Registered Office: 5th Floor, Avana Building No 884/327/39, Ibblur Village, Sarjapura Road Bengaluru, Karnataka 560102

Email: cs@reverieinc.com|| Tel: 8047106606 || Website: www.reverieinc.com

Notice

Notice is hereby given that an Extraordinary General Meeting of the members of Reverie Language Technologies Limited will be held at shorter notice on **Friday**, **February 02**, **2024** at **12:30 p.m.** (**IST**) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following **special business:**

- 1. To re-appoint Mr. Arvind Pani, as Whole Time Director and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
 - "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Arvind Pani (DIN: 00936914), as the Whole Time Director, being liable to retire by rotation, designated as Chief Executive Officer, for a period of three (3) years, on expiry of his present term of office, i.e., with effect from March 21, 2024 upto March 20, 2027, on terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Arvind Pani, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

- 2. To re-appoint Mr. Vivekananda Pani, as Whole Time Director and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
 - "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Vivekananda Pani (DIN: 01012763), as the Whole Time Director, being liable to retire by rotation, designated as Chief Technical Officer, for a period of three (3) years, on expiry of his present term of office, i.e., with effect from March 21, 2024 upto March 20, 2027, on terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vivekananda Pani, subject to the same not

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exceeding the limits specified under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

By Order of the Board of Directors





Date: February 01, 2024

Place: Mumbai

Registered Office:

5th Floor, Avana Building No 884/327/39, Ibblur Village, Sarjapura Road, Bengaluru -560102, Karnataka.

CIN: U74900KA2009PLC051482

E-mail: cs@reverieinc.com

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NOTES:

- 1. The Ministry of Corporate Affairs ("MCA"), has vide its circulars dated September 25, 2023 read together with circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars"), permitted the holding of Extraordinary General Meeting ("EGM" or "Meeting") through VC or OAVM, without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars, the Meeting of the Company is being convened and conducted through VC/OAVM and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. The deemed venue for the EGM shall be the Registered Office of the Company.
- 2. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. However, since this Meeting is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and proxies are not permitted to attend and/or vote at this Meeting. Hence, the Proxy Form is not annexed hereto.
- 3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at preetha.r@ril.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
- 4. Members / Representatives attending the Meeting through VC/OAVM would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.
- 5. Since the Meeting will be held through VC/OAVM, the route map of the venue of the Meeting is not required to be annexed hereto.
- 6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is enclosed herewith.
- 7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at preetha.r@ril.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection during the Meeting.
- 8. 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.

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- 9. 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.
- 10. The Board of Directors of the Company has appointed Mr. Keyur H Mirani, Practicing Company Secretary (ACS 26354) as a scrutinizer to scrutinize the polling process and submit the results of poll.
- 11. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.
- 12. 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 email id of the Scrutinizer i.e., mirani.keyur@gmail.com.
- 13. Detailed instructions to attend, participate and vote at the Meeting through VC/OAVM is attached as **Annexure I**.
- 14. The Meeting will be convened at shorter notice after obtaining consent of members as per the provisions of the Companies Act, 2013, read with the Articles of Association of the Company in respect of which a format of the written consent is attached as **Annexure II**. The members may either give written consent in the format as attached or by way of an email confirmation at preetha.r@ril.com.

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

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

Item No. 1:

The Board of Directors of the Company (the "**Board**") at its meeting held on January 12, 2024, has subject to the approval of members, re-appointed Mr. Arvind Pani (DIN: 00936914), as the Whole Time Director, for a period of 3 (years) years on expiry of his present term of office, i.e. with effect from March 21, 2024, on the terms and conditions including remuneration for a period of 3 (three) years as approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Arvind Pani as Whole Time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Arvind Pani are as follows:

(a) Salary, Perquisites, Allowances per annum

(Rs. in Lakhs)

Salary, Perquisites and Allowances	120
------------------------------------	-----

(b) Contribution to provident fund, superannuation or annuity fund, gratuity etc.:

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) **Increment / Incentives**

Increment in salary / incentive / bonus / performance linked incentive, payable to Mr. Arvind Pani, as may be determined by the Board, shall be in addition to the remuneration under (a) above.

(d) General:

- (i) Mr. Arvind Pani shall perform his duties as such with regard to work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board, from time to time.
- (ii) Mr. Arvind Pani shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

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(iii) Mr. Arvind Pani shall adhere to the Company's Code of Conduct.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Arvind Pani under Section 190 of the Act.

Mr. Arvind Pani satisfies conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to get re-appointed as Whole-time Director. Details of Mr. Arvind Pani pursuant to the provisions of the Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, are provided in the "Annexure A" to the Notice. '

The statement containing additional information as required under Schedule V to the Act are annexed to the Notice.

Save and except Mr. Arvind Pani and Mr. Vivekananda Pani, being related to Mr. Arvind Pani, none of the Directors / Key Managerial Personnel / their relatives are not in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board of Directors commend the Special Resolution as set out under Item No. 1 of the Notice for the approval by the members.

Item No. 2:

The Board of Directors of the Company (the "**Board**") at its meeting held on January 12, 2024, has subject to the approval of members, re-appointed Mr. Vivekananda Pani (DIN: 01012763), as the Whole Time Director, for a period of 3 (years) years on expiry of his present term of office, i.e. with effect from March 21, 2024, on the terms and conditions including remuneration for a period of 3 (three) years as approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Vivekananda Pani as Whole Time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Vivekananda Pani are as follows:

(a) Salary, Perquisites, Allowances per annum

(Rs. in Lakhs)

	(
Salary, Perquisites and Allowances	120

(c) Contribution to provident fund, superannuation or annuity fund, gratuity etc.:

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

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(c) **Increment / Incentives**

Increment in salary / incentive / bonus / performance linked incentive, payable to Mr. Vivekananda Pani, as may be determined by the Board, shall be in addition to the remuneration under (a) above.

(d) General:

- (i) Mr. Vivekananda Pani shall perform his duties as such with regard to work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board, from time to time.
- (ii) Mr. Vivekananda Pani shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii)Mr. Vivekananda Pani shall adhere to the Company's Code of Conduct.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Vivekananda Pani under Section 190 of the Act.

Mr. Vivekananda Pani satisfies conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to get re-appointed as Whole-time Director.

Details of Mr. Vivekananda Pani pursuant to the provisions of the Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, are provided in the "Annexure A" to the Notice. `

The statement containing additional information as required under Schedule V to the Act are annexed to the Notice.

Save and except Mr. Vivekananda Pani and Mr. Arvind Pani, being related to Mr. Vivekananda Pani, none of the Directors / Key Managerial Personnel / their relatives are not in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board of Directors commend the Special Resolution as set out under Item No. 2 of the Notice for the approval by the members.

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By Order of the Board of Directors



Bangalore a period

Director

Date: February 01, 2024

Place: Mumbai

Registered Office:

5th Floor, Avana Building No 884/327/39, Ibblur Village, Sarjapura Road, Bengaluru -560102, Karnataka.

CIN: U74900KA2009PLC051482

E-mail: cs@reverieinc.com

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THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information:

1. Nature of industry:

The Company is engaged in the business of enabling user engagement in multiple languages using new age technologies, by solving the problems of computing in various languages.

2. Date or expected date of commencement of commercial production:

Not Applicable, as the Company is into service industry and not into manufacturing / production.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable, since the Company was incorporated on November 12, 2009 and business activities have already commenced.

4. Financial performance based on given indicators:

(Amount in Lakhs)

		(Amount in Lakins)
PARTICULARS	MARCH 31,	MARCH 31,
	2023	2022
Revenue from operations	1,436.73	2,011.21
Add: Other Income	7.57	23.88
Total Revenue	1,444.30	2,035.09
Less: Expense	1,158.57	1,765.36
Profit/(Loss) before interest,	285.73	269.73
depreciation, amortisation and taxes		
(EBITDA)		
Less: Depreciation & Amortisation	16.82	16.55
Expenses		
Less: Finance Costs	1.51	0.40
Profit/(Loss) before tax	285.73	269.73
Tax expenses (deferred tax credit)	0	0
Profit/(Loss) after tax	285.73	269.73

5. Foreign investments or collaborations, if any:

The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.

