



TribeVibe

A BookMyShow Enterprise

Serial No.: 02/2021-22

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TRIBEVIBE ENTERTAINMENT PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY, DECEMBER 15, 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. ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

"**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013, the rules and regulations issued thereunder along with the notification, circular and amendment notification issued by Ministry of Corporate Affairs, 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 initialed 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 shareholders agreement dated June 09, 2021 executed amongst the Company, Mr. Shoven Shah, Bookmyshow Live Private Limited, Dyulok Technologies Private Limited, Mr. Sunil Shah and UGOC Corporate Services Private Limited.

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

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



Date: December 09, 2021

Place: Mumbai

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



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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 ANNUAL 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. 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.
6. 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.
7. 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).
8. 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.
9. ROUTEMAP FOR ATTENDING EXTRA ORDINARY GENERAL MEETING (IN THE FORM ATTACHED AS **ANNEXURE D** TO THIS NOTICE)

Tribevibe Entertainment Pvt. Ltd.



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ANNEXURE A

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 shareholders agreement dated June 09, 2021 executed amongst the Company, Mr. Shoven Shah, Bookmyshow Live Private Limited, Dyulok Technologies Private Limited, Mr. Sunil Shah and UGOC Corporate Services Private Limited, 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 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.

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.

On behalf of Board of Directors
For **TRIBE VIBE ENTERTAINMENT PRIVATE LIMITED**


ANIL MANJHI
DIRECTOR
DIN: 08184357

Date : December 09, 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 **Second Extra Ordinary General Meeting** of the Company on Wednesday, December 15, 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.

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ANNEXURE C

PROXY FORM

Name of the Member

Registered Address:

Folio No.:

Email Id:

I/We, being the member (s) of shares of the Tribevibe 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

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 **Second Extra Ordinary General Meeting** of the Company, to be held on Wednesday, December 15, 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 and at any adjournment thereof in respect of such resolution as is indicated below:

No.	Resolution	For	Against
1.	Adoption of the Restated Articles of Association of the Company – Special Resolution		
2.			
3.			

Signed this _____ day of _____ 2021

(Signature of Shareholder)

(Affix 1 Re Revenue)

Signature (1st Proxy Holder)

Signature (2nd 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.

Tribevibe Entertainment Pvt. Ltd.



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ANNEXURE D

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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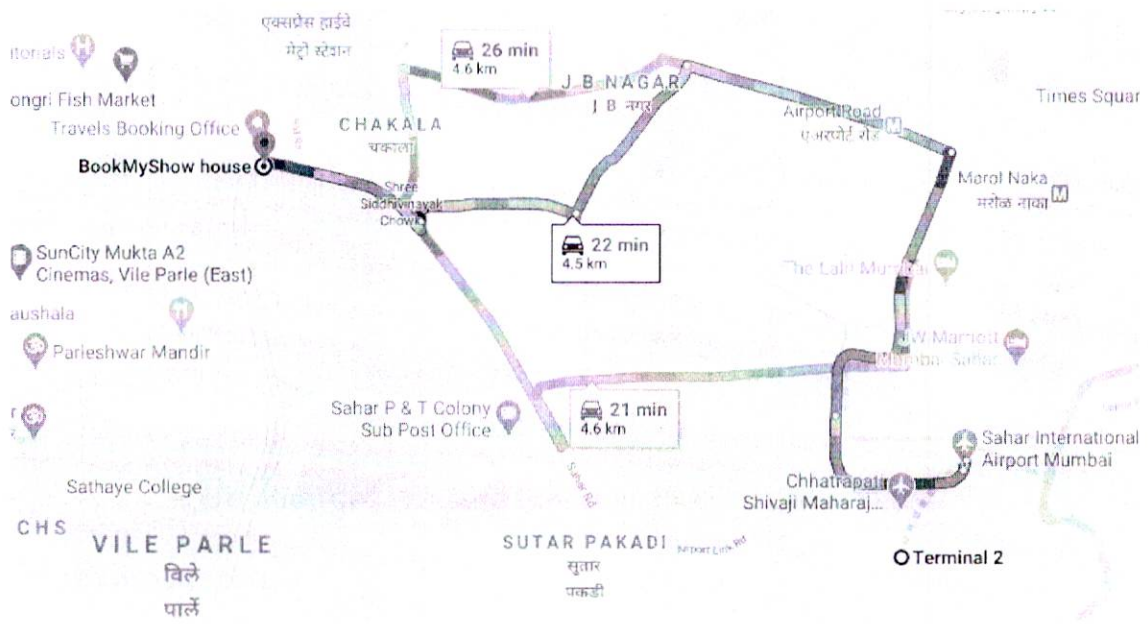


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ANNEXURE E

ROUTE MAP FOR ATTENDING EXTRA ORDINARY GENERAL MEETING



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