

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **FIRST ANNUAL GENERAL MEETING** OF THE MEMBERS OF **TRIBEVIBE ENTERTAINMENT PRIVATE LIMITED** WILL BE HELD ON MONDAY, SEPTEMBER 28, 2020 AT 11:00 A.M. AT WAJEDA HOUSE, GROUND FLOOR, GULMOUR CROSS ROAD 7, NEAR TIAN RESTAURANT, JUHU SCHEME, MUMBAI 400049 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS OF THE COMPANY:

To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2020 along with the Reports of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF DELOITTE HASKINS & SELLS LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 117366W/W-100018) AS AUDITORS OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Sixth Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors and Auditors of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

3. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

Tribevibe Entertainment Pvt. Ltd.



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The Chairman informed the shareholders that the Company's existing authorized share capital is insufficient for further issue and allotment for the shareholders of the Company.

Accordingly, the authorized share capital of the Company needs to be increased from INR 10,00,000/- (INR Ten Lakh only) divided into 100,000 (One Lakh) equity Shares of INR 10/- (INR Ten only) each to INR 50,00,000 (INR Fifty Lakh only) divided into 5,00,000 (Five Lakh only) equity Shares of INR 10/- (INR Ten only) each.

The Chairman further informed the shareholders that an increase in the authorized share capital of the Company 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 of the Authorized Share Capital of the Company from INR 10,00,000/- (INR Ten Lakhs only) divided into 100,000 (One Lakh) equity Shares of INR 10/- (INR Ten only) each to INR 50,00,000 (INR Fifty Lakh only) divided into 500,000 (Five Lakh only) equity Shares of INR 10/- (INR 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 to alter the Clause V of the Memorandum of Association of the Company 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 50,00,000 (INR Fifty Lakh) divided into 5,00,000 (Five Lakh only) equity Shares of INR 10/- (INR Ten only) each.

RESOLVED FURTHER THAT any Directors of the Company 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.”

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

Sd/-

**ALBERT ALMEDIA
DIRECTOR
DIN: 08184358**

**Date: September 14, 2020
Place: Mumbai**

Tribevibe Entertainment Pvt. Ltd.

CTS 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting, is annexed thereto.
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. Members should bring their Attendance Slips duly filled in, for attending the meeting. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members are requested to deliver their consent to convene the proposed meeting at shorter notice (In the format attached to this notice) to the company prior to the proposed time for the meeting.
7. Route map for attending the Annual General Meeting is annexed thereto.

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

ITEM NO. 3

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

In view of expansion of the business, your Company may have to go in for augmentation of the fresh capital by way of issuance of equity capital. In order to go in for any such issue, the authorized share capital of the Company should be adequately increased by issuing the equity Shares to accommodate the proposed augmentation of capital base. The above-proposed change will necessitate amendment to the Capital Clause of the Memorandum of Association of the Company.

In order to make the above alterations and modifications, the Company requires the approval of the members pursuant to provisions of section 61 and 13 of the Companies Act, 2013.

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 TRIBEVIBE ENTERTAINMENT PRIVATE LIMITED

Sd/-

**ALBERT ALMEDIA
DIRECTOR
DIN: 08184358**

**Date : September 14, 2020
Place : Mumbai**

Tribevibe Entertainment Pvt. Ltd.



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ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

Name of the Shareholder:

Address of Shareholder:

Name of Proxy:

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the **First Annual General Meeting** of the Company on Monday, September 28, 2020 at 11.00 a.m. at Wajeda House, Ground Floor, Gulmour Cross Road 7, Near Tian Restaurant, Juhu Scheme, Mumbai 400049.

Signature of attending member/proxy

Note:

1. Member/Proxy holder 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 Proxy, 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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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 annual 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 [●], 2020, at [●] at [●] at a shorter notice, in order to transact the items specified in the notice.

For and on behalf of [●]

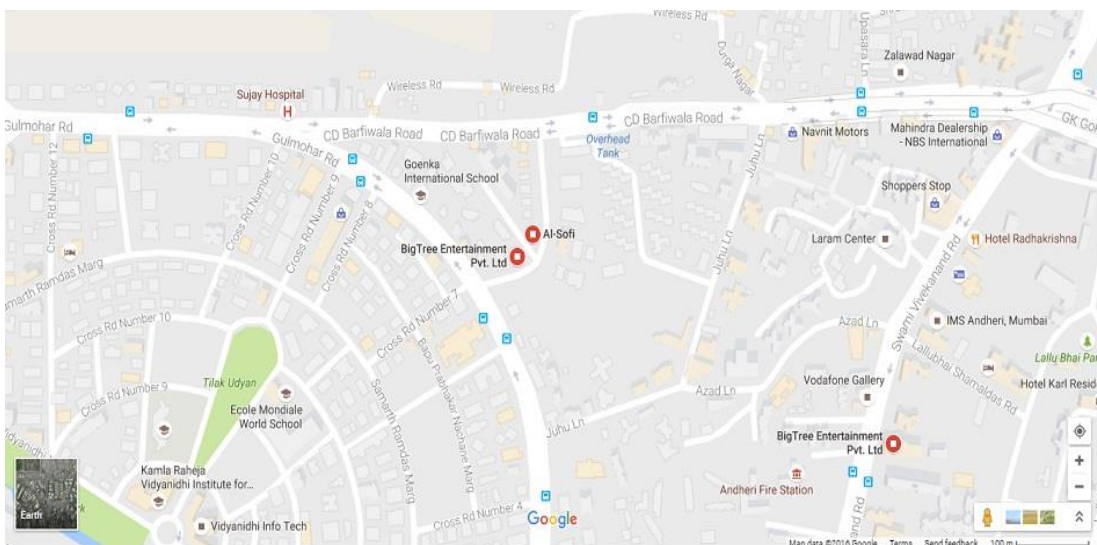
Mr. [●]
Date: [●], 2020

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ROUTE MAP FOR ATTENDING ANNUAL GENERAL MEETING



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