

**Transcript of Twelfth Annual General Meeting of Reverie Language Technologies Limited held on Friday, August 27, 2021 at 5:30 P.M. through Video Conferencing.**

Ms. Nikki Srivastava, Company Secretary:

Good Evening!

Dear Members, Directors, Auditor and others present at the meeting, I, Nikki Srivastava, Company Secretary of the Company welcome all of you to the meeting.

This meeting is conducted through video conference from the registered office of the Company (the deemed venue of the meeting).

Mr. Arvind Pani, Mr. Vivekananda Pani and Mr. Sachindra Kumar Mohanty, Directors are present in the Meeting.

Representatives of the Statutory Auditor is also present.

Request the Members personally present to elect the Chairman for the meeting under section 104(1) of the Companies Act, 2013 by show of hands.

Mr. Vivekananda Pani:

I propose Mr. Arvind Pani as Chairman of the meeting.

Mr. Sachindra Kumar Mohanty:

I propose Mr. Arvind Pani as Chairman of the meeting.

Mr. Arvind Pani, Chairman:

It is 05:30 P.M. and time to start the Annual General Meeting of Reverie Language Technologies Limited.

I welcome all of you to the Twelfth Annual General Meeting of the Company.

Considering the present Covid -19 pandemic, the Ministry of Corporate Affairs (MCA), in compliance with various circulars, permitted holding of the Annual General Meeting ("Meeting") through Video Conference ("VC") / Other Audit Visual Means ("OAVM") without the physical presence of the Members at a common venue. Accordingly, the Meeting is being held through video-conference.

The Company has taken all feasible steps to ensure that the Members are provided an opportunity to participate in the Meeting and vote. The Company has provided adequate VC facility to the Members to participate in this Meeting and also vote.

The Company have arranged the facility of voting through e-poll papers in respect of the items of business to be transacted at the Meeting. Mr. Gantayettu Bala Bhaskar Babuji, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinise the voting process in a fair and transparent manner and the Scrutinizer is present at the Meeting.

Members / Representatives attending the meeting through VC would be considered for the purpose of

quorum under Section 103 of the Companies Act, 2013.

Requisite quorum is present and therefore I call the Meeting to the order.

Authorization has been lodged with the Company for 15,971 equity shares representing 82.86 percent of the Company's equity share capital.

The Company Secretary has confirmed that the Company has not received any query from the Members on the designated email address mentioned in the Notice calling the Meeting.

The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and the Auditor's Report of the Company for the financial period ended 31st March, 2021 and documents referred in the notice convening this Meeting are available and will remain accessible to the Members for electronic inspection, if they so desire, till the conclusion of the Meeting.

Dear Members,

Notice dated August 03, 2021 convening this Meeting along with a copy of the Annual Report for the year ended March 31, 2021 has already been circulated to the Members of the Company electronically, pursuant to the MCA Circulars.

With your permission, I shall take the same as read.

The Auditors' Report on the financial statement for the year ended March 31, 2021 does not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, the Report is not required to be read out, as provided in the Companies Act, 2013.

I now move the resolution for item number 1 of the Notice:

**ITEM NO. 1:** Consideration and adoption of 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, by way of ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Section 129(2) of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Jyoti Jain, member of the Company propose the resolution.

Sir, I, Vivekananda Pani, member of the Company second the resolution.

Mr. Arvind Pani, Chairman:

I request the Members to seek clarification, if any, pertaining to this item of business.  
(None of the Members of the Company sought any clarification.)

Thereafter, Mr. Arvind Pani, Chairman read the 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.”

I now move the resolution for Item Number 2 of the Notice.

**Item No. 2:** Appointment of Mr. Sachindra Kumar Mohanty, who retires by rotation, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Section 152(6) of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Jyoti Jain, member of the Company propose the resolution.

Sir, I, Vivekananda Pani, member of the Company second the resolution.

Mr. Arvind Pani, Chairman:

I request the Members to seek clarification, if any, pertaining to this item of business.  
(None of the Members of the Company sought any clarification.)

Thereafter, Mr. Arvind Pani, Chairman read the 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.”

I now move the resolution for Item Number 3 of the Notice.

**Item No. 3:** Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Sections 139 and 142 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Jyoti Jain, member of the Company propose the resolution.

Sir, I, Vivekananda Pani, member of the Company second the resolution.

Mr. Arvind Pani, Chairman:

I request the Members to seek clarification, if any, pertaining to this item of business.  
(None of the Members of the Company sought any clarification.)

Thereafter, Mr. Arvind Pani, Chairman read the 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.”

I now move the resolution for Item Number 4 of the Notice.

**Item No. 4:** Increase in the Authorised Share Capital of the Company, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Sections 13 and 61 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Jyoti Jain, member of the Company propose the resolution.

Sir, I, Vivekananda Pani, member of the Company second the resolution.

Mr. Arvind Pani, Chairman:

I request the Members to seek clarification, if any, pertaining to this item of business.  
(None of the Members of the Company sought any clarification.)

Thereafter, Mr. Arvind Pani, Chairman read the 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 reenactment 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.”

I order a poll to be taken and stated that the Members could cast their votes through e-Poll paper circulated to the registered email ID of the Members.

I request Ms. Nikki Srivastava, Company Secretary to ensure orderly conduct of the poll and address any queries or clarification as might be required by the Members with respect to voting.

I request the Scrutinizer to scrutinize votes and to submit report on poll result to me. On receipt of the Scrutinizer’s Report, the Company Secretary should declare the results of the Poll under my instruction.

The Members present thereafter completed the process of poll by sending their votes via email to the Scrutinizer from their registered email address.

I announce that all the business set out in the Notice of this meeting had been considered and the meeting stands closed.

Thank you.

I, Jyoti Jain, propose a vote of thanks to the Chairman.

Thank you.

Mr. Arvind Pani, Chairman: Thank you Mr. Jyoti Jain.

The Meeting concluded at 5:40 PM IST.