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WASTELAND ENTERTAINMENT PVT LTD.
102, 103, 104, 105, 1st Floor, Enterprise Centre,
Vile Parle (East), Sahar P & T Colony, Mumbai,
Maharashtra, India, 400 099

NOTICE FOR CONVENING EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of Wasteland Entertainment Private Limited ("Company"), will be held at a shorter notice on Wednesday, August 28, 2024 at 02:00 P.M. at 6th Floor, Pioneer Square, Near Golf Course Extension, Sector 62, Gurugram, Haryana, India, 122101, to transact the following business(s):

SPECIAL BUSINESS(ES):

To consider and approve the borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **special resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, the consent of the members of the Company be and is accorded to the Board of Directors of the Company to borrow from time to time by way of loans, overdraft facilities, working capital etc., from any bank(s), financial institution(s), company, bodies corporate(s), person(s) etc., including but not limited to availing credit limits through non- fund based limits i.e. bank guarantee, letter of credit etc. or by any other means as deemed fit, against the security of or creating charge on term deposits, fixed deposits, movables, or immovables or such other assets as may be required or as unsecured at any time or from time to time, any sum or sum of money(ies) which together with money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 2,000,00,00,000/- (Rupees Two Thousand crore only).

RESOLVED FURTHER THAT any director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as proper or desirable or expedient to give effect to the above resolution."

By order of the Board of Directors of
Wasteland Entertainment Private Limited

Hemal Nareshkumar Jain
Additional Director
DIN: 08064151
Address: Z-1303/04, Callalily Z,
Nahar Amrit Shakti Chandiwali,
Andheri E, D Mart, Sakinaka,
Mumbai, Maharashtra - 400072

Date: 28.08.2024
Place: Gurugram

NOTES:

1. The explanatory statement as required pursuant to the provisions of section 102(1) of the Companies Act, 2013, in respect of the special business set out above is annexed as **Annexure A** hereto and forms a part of this notice.

2. As the extraordinary general meeting is being held at shorter notice as prescribed under Section 101(1) of the Companies Act, 2013, the members are required to provide their respective consent to hold the extraordinary general meeting at shorter notice. The form of consent letter is attached as **Annexure B.**

3. A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself / herself and such proxy / proxies need not be a member of the company. the instrument of proxy / proxies, in order to be effective must 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 or in case of poll, not less than 24 hours before the time appointed for the taking of the poll.

   Since the meeting is being convened at a shorter period of less than 48 hours, therefore, the facility to appoint proxy is not being given in terms of secretarial standards provided that consent of all the members entitled to vote at the meeting is received before commencement of the extraordinary general meeting.

4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided 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 proxy for any other person or shareholder.

5. Corporate member(s) intending to send their authorized representative(s) to attend the meeting are requested to send to the Company, a certified copy of the resolution of its board of directors authorizing their representative to attend and/or vote on their behalf at the general meeting.

6. The register of directors and their shareholding, register of contracts with the related party and contracts with bodies corporates in which directors are interested and other relevant document are kept open for inspection at the registered office of the Company on all working days during working hours up to the date of this EGM and will also be available for inspection at the meeting.

7. Members / Proxies / authorized representatives are requested to bring duly filled attendance slips sent along with this notice. Format is attached with this notice as **Annexure C**.

8. Members are requested to update their preferred e-mail ids with the Company which will be used for the purpose of sending the official documents through e-mail.

ANNEXURE A

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 1 of the accompanying notice

Item No. 1:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 read with Rules made thereunder, the Board of Directors of the Company shall not, except with the consent of Members of the Company by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid up capital, free reserves and securities premium.

The Company is anticipated that the funds requirement may substantially grow in view of expanded activities, and this is considered necessary to increase the borrowing power of the Board of Directors ("Board") of the Company to a sum not exceeding Rs. 2,000,00,00,000/- (Rupees Two Thousand Crore Only).

Therefore, it is necessary for the Company to take the approval of the members by way of special resolution for enabling the Board to exercise the powers to borrow sum of money from time to time as may deem fit for any purpose whatsoever, such that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) at any point of time does not exceed Rs. 2,000,00,00,000/- (Rupees Two Thousand Crore Only).

The Board of Directors at their meeting held on August 28, 2024 recommended the special resolution as mentioned at item no. 1 of the accompanying notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolution set out at item no. 1 of the accompanying notice.

By order of the Board of Directors of
Wasteland Entertainment Private Limited

Hemal Nareshkumar Jain
Additional Director
DIN: 08064151
Address: Z-1303/04, Callalily Z,
Nahar Amrit Shakti Chandiwali,
Andheri E, D Mart, Sakinaka,
Mumbai, Maharashtra - 400072

Date: 28.08.2024
Place: Gurugram

ANNEXURE B

SHAREHOLDER'S CONSENT FOR HOLDING EXTRAORDINARY GENERAL MEETING AT A SHORTER NOTICE

Date:

From:

…………………… (Name)
…………………… (Address)

To,

The Board of Directors,
Wasteland Entertainment Private Limited ("**Company**")
102, 103, 104, 105, 1st Floor, Enterprise Centre,
Vile Parle (East), Mumbai, Sahar P & T Colony,
Mumbai, Maharashtra, India, 400099

ATTN: THE BOARD OF DIRECTORS

Dear Sirs,

Sub: Consent for holding annual general meeting at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013.

I/We, Mr./Mrs./Ms. ………………… [son/daughter/wife of ……………………, residing at…………,/ having our registered office / principal office at …………………….. holding………….. [equity shares / preference shares] of the Company, having a face value of Rs. ………………… (Indian Rupees…..) each, in [my/our] own name, hereby give [my/our] consent, pursuant to Section 101(1) of the Companies Act, 2013, for holding the extraordinary general meeting on Wednesday, 28th day of August, 2024 at 02:00 P.M. (IST) at a shorter notice at 6th Floor, Pioneer Square, Near Golf Course Extension, Sector 62, Gurugram, Haryana, India, 122101.

Yours truly,

[Insert Name]
Shareholder

ANNEXURE C

WASTELAND ENTERTAINMENT PRIVATE LIMITED
CIN: U74120MH2015PTC271160
Registered Office: 102, 103, 104, 105, 1st Floor, Enterprise Centre, Vile Parle (East), Mumbai, Sahar P & T Colony, Mumbai, Maharashtra, India, 400099

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall.

Name of the Member / Proxy:	
Address:	
Folio No.:	
Number of Shares held:	

I hereby record my presence at the 9th Annual General Meeting of the Company to be held at a shorter notice on Wednesday, 28th day of August, 2024 at 02:00 P.M. (IST) at 6th Floor, Pioneer Square, Near Golf Course Extension, Sector 62, Gurugram, Haryana, India, 122101 and at any adjournment thereof.

Members/Proxy's Signatures
(To be signed at the time of handling over the slip)