

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of Reverie Language Technologies Limited will be held on Wednesday, August 21, 2024, at 3:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 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 statements of the Company for the financial year ended March 31, 2024 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. Vivekanand Pani (DIN: 01012763), 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. Vivekanand Pani (DIN: 01012763), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

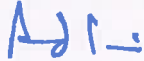
SPECIAL BUSINESS

3. To appoint Ms. Preetha Rajeshkumar 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), Ms. Preetha Rajeshkumar (DIN: 10370887), 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 her 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



Arvind Pani

Whole-Time Director

DIN: 00936914

Date : July 25, 2024

Place : Bengaluru

Registered Office:

5th Floor, Avana Building No. 884/327/39

Ibblur Village, Sarjapura Road,

Bengaluru 560102, Karnataka, India

CIN: U74900KA2009PLC051482

Website: www.reverieinc.com

E-mail: cs@reverieinc.com

Tel.: 022 79640353

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated September 25, 2023 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (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 and the 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 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participants. Members may note that the Notice will also be available on the Company's website www.reverieinc.com.
3. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
4. 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

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proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide email at arvind.pani@reverieinc.com, a certified true copy of the relevant Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting, before the commencement of the Meeting.
7. 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.
8. 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.
9. 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.
10. 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 Tuesday, July 30, 2024 by sending email on arvind.pani@reverieinc.com. The same will be replied by the Company suitably.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. In terms of the provisions of Section 152 of the Act, Mr. Vivekanand Pani, Director, retire by rotation at the Meeting. The Board of Directors of the Company recommend his re-appointment.
13. In terms of the provisions of Section 152 of the Act, Ms. Preetha Rajeshkumar, Additional Director, is being appointed as Director of the Company, liable to retire by rotation. The Board of Directors of the Company recommend her appointment.

Mr. Vivekanand Pani and Ms. Preetha Rajeshkumar are interested in the Ordinary Resolution set out at Item No. 2 and 3, respectively, of the Notice with regard to their re-appointments. 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 to 3 of the Notice.

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14. Details of Directors retiring by rotation/seeking appointment at this Meeting are provided in **"Annexure I"** to the Notice.
15. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM are provided in **"Annexure II"**.
16. 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.
17. 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.
18. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.
19. 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.
20. In the event a member has not yet registered his/her email address, the same may be done by sending an email to the Company at the designated email address of the Company arvind.pani@reverieinc.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:

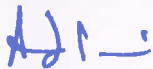
Item No. 3:

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 Ms. Preetha Rajeshkumar (DIN: 10370887) as an Additional Director of the Company with effect from October 30, 2023. She holds office as an Additional Director up to the date of this Annual General Meeting in terms of Section 161(1) of the Act. Ms. Preetha Rajeshkumar has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received notices under Section 160 of the Act from a member proposing the candidature of Ms. Preetha Rajeshkumar for the office of Director of the Company.

Details of Ms. Preetha Rajeshkumar are provided in the "Annexure I" to the Notice, pursuant to the provisions of the Secretarial Standard on General Meetings (SS2), issued by the Institute of Company Secretaries of India.

Ms. Preetha Rajeshkumar is interested in the resolution relating to her appointment. Save and except Ms. Preetha Rajeshkumar, 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. 3 of the Notice.

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

By Order of the Board of Directors**Arvind Pani****Whole-Time Director****DIN: 00936914**

Date : July 25, 2024

Place : Bengaluru

Registered Office:5th Floor, Avana Building No. 884/327/39

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Annexure I

Details of Directors retiring by rotation / seeking appointment at the Annual General Meeting are as under:

| Name | Mr. Vivekananda Pani | Ms. Preetha Rajeshkumar |
|---|---|---|
| DIN | 01012763 | 10370887 |
| Age | 48 years | 24 years |
| Qualifications | B. Tech from College of Engineering and Technology, Bhubaneswar. | B.com and Company Secretary |
| 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. | Ms. Preetha Rajeshkumar is a commerce graduate and is a qualified Company Secretary from the Institute of Company Secretaries of India. She has over 2 years of experience in Corporate Laws and Securities Laws. |
| Terms and conditions of appointment | Whole-time Director, liable to retire by rotation | Non-executive Director, liable to retire by rotation |
| Remuneration drawn in the Company for FY 2023-24 | Rs.92. 24 Lakhs | Nil |
| Remuneration sought to be paid | As per existing terms and conditions. | N.A. |
| Date of first appointment on the Board | November 12, 2009 | October 30, 2023 |
| Shareholding in the Company as on March 31, 2024 | 1378 Equity Shares. | Nil |
| Relation with any Directors / Key Managerial Personnel of the Company | Relative (Brother) of Mr. Arvind Pani. Save and except the above, not related to any other Director /Key Managerial Personnel. | Not related to any Director / Key Managerial Personnel |
| Number of Meetings of the Board attended during the FY 2023-24 | 4 | 1 |
| Directorships of other Boards as on March 31, 2024 | - | <ul style="list-style-type: none"> • Jio Content Distribution Holdings Private Limited • Jio Internet Distribution Holdings Private Limited • Jio Television Distribution Holdings Private Limited |

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| | | |
|--|---|---|
| Chairmanship/Membership of Committees of other Boards as on March 31, 2024 | - | <p><u>Jio Content Distribution Holdings Private Limited</u></p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Member <p><u>Jio Internet Distribution Holdings Private Limited</u></p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Member <p><u>Jio Television Distribution Holdings Private Limited</u></p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Member |
|--|---|---|

By Order of the Board of Directors



Arvind Pani
Whole-Time Director
DIN: 00938914
 Date : July 25, 2024
 Place : Bengaluru

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 5th Floor, Avana Building No. 884/327/39
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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 – Meeting link to be updated](#)

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 Director of the Company, Mr. Arvind Pani i.e. arvind.pani@reverieinc.com is designated for correspondences and all other purposes related to the Meeting.
5. For any assistance (including with technology) before or during the Meeting, members may contact, Mr. Arvind Pani on 022 79640353.

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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 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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