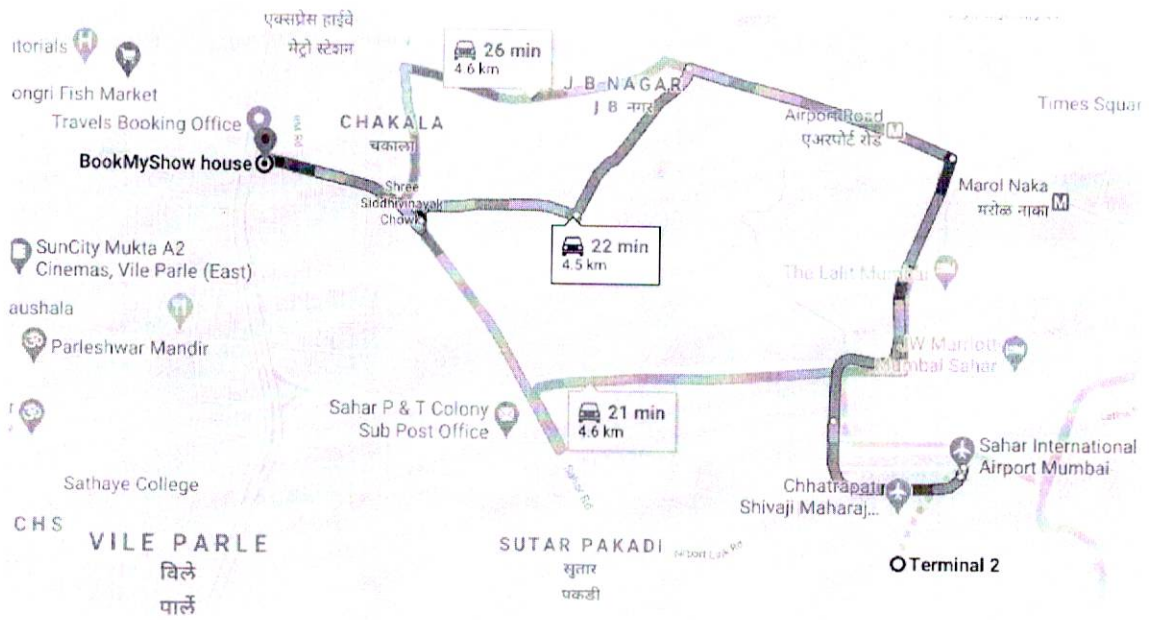


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**ANNEXURE D**

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



**Tribevibe Entertainment Pvt. Ltd.**

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