

## NOTICE

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the members of Reverie Language Technologies Limited will be held on Tuesday, September 22, 2020 at 01:00 p.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, 2020 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, 2020 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. Arvind Pani, 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. Arvind Pani (DIN: 00936914), 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. Chaturvedi & Shah LLP, Chartered Accountants (ICAI Firm Regn. No.: 101720W/W100355), 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 Sixteenth 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.”

**By Order of the Board of Directors**

**Arvind Pani**  
**Whole Time Director**  
**DIN: 00936914**

Date : August 29, 2020  
Place : Bengaluru

**Registered Office:**  
5th Floor, Avana Building No. 884/327/39  
Ibblur Village, Sarjapura Road,

Bengaluru 560102, Karnataka, India  
CIN: U74900KA2009PTC051482  
Website: [www.reverieinc.com](http://www.reverieinc.com)  
E-mail: [cs@reverieinc.com](mailto:cs@reverieinc.com)  
Tel.: 8047106606

**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 and April 13, 2020 (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 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.reverieinc.com](http://www.reverieinc.com).
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. 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 [arvind.pani@reverieinc.com](mailto:arvind.pani@reverieinc.com).
8. 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 Monday, September 14, 2020 through email on [arvind.pani@reverieinc.com](mailto:arvind.pani@reverieinc.com). The same will be replied by the Company suitably.

9. 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.
10. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. In terms of the provisions of Section 152 of the Act, Mr. Arvind Pani, Director, retires by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.

Mr. Arvind Pani is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Mr. Vivekananda Pani, being relative of Mr. Arvind Pani, may be deemed to be interested in the Ordinary Resolution set out at Item No. 2. Save and except the above, 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.

12. Keeping in view the requirements set out in the Act, the Board of Directors of the Company have recommended the appointment of M/s. Chaturvedi & Shah LLP, Chartered Accountants (ICAI Firm Regn. No. 101720W/W100355) 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 Sixteenth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s. Chaturvedi & Shah 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.

13. 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.
14. The Board of Directors of the Company has appointed Mr. Atma Dhoundhiyal, Company Secretary (FCS 2154) - Proprietor Dhoundhiyal Atma & Associates as a scrutinizer to scrutinize the polling process and submit the results of poll.
15. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.
16. 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. [atmadhoundhiyal@gmail.com](mailto:atmadhoundhiyal@gmail.com)
17. 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 [arvind.pani@reverieinc.com](mailto:arvind.pani@reverieinc.com)
18. Details of Directors retiring by rotation at this Meeting are provided in the "**Annexure I**" to the Notice.

19. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as "**Annexure II**".

**Annexure I**

**Other details of Directors retiring by rotation at the ensuing Annual General Meeting are as under:**

<b>Mr. Arvind Pani</b>	
Age	46
Qualifications	B-Tech
Experience (including expertise in specific functional area) / Brief Resume	Mr. Arvind Pani is a B. Tech graduate from National Institute of Technology Rourkela. He has an overall work experience of around 20 years. He has wide experience in engineering domain. He has started his career with Intel Technology.
Terms and Conditions of Re-appointment	Whole Time director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Fixed: INR 1,00,00,000 (Annually) as on March 31, 2020 Variable: INR 20,00,000 (Annually) as on March 31, 2020
Remuneration proposed to be paid	Fixed: INR 1,00,00,000 (Annually) Variable: INR 20,00,000 (Annually)
Date of first appointment on the Board	12.11.2009
Shareholding in the Company as on March 31, 2020	1378 equity shares
Relationship with other Directors / Key Managerial Personnel	Relative (Brother) of Mr. Vivekananda Pani and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2019-20)	08
Directorships of other Boards as on March 31, 2020	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Nil

**By Order of the Board of Directors**

**Arvind Pani**  
**Whole Time Director**  
**DIN: 00936914**

Date : August 29, 2020  
 Place : Bengaluru  
**Registered Office:**  
 5th Floor, Avana Building No. 884/327/39  
 Ibbur Village, Sarjapura Road,  
 Bengaluru 560102, Karnataka, India  
 CIN: U74900KA2009PTC051482  
 Website: [www.reverieinc.com](http://www.reverieinc.com)  
 E-mail: [cs@reverieinc.com](mailto:cs@reverieinc.com)  
 Tel.: 8047106606

## Annexure II

1. Members would have received an email from the Whole Time Director, Mr. Arvind Pani 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.