NOTICE OF 09TH ANNUAL GENERAL MEETING OF WASTELAND ENTERTAINMENT PRIVATE LIMITED

Notice is hereby given that the 09th Annual General Meeting ("AGM") of the members of Wasteland Entertainment Private Limited ("the Company") will be held at a shorter notice on Monday, 30th day of September, 2024 at 03:30 P.M. (IST) at 6th Floor, Pioneer Square, Near Golf Course Extension, Sector 62, Gurugram, Haryana, India, 122101, to transact the following business(es):

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2024, and the reports of the board of directors and of the auditors thereon;**

SPECIAL BUSINESS(ES):

2. **To appoint Ms. Hemal Nareshkumar Jain (DIN: 08064151) as a director of the Company;**

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

"**RESOLVED THAT** Ms. Hemal Nareshkumar Jain (DIN: 08064151) who was appointed by the Board of Directors as an Additional Director of the Company effective August 27, 2024 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Article of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Companies Act 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Director of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

3. **To appoint Mr. Ali Kausar Siddiqui (DIN: 08728174) as Director of the Company:**

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

"**RESOLVED THAT** Mr. Ali Kausar Siddiqui (DIN: 08728174) who was appointed by the Board of Directors as an Additional Director of the Company effective August 27, 2024 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Article of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Companies Act 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Director of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

4. **To appoint of Mr. Deepak Ahluwalia (DIN: 10353564) as Director of the Company:**

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

"**RESOLVED THAT** Mr. Deepak Ahluwalia (DIN: 10353564) who was appointed by the Board of Directors as an Additional Director of the Company effective August 27, 2024 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Article of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Companies Act 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Director of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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

Deepak Ahluwalia
Additional Director
DIN: 10353564
Address: The Belaire BLD-0263, DLF City,
Phase 5, Golf Course Road, Sector 54,
Wazirabad (75), Gurgaon, Haryana -122003

Date: 25.09.2024
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. Pursuant to the Secretarial Standard 2 issued by the Institute of Company Secretaries of India and other applicable laws, the Information of director seeking re-appointment is attached as **Annexure B**.

3. As the tenure of Additional directors will expire in this Annual General Meeting and the said directors will be reappointed by the shareholders, hence, none of the directors are liable to retire by rotation in this AGM pursuant to the provisions of Section 152(6) of Companies Act, 2013.

4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 BEORE THE TIME APPOINTED FOR THE TAKING OF THE POLL. A PROXY FORM IS ENCLOSED WITH THIS NOTICE AS ANNEXURE C.**

   As the annual 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 annual general meeting at shorter notice. The form of consent letter is attached as **Annexure D**.

5. 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.

   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, their shareholding, register of contracts or arrangements in which directors are interested and any other relevant document are kept open for inspection at the registered office of the Company on all working days (Monday to Friday) during working hours up to the date of this annual general meeting 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 as **Annexure E** hereto.

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. 2,3 & 4 of the accompanying notice dated September 25, 2024

Item No. 2:

The Board of directors ("Board") appointed Ms. Hemal Nareshkumar Jain (DIN: 08064151) as an Additional Director of the Company effective August 27, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with rules made thereunder (**"Act"**) and the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only upto the date of the ensuing Annual General Meeting ("**AGM**") of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Ms. Hemal Nareshkumar Jain holds office only upto the date of the ensuing AGM of the Company and is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying her intention to propose her appointment as a Director.

Ms. Hemal Nareshkumar Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director.

In the opinion of the Board, Ms. Hemal Nareshkumar Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as a director.

Further, details and current Directorships of Ms. Hemal Nareshkumar Jain are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Ms. Hemal Nareshkumar Jain as a Director liable to retire by rotation, is now being placed before the Members for their approval. The Board recommends the resolution at item no. 2 of the accompanying notice for approval by the Members of the Company.

Other than Ms. Hemal Nareshkumar Jain, none of the Directors or Key Managerial Personnel ("**KMP**") of the Company or their respective relatives are concerned or interested in the resolution set out at item no. 2 of the accompanying notice.

Ms. Hemal Nareshkumar Jain is not related to any other Director or KMPs of the Company.

Item No. 3:

The Board of directors ("Board") appointed Mr. Ali Kausar Siddiqui (DIN: 08728174) as an Additional Director of the Company effective August 27, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with rules made thereunder (**"Act"**) and the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only upto the date of the ensuing Annual General Meeting ("**AGM**") of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Ali Kausar Siddiqui holds office only upto the date of the ensuing AGM of the Company and is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose his appointment as a Director.

Mr. Ali Kausar Siddiqui is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mr. Ali Kausar Siddiqui fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as a director.

Further, details and current Directorships of Mr. Ali Kausar Siddiqui are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Mr. Ali Kausar Siddiqui as a Director liable to retire by rotation, is now being placed before the Members for their approval. The Board recommends the resolution at item no. 3 of the accompanying notice for approval by the Members of the Company.

Other than Mr. Ali Kausar Siddiqui, none of the Directors or Key Managerial Personnel ("**KMP**") of the Company or their respective relatives are concerned or interested in the resolution set out at item no. 3 of the accompanying notice.

Mr. Ali Kausar Siddiqui is not related to any other Director or KMPs of the Company.

Item No. 4:

The Board of directors ("**Board**") appointed Mr. Deepak Ahluwalia (DIN: 10353564) as an Additional Director of the Company effective August 27, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with rules made thereunder (**"Act")** and the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only upto the date of the ensuing Annual General Meeting ("**AGM**") of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Deepak Ahluwalia holds office only upto the date of the ensuing AGM of the Company and is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose his appointment as a Director.

Mr. Deepak Ahluwalia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mr. Deepak Ahluwalia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as a director.

Further, details and current Directorships of Mr. Deepak Ahluwalia are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Mr. Deepak Ahluwalia as a Director liable to retire by rotation, is now being placed before the Members for their approval. The Board recommends the resolution at item no. 4 of the accompanying notice for approval by the Members of the Company.

Other than Mr. Deepak Ahluwalia, none of the Directors or Key Managerial Personnel ("**KMP**") of the Company or their respective relatives are concerned or interested in the resolution set out at item no. 4 of the accompanying notice.

Mr. Deepak Ahluwalia is not related to any other Director or KMPs of the Company.

ANNEXURE B

Details of the Directors, seeking re-appointment/appointment at the 9th Annual General Meeting (In pursuance of Secretarial Standard 2 on General Meetings)

S. No.	Name of the Director	Ms. Hemal Nareshkumar Jain	Mr. Ali Kausar Siddiqui	Mr. Deepak Ahluwalia
1.	Directors Identification Number	08064151	08728174	10353564
2.	Date of Birth (Age in years)	December 22, 1983 (40 Years)	August 22, 1980 (44 Years)	June 09, 1977 (47 Years)
3.	Original date of appointment	August 27, 2024	August 27, 2024	August 27, 2024
4.	Qualifications	She is a Member of the Institute of Chartered Accountants of India.	He is a Member of the Institute of Chartered Accountants of India since 2003.	He is a Member of the Institute of Chartered Accountants of India and holds a bachelor's degree in commerce (Honours) from the University of Delhi.
5.	Experience and nature of expertise in specific functional area	Ms. Hemal Nareshkumar Jain has a vast experience of more than 19 years in Finance, Accounting, Process Controls & Audit, Fraud prevention & detection etc.	Mr. Ali Kausar Siddiqui has a vast experience of more than 20 years out of which almost 6 years in Zomato Limited as Global Finance Controller. He excels in formulating and implementing forward-thinking financial strategies, navigating complex risk landscapes with precision, and guiding teams to achieve organizational objectives with strong and effective leadership.	Mr. Deepak Ahluwalia has a vast experience of more than 25 years out of which almost 10 years in Zomato Limited as Head of Governance, Risk, and Compliance. His role is marked by his strategic insight, risk management acumen, compliance knowledge, and leadership abilities.
6.	Shareholding in the Company	Nil	Nil	Nil
7.	Remuneration sought to be paid	Nil	Nil	Nil
8.	Remuneration last drawn	Nil	Nil	Nil

9.	Number of meetings of the board attended during the financial year 2023-24	0	0	0
10.	Terms and conditions of appointment/ re-appointment	Non- Executive Director, liable to retire by rotation	Non- Executive Director, liable to retire by rotation	Non- Executive Director, liable to retire by rotation
11.	Relationship with other Directors and key managerial personnel of the Company	No	No	No
12.	Directorships held in other companies in India	(1) Orbgen Technologies Private Limited (2) Blink Commerce Private Limited (3) Zomato Hyperpure Private Limited (4) Zomato Financial Services Limited (5) Tonguestun Food Network Private Limited (6) Zomato Foods Private Limited	(1) Orbgen Technologies Private Limited (2) Blink Commerce Private Limited (3) Zomato Payments Private Limited (4) Carthero Technologies Private Limited (5) Zomato Financial Services Limited (6) Zomato Local Services Private Limited (7) Zomato Entertainment Private Limited	(1) Zomato Local Services Private Limited (2) Tonguestun Food Network Private Limited (3) Carthero Technologies Private Limited (4) Zomato Entertainment Private Limited (5) Zomato Foods Private Limited (6) Orbgen Technologies Private Limited
13.	Membership/ Chairmanship of Committees of other Boards	Nil	Nil	Nil

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

Deepak Ahluwalia
Additional Director
DIN: 10353564
Address: The Belaire BLD-0263, DLF City, Phase 5, Golf Course Road, Sector 54, Wazirabad (75), Gurgaon, Haryana -122003

Date: 25.09.2024
Place: Gurugram

ANNEXURE C

SHAREHOLDER'S CONSENT FOR HOLDING ANNUAL GENERAL MEETING AT 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 annual general meeting on Monday, 30th day of September, 2024 at 03:30 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 D

FORM NO. MGT – 11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U74120MH2015PTC271160
Name of the Company : Wasteland Entertainment Private Limited
Registered Office : 102, 103, 104, 105, 1st Floor, Enterprise Centre, Vile Parle (East), Mumbai, Sahar P & T Colony, Mumbai, Maharashtra, India, 400099

Name of the member (s)	:
Registered address	:
E- mail id	:
Folio No / Client Id	:
DP ID	:

I / We, being the member (s) of ...... shares of the above-named Company, hereby appoint:

1. Name:
   Address:
   E-mail id:
   Signature: .... or failing him/her.

2. Name:
   Address:
   E-mail id:
   Signature: .... or failing him/her.

3. Name:
   Address:
   E-mail id:
   Signature: .... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 09th Annual General Meeting of the Company to be held at shorter notice on Monday, September 30, 2024 at 03:30 P.M. (IST) at 6th Floor, Pioneer Square, Near Golf Course Extension, Sector 62, Gurugram, Haryana, India, 122101 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2024, and the reports of the board of directors and the auditors thereon;		
Special Business			
2.	To appoint of Ms. Hemal Nareshkumar Jain (DIN: 08064151) as Director of the Company		
3.	To appoint Mr. Ali Kausar Siddiqui (DIN: 08728174) as Director of the Company		

4.	To appoint Mr. Deepak Ahluwalia (DIN: 10353564) as Director of the Company		

Signed this on ……………..
Signature of Shareholder
Signature of Proxy holder (s)

Affix
Revenue
Stamp

Notes:

1. The proxy form must be deposited at the registered office of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.
2. Please affix Rs. 1.00 revenue stamp on this form and the member should sign across the stamp.

ANNEXURE E

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 shorter notice on Monday, 30th day of September, 2024 at 03:30 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)