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II. Information about the appointee:

1. Background details:

(a) Mr. Arvind Pani

Mr. Arvind Pani is a Co-Founder of the Company with a total experience of more than 25 years. His vision of bringing language equality for Indian internet users has enabled the Company to be recognized as a pioneer in this space. He has been with the Company since inception in 2009. He has completed his bachelor's in technology from National Institute of Technology (NIT) Rourkela.

(b) Mr. Vivekananda Pani

Mr. Vivekananda Pani is the Co-Founder and CTO of the Company. He has over 20 years of experience in the field of language computing and research and is widely recognized as an industry expert. His experience in this domain has been instrumental in the company's building products and technologies with unique differentiations. He has been with the company since inception in 2009. He has completed his bachelor's in technology from College of Engineering and Technology (CET) Bhubaneswar.

2. Past remuneration

(a) Mr. Arvind Pani

Rs. 1,20,00,000/- p.a. as on March 31, 2023

(b) Mr. Vivekananda Pani

Rs. 1,20,00,000/- p.a. as on March 31, 2023

3. Recognition or awards

(a) Mr. Arvind Pani

Nil

(b) Mr. Vivekananda Pani

Nil

4. Job profile and his suitability

(a) Mr. Arvind Pani

Mr. Arvind Pani as a Whole Time Director designated as Chief Executive Officer is required to perform such duties and exercise such powers as have been stated

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in the Employment Agreement or may from time to time be entrusted or conferred upon him by the Board.

Keeping in view his working with the Company, he is eminently suitable for the present position. The Company shall derive a lot of benefit from his diverse professional expertise and experience at Board level and as well as in operations of the Company.

He is the key person in strategic decision making on critical issues in the business and management of the Company.

(b) Mr. Vivekananda Pani

Mr. Vivekananda Pani as a Whole Time Director designated as Chief Technical Officer is required to perform such duties and exercise such powers as have been stated in the Employment Agreement or may from time to time be entrusted or conferred upon him by the Board.

Keeping in view his working with the Company, he is eminently suitable for the present position. The Company shall derive a lot of benefit from his diverse professional expertise and experience at Board level and as well as in operations of the Company.

He is the key person in strategic decision making on critical issues in the business and management of the Company.

5. Proposed Remuneration

(a) Mr. Arvind Pani

As per item no. 1 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.

(b) Mr. Vivekananda Pani

As per item no. 2 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The executive remuneration in the industry has been increasing significantly in last few years. Having regard to the type of industry, trends in industry, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Arvind Pani and Mr. Vivekananda Pani is appropriate. Also, there are no set standards for remuneration in the industry.

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Considering their rich experience, competence and the growth and development of the Company under their leadership, the terms of their remuneration are considered fair and reasonable.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

Mr. Arvind Pani and Mr. Vivekananda Pani does not have any pecuniary relationship with the Company other than the remuneration payable to them as Whole-Time Directors of the Company. Mr. Arvind Pani and Mr. Vivekananda Pani are related (brother) to each other.

III. Other information:

1. Reasons of loss or inadequate profits

Due to higher operational cost.

2. Steps taken or proposed to be taken for improvement

To reduce operational cost and improve future profits.

3. Expected increase in productivity and profits in measurable terms

On reduction of operational costs, it hopes to earn reasonable profits in future.

By Order of the Board of Directors

Preetha Rajeshkumar Director

Date: February 01, 2024

Place: Mumbai

Registered Office:

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CIN: U74900KA2009PLC051482

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Annexure A

Details of Directors seeking re-appointment at the Extraordinary General Meeting are as under:

Mr. Arvind Pani	
DIN: 00936914	
Age	49 years
Qualifications	B. Tech
Experience	Mr. Arvind Pani is a Co-Founder of the Company with a total experience of more than 25 years. His vision of bringing language equality for Indian internet users has enabled the Company to be recognized as a pioneer in this space. He has been with the Company since inception in 2009. He has completed his bachelor's in technology from National Institute of Technology (NIT) Rourkela.
Terms and conditions of appointment	Whole-time Director, liable to retire by rotation
Remuneration drawn in the Company for FY 2022-23	Rs. 1,20,00,000
Remuneration sought to be paid	As per existing terms and conditions.
Date of first appointment on the Board	November 12, 2009
Shareholding in the Company as on March 31, 2023	1378 Equity Shares.
Relation with any Directors / Key Managerial Personnel of	Relative (Brother) of Mr. Vivekananda Pani.
the Company	Save and except the above, not related to any other Director /Key Managerial Personnel.
Number of Meetings of the Board attended during the FY 2023-24	4
Directorships of other Boards as on March 31, 2023	NIL
Chairmanship/Membership of Committees of other Boards as on March 31, 2023	NA

