

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 receipt of consent from members) on **Monday, March 10, 2025 at 6.00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following **special businesses**:

1. To appoint Mr. Arvind Pani, as a Business Consultant and Holding an Office or Place of Profit and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and Its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), approval of the members be and is hereby accorded for the appointment Mr. Arvind Pani, Non-Executive Director (DIN: 00936914) of the Company, to hold the office or place of profit in the Company as “Business Consultant” by entering into Business Consultant Agreement for availing services, for a period of 1 year, commencing from March 11, 2025, at a consultancy fees of Rs.10,00,000/- per month (excluding taxes, if any);

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 appoint Mr. Vivekananda Pani, as a Consultant and Holding an Office or Place of Profit and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and Its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), approval of the members be and is hereby accorded for the appointment Mr. Vivekananda Pani, Non-Executive Director (DIN: 01012763) of the Company, to hold the office or place of profit in the Company as “Business Consultant” by entering into Business Consultant Agreement for availing services, for a period of 1 year, commencing from March 11, 2025, at a consultancy fees of Rs.10,00,000/- per month (excluding taxes, if any);

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

Sd/-

Preetha Rajeshkumar

Director

[DIN: 10370887]

Date : March 10, 2025

Place : Navi Mumbai

Registered Office:

Office -101, Saffron, Nr. Centre Point, Panchwati 5 Rasta,
Ambawadi, Ahmedabad, Gujarat, India, 380006.

CIN: U74900GJ2009PLC157721

E-mail: cs@reverieinc.com

Tel.: + 91 8047106606

Website: www.reverieinc.com

Registered Office
Office -101, Saffron, Nr. Centre
Point, Panchwati 5 Rasta,
Ambawadi, Ahmedabad-
380006, Gujarat, India

Corporate Office
5th Floor, Avana Building No.
884/327/39, Ibbur Village,
Sarjapura Road, Bengaluru-
560102, Karnataka, India

Branch Office
11th Floor, Unit No.1105, Kailash
Building, Connaught Place, KG
Marg, New Delhi,
110001, Delhi, India

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, December 28, 2022 and September 19, 2024 (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.
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.

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

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

Item No. 1 and 2:

The Board of Directors of the Company (the “Board”) at its meeting held on March 8, 2025 has, subject to the approval of members, appointed Mr. Arvind Pani (DIN: 00936914) and Mr. Vivekananda Pani (DIN: 01012763) Directors of the Company, as a Business Consultant, for a period of 1 year commencing from March 11, 2025.

As they are Directors of the Company, their appointment as Business Consultant may deemed to be considered as they are holding an office or place of profit in the Company, in terms of the provisions of Section 188 of the Companies Act, 2013 and the Companies (Meetings of the Board and Its Powers) Rules, 2014.

Following information sets out all material facts with respect to said related party transaction as per Rule 15 of the Companies (Meetings of Board and Its Powers) Rules 2014:

Sr. No.	Particular	Information
1.	Name of the related party	Mr. Arvind Pani and Mr. Vivekanand Pani
2.	Name of the director or key managerial personnel who is related, if any;	Mr. Arvind Pani and Mr. Vivekanand Pani, Directors of the Company
3.	Nature of relationship;	Mr. Arvind Pani and Mr. Vivekanand Pani, Directors of the Company
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	The draft Business Consultant Agreement is proposed to be entered with Mr. Arvind Pani and Mr. Vivekanand Pani to avail their services for period of 1 year commencing from March 11, 2025, respectively. The proposed monthly Consultancy fees is Rs. 10,00,000/- each.
4.	any other information relevant or important for the members to take a decision on the proposed resolution.	Both Mr. Arvind Pani and Mr. Vivekanand Pani are related to each other

Save and except Mr. Arvind Pani and Mr. Vivekananda Pani, being related to each other, 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 and 2 of the Notice.

The Board of Directors recommend the Ordinary Resolution as set out under Item No. 1 and 2 of the Notice for the approval by the members.

By Order of the Board of Directors

Sd/-

Preetha Rajeshkumar

Director

[DIN: 10370887]

Date : March 10, 2025

Place : Navi Mumbai

Registered Office:

Office -101, Saffron, Nr. Centre Point, Panchwati 5 Rasta,
Ambawadi, Ambawadi, Ahmedabad, Gujarat, India, 380006.

CIN: U74900GJ2009PLC157721

E-mail: cs@reverieinc.com

Tel.: + 91 8047106606

Website: www.reverieinc.com

Registered Office

Office -101, Saffron, Nr. Centre
Point, Panchwati 5 Rasta,
Ambawadi, Ahmedabad-
380006, Gujarat, India

Corporate Office

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

Branch Office

11th Floor, Unit No.1105, Kailash
Building, Connaught Place, KG
Marg, New Delhi,
110001, Delhi, India

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 8047106606.

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.

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
Office -101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta, Ambawadi,
Ahmedabad, Gujarat, India, 380006

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 Monday, March 10, 2025 through Video Conference or Other Audio Visual Means.

Signature:

Name:

Date: