

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, March 31, 2023 at 4 P.M. through Video Conferencing (“VC”) / Other Audio- Visual Means (“OAVM”) to transact the following special business:

1. To consider alteration of the articles of association of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to alter article 3.5 of the Articles of Association of the Company and the Articles of Association incorporating the said alteration, as circulated to the members, be and are hereby approved and adopted as the Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of the Company 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.”

2. To consider the appointment of Mr. Kiran Mathew Thomas 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 (“**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kiran Mathew Thomas (DIN: 02242745), who was appointed as an Additional Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors 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.”

3. To consider the appointment of Mr. Shubhradip Bose 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 (“**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shubhradip Bose (DIN: 10048742), who was appointed as an Additional Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors 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

Arti Dugar

Company Secretary

Date : March 30, 2023

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

Tel.: 022 79640353

Website: www.reverieinc.com

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide its circulars dated December 28, 2022 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 and May 05, 2022, (collectively referred to as '**MCA Circulars**'), permitted the holding of Extra-Ordinary General Meeting ("**Meeting**") through VC or **OAVM** without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 (the "**Act**"), and MCA Circulars, the Meeting of the Company is being convened and conducted through VC 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 Meeting shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, in ordinary times, 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 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 arti1.dugar@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.

Reverie Language Technologies Limited

CIN: U74900KA2009PLC051482

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

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

4. Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum under Section 103 of the Act 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, 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 Act, relating to the Special Business 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 arti1.dugar@ril.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting.
8. The Meeting will be convened at shorter notice after obtaining consent of members as per the provisions of the Act, read with the articles of association of the Company in respect of which a format of the written consent is attached as **Annexure I**. The members may either give written consent in the format as attached or by way of an email confirmation at arti1.dugar@ril.com.
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. Detailed instructions to attend, participate and vote at the Meeting through VC is attached as **Annexure II**.
11. 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.
12. The Board of Directors of the Company has appointed Mr. Keyur H Mirani, Company Secretary (ACS 26354) as a scrutinizer to scrutinize the polling process and submit the results of poll.
13. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.
14. 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.
15. 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 arti1.dugar@ril.com

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. 1:

The members may note that it is proposed to alter the existing article no. 3.5 of the Articles of Association of the Company. In terms of the existing provisions contained in the articles of association of the Company, the Acquirer Directors (i.e., Directors nominated by Jio Platforms Limited, holding company) shall not retire by rotation. It is proposed to delete such provisions from the said article.

The Board of Directors on March 13, 2023 has approved the alteration of Articles of Association of the Company.

The draft of the altered articles of association which incorporate the above alteration shall be available for inspection of the members of the Company as per Note 7 of the Notes to the accompanying Notice.

None of the Directors/Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of the Notice.

The Board commends the Special Resolution set out in the Notice for approval by the members.

Item No. 2 & 3:

The Board of Directors ('the Board') of the Company, pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, had appointed Mr. Kiran Mathew Thomas (DIN: 02242745) and Mr. Shubhradip Bose (DIN: 10048742) as Additional Directors of the Company with effect from March 14, 2023. They hold office as Additional Directors up to the date of ensuing Annual General Meeting in terms of Section 161(1) of the Act.

The above additional directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Details of the above directors 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.

Mr. Kiran Mathew Thomas and Mr. Shubhradip Bose are interested in the resolutions relating to their own appointment. Save and except Mr. Kiran Mathew Thomas and Mr. Shubhradip Bose none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 and 3 of the Notice respectively.

This statement may also be regarded as an appropriate disclosure under the Act.

The Board commends the Ordinary Resolutions set out at Item No. 2 and 3 of the Notice for approval by the members.

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By Order of the Board of Directors

Arti Dugar

Company Secretary

Date : March 30, 2023

Place : Mumbai

Registered Office:

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Annexure A

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

Mr. Kiran Mathew Thomas	
DIN: 02242745	
Age	50
Qualifications	Bachelor's degree in Electronics Engineering from the Cochin University of Science and Technology, India, and MBA from the Graduate School of Business, Stanford University, USA
Experience	He joined Reliance Group in the year 1997 and was part of the process automation group for Reliance Petroleum, during the start-up phase of Reliance's Jamnagar refinery project. In 2001, he was one of the initial members of the Reliance Infocomm start-up team, the Reliance group's venture in telecommunications. In 2005, he was a member of a core team that developed the initial business blueprint and plan for Reliance Retail. In 2010, he was one of the initial members of the Jio start up team. Prior to joining Reliance, he worked with Tata Unisys Limited, a leading IT consulting firm.
Terms and conditions of appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	March 14, 2023
Shareholding in the Company as on March 31, 2023	1
Relation with any Directors / Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the FY 2022-23	Not Applicable
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> • Reliance Jio Infocomm Limited • Reliance Payment Solutions Limited • Indiavidual Learning Limited • Jio Satellite Communications Limited • Jio Space Technology Limited • Addverb Technologies Limited • Jio Haptik Technologies Limited • Shopsense Retail Technologies Limited
Chairmanship/Membership of Committees of other Boards as on March 31, 2023	Reliance Jio Infocomm Limited <ul style="list-style-type: none"> • Risk Management Committee – Member Jio Platforms Limited <ul style="list-style-type: none"> • Risk Management Committee – Member

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Mr. Shubhradip Bose	
DIN: 10048742	
Age	35 years
Qualifications	He is a Fellow Member of the Institute of Company Secretaries of India, New Delhi. He also holds a Bachelor's degree in Accounting & Finance and Bachelor's degree in General Law.
Experience	He has over 10 years of experience in Corporate Laws and Securities Laws.
Terms and conditions of appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	March 14, 2023
Shareholding in the Company as on March 31, 2023	Nil
Relation with any Directors / Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the FY 2022-23	Not Applicable
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none">• Jio Television Distribution Holdings Private Limited• Jio Internet Distribution Holdings Private Limited• Jio Content Distribution Holdings Private Limited
Chairmanship/Membership of Committees of other Boards as on March 31, 2023	Jio Internet Distribution Holdings Private Limited <ul style="list-style-type: none">• Corporate Social Responsibility Committee – Member Jio Television Distribution Holdings Private Limited <ul style="list-style-type: none">• Corporate Social Responsibility Committee – Member Jio Content Distribution Holdings Private Limited <ul style="list-style-type: none">• Corporate Social Responsibility Committee – Member

By Order of the Board of Directors**Arti Dugar****Company Secretary**

Date : March 30, 2023

Place : Mumbai

Registered Office:5th Floor, Avana Building No
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Annexure I

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,
Bangalore, 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, March 31, 2023 through Video Conference or Other Audio-Visual Means.

Signature:

Name:

Dated:

Annexure II

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 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. Arti Dugar i.e. arti1.dugar@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 the Company Secretary, Ms. Arti Dugar on 022 79640353.

Annexure III

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 mail. 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.