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Mr. Vivekananda Pani DIN: 01012763		
Qualifications	B. Tech from College of Engineering and Technology, Bhubaneswar.	
Experience	Mr. Vivekananda Pani is the Co-Founder and CTO of the company. He has over 20 years of experience in the field of language computing and research and is widely recognized as an industry expert. His experience in this domain has been instrumental in the company's building products and technologies with unique differentiations. He has been with the company since inception in 2009. He has completed his bachelor's in technology from College of Engineering and Technology (CET) Bhubaneswar.	
Terms and conditions of appointment	Whole-time Director, liable to retire by rotation	
Remuneration drawn in the Company for FY 2022-23	Rs. 1,20,00,000	
Remuneration sought to be paid	As per existing terms and conditions.	
Date of first appointment on the Board	November 12, 2009	
Shareholding in the Company as on March 31, 2023	1378 Equity Shares.	
Relation with any Directors / Key Managerial Personnel of	Relative (Brother) of Mr. Arvind Pani.	
the Company	Save and except the above, not related to any other Director /Key Managerial Personnel.	
Number of Meetings of the Board attended during the FY 2023-24	4	
Directorships of other Boards as on March 31, 2023	NIL	
Chairmanship/Membership of Committees of other Boards as on March 31, 2023	NA	

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By Order of the Board of Directors

Preetha Rajeshkumar

Director

Date: February 01, 2024

Place: Mumbai

Registered Office:

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560102, Karnataka.

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Annexure I

Members are requested to note the following in accordance with the MCA circulars:

- 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 "Microsoft Teams" which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

Click here to join the meeting

Detailed instructions on installing Microsoft Teams are provided in **Annexure IA**.

- 3. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the commencement time of the Meeting.
- 4. E-mail address of the Director of the Company, Ms. Preetha Rajeshkumar i.e., preetha.r@ril.com is designated for correspondences / voting and all other purposes related to the Meeting.
- 5. For any assistance (including with technology) before or during the Meeting, members may contact Ms. Preetha Rajeshkumar on +91-8850309579.

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Annexure IA

- 1. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on "Join Microsoft Teams Meeting" option from the email. You will connect to the Meeting.
- 2. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

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

Open the email invitation using Google Chrome browser

Simply click on "Join Microsoft Teams Meeting" option from the email invitation / your calendar events.

A new Browser window would open. Select "Join on the web instead". Once you reach to the "Enter Name" prompt, enter your name and click "Join as a Guest"

You will enter the Meeting. Make sure you start your camera and the microphone may be kept on "Mute" when not speaking.

Option 2

For installing Microsoft Teams on your iPad / apple devices/ Android devices:

Click on "Join Microsoft Teams Meeting" from the email invitation/calendar events

System will prompt you to download Microsoft Teams

Download and Install Microsoft teams. Please do not try to login.

Once installed, click on invitation once again on "Join Microsoft Teams Meeting" from the email invitation/calendar events

You will be prompted to Microsoft Teams application

Click on "Join as a Guest" option

Type your Name and once again click on "Join as a Guest"

You will enter the Meeting. Make sure you start your camera and the microphone may be kept on "Mute" when not speaking.

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Annexure II

THE COMPANIES ACT, 2013 Consent by Shareholder for shorter notice [Pursuant to proviso to Section 101(1) of the Companies Act, 2013]

Date:

To The Board of Directors **Reverie Language Technologies Limited** 5th Floor, Avana Building No 884/327/39, Ibblur Village, Sarjapura Road, Bengaluru, Karnataka 560102.

I/We, [-], having our registered office/residence at [-], holding [-] equity shares of Rs. 10 each representing [-%] in the Company in my/our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold the extraordinary general meeting of the Company at shorter notice on Friday, February 02, 2024 through Video Conference or Other Audio Visual Means.

Signature: Name: Dated: