

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of Reverie Language Technologies Limited (Formerly Reverie Language Technologies Private Limited) will be held on Friday, August 27, 2021 at 05:30p.m. through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditor thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Sachindra Kumar Mohanty, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sachindra Kumar Mohanty (DIN: 02875267), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Regn. No.: 117366W/ W-100018), be and are hereby appointed as Statutory Auditor of the Company, for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Seventeenth Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

4. To approve increase in the Authorised Share Capital of the Company, and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to alter the Authorised Share Capital of the Company from the existing Authorised Share Capital of Rs. 6,17,530 (Rupees six lakh seventeen thousand five hundred and thirty only) comprising 19,753 (Nineteen thousand seven hundred and fifty three) Equity Shares of Rs. 10 (Rupees ten only) each and 4,200 (four thousand two hundred) Preference Shares of Rs.100 (Rupees one hundred only) each to Rs. 6,70,000 (Rupees six lakh seventy thousand only) comprising of 25,000 (Twenty five thousand) Equity Shares of Rs. 10 (Rupees ten only) each and 4,200 (Four thousand two hundred) Preference Shares of Rs.100 (Rupees one hundred only) each;

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorised Share Capital of the Company is Rs. 6,70,000 (Rupees six lakh seventy thousand only), divided into 25,000 (Twenty five thousand) Equity Shares of face value of Rs. 10 (Rupees ten only) each and 4,200 (Four thousand two hundred) Preference Shares of face value of Rs.100 (Rupees one hundred only) each, with the power to the Board to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.’

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Nikki Srivastava
Company Secretary

Date : August 03, 2021
Place : Ghaziabad

Registered Office:
5th Floor, Avana Building No 884/327/39,
Ibblur Village, Sarjapura Road, Bengaluru - 560102
CIN: U74900KA2009PLC051482
Website: www.reverieinc.com
Tel.: +91-80-471-06606

Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“ MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020, and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (the “Act”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
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 the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is enclosed herewith.
8. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@reverieinc.com
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before T h u r s d a y , A u g u s t _ 1 9 , 2 0 2 1 through email on cs@reverieinc.com. The same will be replied by the Company suitably.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. In terms of the provisions of Section 152 of the Act, Mr. Sachindra Kumar Mohanty, Director, retires by rotation at the Meeting. The Board of Directors of the Company r e c o m m e n d his re-appointment.

Mr. Sachindra Kumar Mohanty is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except Mr. Sachindra Kumar Mohanty and his relative(s), none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.

13. Keeping in view the requirements set out in the Act, the Board of Directors of the Company have recommended the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Regn. No. 117366W/ W-100018) as Statutory Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Meeting till the conclusion of the Seventeenth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants has consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members. None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice which relates to appointment of Auditors of the Company.

14. As per Article 3.14 of the Articles of Association of the Company "*Voting on all matters to be considered at a general meeting of the Company shall be by way of a poll.*" Accordingly, voting by show of hands would not be available at the meeting.
15. The Board of Directors of the Company has appointed Mr. Gantayettu Bala Bhaskar Babuji, Company Secretary (FCS 1182) as a scrutinizer to scrutinize the polling process and submit the results of poll.
16. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.
17. Members shall cast their vote only by sending their votes by email from their email address which is registered with the Company and shall only be sent to the designated email address to the email id of the Scrutinizer i.e. gbbbabuji@yahoo.co.in.
18. In the event a member has not yet registered his/her email address, the same may be done now by emailing the Company at the designated email address of the Company at cs@reverieinc.com.
19. Details of Directors retiring by rotation at this Meeting are provided in the "**Annexure I**" to the Notice.
20. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as "**Annexure II**".

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

Considering the business plan and fund requirements of the Company, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 6,17,530 (Rupees six lakh seventeen thousand five hundred and thirty only) comprising 19,753 (nineteen thousand seven hundred and fifty three) Equity Shares of face value of Rs. 10 (Rupees ten only) each and 4,200 (Four thousand two hundred) Preference Shares of face value of Rs.100 (Rupees one hundred only) each to Rs. 6,70,000 (Rupees six lakh seventy thousand only) comprising of 25,000 (Twenty five thousand) Equity Shares of face value of Rs. 10 (Rupees ten only) each and 4,200 (Four thousand two hundred) Preference Shares of Rs.100 (Rupees one hundred only) each.

The Board of Directors, at their meeting held on July 20, 2021, has proposed to increase the authorised share capital of the Company. The proposed increase of authorised share capital requires the approval of the Members of the Company. Consequent upon increase in the authorised share capital, the Memorandum of Association will require alteration so as to reflect the increase in the authorised share capital.

Accordingly, the Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding interest, if any, in the Company, set out at Item No. 4 of the Notice.

By Order of the Board of Directors

Nikki Srivastava
Company Secretary

Date : August 03, 2021
Place : Ghaziabad

Registered Office:

5th Floor, Avana Building No 884/327/39,
Ibblur Village, Sarjapura Road, Bengaluru - 560102
CIN: U74900KA2009PLC051482
Website: www.reverieinc.com
Tel.: +91-80-471-06606

Details of Director retiring by rotation at this Meeting

Mr. Sachindra Kumar Mohanty	
Age	62
Qualifications	M Des (IIT-B)
Experience (including expertise in specific functional area) / Brief Resume	He has been working with Reverie since 2010. He is responsible for Font Designing.
Terms and Conditions of Re-appointment	Non-executive director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	04.01.2010
Shareholding in the Company as on March 31, 2021	544 equity shares of 10/- each
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director
Number of meetings of the Board attended during the financial year (2020-21)	2
Directorships of other Boards as on March 31, 2021	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	N.A.

By Order of the Board of Directors

Nikki Srivastava
Company Secretary

Date : August 03, 2021

Place : Ghaziabad

Registered Office:

5th Floor, Avana Building No 884/327/39,
 Ibbalur Village, Sarjapura Road, Bengaluru - 560102
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Annexure II

1. Members would have received an email from the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. The Meeting through video-conference would be conducted through “JioMeet” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

<https://jiomeetpro.jio.com/shortener?meetingId=7633386986&pwd=j4CLx>

or enter below Meeting ID to join meeting by entering the Password.

Meeting ID: 763 338 6986

Password: j4CLx

Detailed instructions on installing Jio Meet is attached as **Annexure III**.

3. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
4. E-mail address of the Company Secretary of the Company, Ms. Nikki Srivastava cs@reverieinc.com is designated for correspondences and all other purposes related to the Meeting.
5. For any assistance (including with technology) before or during the Meeting, members may contact Ms. Nikki Srivastava on +91-9910171331.

Annexure III

1. Members would have received an email from Ms. Nikki Srivastava, Company Secretary of the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting. Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link from the email invitation/calendar events

□

System will prompt you to download JioMeet App from respective Appstore / Playstore

□

Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the meeting without login

□

Once installed, click on invitation once again on meeting link from the email invitation/calendar events You will be prompted to start JioMeet App.

□

State your name & mention meeting code (10-digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)

□

Click on “**Join meeting**” option

□

You will Join the meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the <https://jiomeet.jio.com> using **Google Chrome** browser

□

Simply click on “**Join A Meeting**” option from the website top panel.

□

A new Browser window would open. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)

□

You will enter the Meeting. Make sure you give permission to start your camera and the microphone may be kept on “Mute” when not speaking.