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NOTICE OF 10TH ANNUAL GENERAL MEETING OF WASTELAND ENTERTAINMENT PRIVATE LIMITED

NOTICE is hereby given that the 10th Annual General Meeting ("AGM") of the members of Wasteland Entertainment Private Limited ("WEPL" or "the Company") will be held on Monday, August 11, 2025 at 01:00 P.M. at 10th Floor, Tower 3, International Tech Park Gurgaon (ITPG) Capitaland, Block 3, Sector 59, Gurgaon - 122101, to transact the following business(es):

ORDINARY BUSINESS(ES):

1. **To consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2025, together with the reports of the board of directors and of the auditors thereon**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited financial statements of the Company including the Balance Sheet as at 31st March, 2025, the statement of profit and loss, cash flow statement for the financial year ended on that date, together with the notes thereto, report of the board of directors and auditors' report, as circulated to the shareholders and laid before the meeting, be and are hereby approved and adopted."

2. **To appoint a director in place of Mr. Deepak Ahluwalia (DIN: 10353564), who retires by rotation and being eligible, offers himself for re-appointment as a Director**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Deepak Ahluwalia (DIN: 10353564), Non-Executive Director of the Company, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS(ES):

3. **To appoint Ms. Ruby Hemant Kumar Jain (DIN: 10908984) as a Director of the Company**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to section 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Ms. Ruby Hemant Kumar Jain (DIN: 10908984), who was appointed as an Additional Non-Executive Non-Independent Director of the Company w.e.f. January 17, 2025 by the board of directors and who is eligible for appointment and has consented to act as Director of the Company and who holds office up to the date of this annual general meeting, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, who is liable to be retire by rotation.

RESOLVED FURTHER THAT any director of the Company, be and is hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s), including filing of any returns, documents etc. with Registrar of Companies or other regulatory authorities, as may be necessary."

4. **To appoint Mr. Aditya Nath (DIN: 10818991) as a Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Aditya Nath (DIN: 10818991), who was appointed as an Additional Non-Executive Non-Independent Director of the Company, w.e.f. July 17, 2025 by the board of directors and who is eligible for appointment and has consented to act as Director of the Company and who holds office up to the date of this annual general meeting, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, who is liable to be retire by rotation.

RESOLVED FURTHER THAT any director of the Company, be and is hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s), including filing of any returns, documents etc. with Registrar of Companies or other regulatory authorities, as may be necessary."

For and on behalf of the Board
Wasteland Entertainment Private Limited

Sd/-
Ruby Hemant Kumar Jain
Additional Director
DIN: 10908984
Address: House No. - A401, Building No - EC-1,
Emerald Court, Essel Towers, MG Rd, Sec. 28
Galleria DLF-IV, Dist. Gurgaon, Haryana – 122098

Date: 17.07.2025
Place: Gurugram

NOTES:

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

2. Pursuant to the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs ("SS-2"), the information of director seeking appointment/re-appointment is attached as **Annexure II**.

3. **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 BEFORE THE TIME APPOINTED FOR THE TAKING OF THE POLL. A PROXY FORM IS ENCLOSED WITH THIS NOTICE AS ANNEXURE III.**

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 members intending to send their authorized representatives 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 AGM.

6. The register of directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the register of contracts or arrangements in which directors are interested maintained under Section 189 of the Act, and any other relevant document, if any, will be available 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 IV** hereto.

8. In compliance with the provisions of SS-2, the Company being a wholly-owned subsidiary of Eternal Limited (formerly known as Zomato Limited) is exempt from providing the route map of the venue of the AGM.

ANNEXURE I

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

This is to inform the members that under Section 161 of the Companies Act, 2013 ("the Act") the board of directors at its meeting held on January 17, 2025, appointed Ms. Ruby Hemant Kumar Jain (DIN: 10908984) as an Additional Non-Executive Non-Independent Director of the Company w.e.f. January 17, 2025.

In terms of Section 161(1) of the Act, Ms. Ruby Hemant Kumar shall hold office upto the date of this annual general meeting and is eligible for appointment as a Non-Executive Non-Independent Director of the Company.

Ms. Ruby Hemant Kumar Jain possesses extensive expertise in finance and taxation, with over 14 years of post-CA qualification of professional experience. She has been an integral part of Eternal Limited (formerly known as Zomato Limited) for nearly eight years, where she has significantly contributed to the organization's success and long-term strategic objectives through her proficiency in taxation, combined with her deep financial and business acumen.

The Company is in receipt of the following from Ms. Ruby:

1. consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and
2. intimation in Form DIR 8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Members may note that in this regard, the Company has received a notice from a member proposing candidature of Ms. Ruby Hemant Kumar Jain, for the office of Director in terms of Section 160 of the Companies Act, 2013.

All the documents referred to in Note 6 of this Notice will be available for inspection at the registered office of the Company during office hours on working days upto the date of AGM and also at the meeting.

Save and except Ms. Ruby Hemant Kumar Jain and her relatives, none of the other director(s) of the Company or their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 3.

The board of directors of the Company recommends the resolution set out at item no. 3 for approval of shareholders as ordinary resolution.

Item No. 4

This is to inform the members that under Section 161 of the Companies Act, 2013 ("the Act") the board of directors at its meeting held on July 17, 2025, appointed Mr. Aditya Nath (DIN: 10818991) as an Additional Non-Executive Non-Independent Director of the Company w.e.f. July 17, 2025.

In terms of Section 161(1) of the Act, Mr. Aditya Nath shall hold office upto the date of this annual general meeting and is eligible for appointment as a Non-Executive Non-Independent Director of the Company.

Mr. Aditya Nath has been with Eternal Limited (formerly known as Zomato Limited) since 2019 and has overall experience of approximately 15 years in finance and accounting. His expertise in financial management, combined with his visionary leadership, has significantly contributed to the Company's success and long-term objectives. He was part of the core team for IPO preparation, documentation and eventual listing of EL. Before working in EL, he has worked with Bajaj Allianz Life Insurance and Max Life Insurance.

The Company is in receipt of the following from Mr. Aditya:

1. consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
2. intimation in Form DIR 8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Members may note that in this regard, the Company has received a notice from a member proposing candidature of Mr. Aditya Nath, for the office of Director in terms of Section 160 of the Companies Act, 2013.

All the documents referred to in Note 6 of this Notice will be available for inspection at the registered office of the Company during office hours on working days upto the date of AGM and also at the meeting.

Save and except Mr. Aditya Nath and his relatives, none of the other director(s) of the Company or their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4.

The board of directors of the Company recommends the resolution set out at item no. 4 for approval of shareholders as ordinary resolution.

For and on behalf of the Board
Wasteland Entertainment Private Limited

Sd/-
Ruby Hemant Kumar Jain
Additional Director
DIN: 10908984
Address: House No. - A401, Building No - EC-1,
Emerald Court, Essel Towers, MG Rd, Sec. 28
Galleria DLF-IV, Dist. Gurgaon, Haryana – 122098

Date: 17.07.2025
Place: Gurugram

ANNEXURE II

Information of director seeking appointment/ re-appointment at the forthcoming annual general meeting (pursuant to the Secretarial Standard 2 issued by the Institute of Company Secretaries of India and other applicable laws):

S. No.	Name of the Director	Deepak Ahluwalia	Ruby Hemant Kumar Jain	Mr. Aditya Nath
1.	Directors Identification Number (DIN)	10353564	10908984	10818991
2.	Age	48 years (09.06.1977)	37 years (12.09.1987)	38 years (01.10.1986)
3.	Original date of appointment	September 30, 2024	January 17, 2025	July 17, 2025
4.	Qualifications	Member of the Institute of Chartered Accountants of India	Member of the Institute of Chartered Accountants of India	Member of the Institute of Chartered Accountants of India
5.	Experience and nature of expertise in specific functional area	Mr. Deepak Ahluwalia has vast experience of more than 25 years out of which almost 10 years in Eternal Limited (formerly known as 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.	Refer Explanatory Statement of Item No. 3	Refer Explanatory Statement of Item No. 4
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 2024-25	6	Not Applicable	Not Applicable
10.	Terms and conditions of appointment/ re-appointment	Non-Executive Non-Independent Director liable to retire by rotation	Non-Executive Non-Independent Director liable to retire by rotation	Non-Executive Non-Independent Director liable to retire by rotation
11.	Relationship with other Directors and key managerial personnel of the Company	Nil	Nil	Nil

12.	Directorships held in other companies in India	1. Tonguestun Food Network Private Limited 2. Carthero Technologies Private Limited 3. Zomato Food Private Limited 4. Zomato Local Services Private Limited 5. Zomato Entertainment Private Limited 6. Zomato Payments Private Limited	1. Blink Commerce Private Limited 2. Zomato Financial Services Limited 3. Zomato Local Services Private Limited 4. Carthero Technologies Private Limited 5. Zomato Hyperpure Private Limited 6. Zomato Foods Private Limited 7. Orbgen Technologies Private Limited 8. Tonguestun Food Network Private Limited	1. Zomato Financial Services Limited
13.	Membership/ Chairmanship of Committees of other Boards	Nil	Nil	Nil

ANNEXURE III

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 : 1108-Eleventh Floor, Techno IT Park, Near Eskay Resorts, Near Times Square Restaurant, Link Road, Borivali West, Mumbai, Maharashtra - 400092

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 10th Annual General Meeting of the Company to be held on Monday, August 11, 2025 at 01:00 P.M. at Tower 3, International Tech Park Gurgaon (ITPG) Capitaland, Block 3, Sector 59, Gurgaon – 122101 or any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Description of resolutions	For	Against
Ordinary Business(es)			
1.	To consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2025, together with the reports of the board of directors and of the auditors thereon		

2.	To appoint a director in place of Mr. Deepak Ahluwalia (DIN: 10353564), who retires by rotation and being eligible, offers himself for re-appointment as a Director		
Special Business(es)			
3.	To appoint Ms. Ruby Hemant Kumar Jain (DIN: 10908984) as a Director of the Company		
4.	To appoint Mr. Aditya Nath (DIN: 10818991) as a Director of the Company		

Affix
Revenue
Stamp

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

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 IV

WASTELAND ENTERTAINMENT PRIVATE LIMITED
CIN: U74120MH2015PTC271160
Registered Office: 1108-Eleventh Floor, Techno IT Park, Near Eskay Resorts, Near Times Square Restaurant, Link Road, Borivali West, Mumbai, Maharashtra – 400092
Telephone Number: 0124-426 8565, Email ID: info@eternal.com

10TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

Name of the Member / Proxy:	
Address:	
Folio No. / DP ID - Client ID No.:	
Number of Shares held:	

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my presence at the 10th Annual General Meeting of the Company being held on Monday, August 11, 2025 at 01:00 P.M. at Tower 3, International Tech Park Gurgaon (ITPG) Capitaland, Block 3, Sector 59, Gurgaon – 122101.

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