

Reverie Language Technologies Limited

CIN: U74900KA2009PLC051482

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 the Fourteenth Annual General Meeting of the members of Reverie Language Technologies Limited will be held on Wednesday, June 07, 2023, at 11:30 a.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, 2023 and the reports of the Board of Directors and Auditors 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, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Arvind Pani, 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. Arvind Pani (DIN: 00936914), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

3. To appoint Mr. Anish Keshavlal Shah, 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. Anish Keshavlal Shah (DIN: 07205243), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

By Order of the Board of Directors

Preetha Rajeshkumar
Company Secretary

Date : May 14, 2023

Place : Mumbai

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Tel.: 022 79640353

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Notes:

1. The Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 5, 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 2022-23 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. 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 proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide email at preetha.r@ril.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.
6. 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.
7. 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.

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8. 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 preetha.r@ril.com.
9. 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 Wednesday, May 31, 2023 by sending email on preetha.r@ril.com. The same will be replied by the Company suitably.
10. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. In terms of the provisions of Section 152 of the Act, Mr. Arvind Pani, Whole-time Director, and Mr. Anish Keshavlal Shah, Director, retire by rotation at the Meeting. The Board of Directors of the Company commend their respective re-appointments.

Mr. Arvind Pani and Mr. Anish Keshavlal Shah is interested in the Ordinary Resolution set out at Item No. 2 and 3, respectively, of the Notice with regard to their re-appointments. Mr. Vivekananda Pani, being relative of Mr. Arvind Pani, may be deemed to be interested in the Ordinary Resolution set out at Item No. 2. 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.

12. Details of Directors retiring by rotation are provided in “**Annexure I**” to the Notice.
13. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM are provided in “**Annexure II**”.
14. 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.
15. 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.
16. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.
17. 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.

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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 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	As per the resolution passed by the shareholders at the Annual General Meeting and Extra ordinary General Meeting held on September 30, 2019 and May 27, 2022 respectively.
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 the Company	Relative (Brother) of Mr. Vivekananda Pani. Save and except the above, not related to any other Director /Key Managerial Personnel.
Number of Meetings of the Board attended during the FY 2022-23	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. Anish Keshavlal Shah	
DIN: 07205243	
Age	56 years
Qualifications	Engineering Degree in Electronics and Telecommunication from Pune University
Experience	<p>Mr. Anish Keshavlal Shah has over 20 years of experience working in Information Technology across a range of industry sectors viz Manufacturing, Retail, e-Commerce, Telecom and Digital Services. He has received his Engineering Degree in Electronics and Telecommunication from Pune University. His past professional experience includes working as CIO for Shoppers Stop, heading IT at Godrej-GE Appliances Limited and started his career as R&D Engineer in CAD / CAM / Network product division of Godrej & Boyce Limited. He has been awarded as Digitalist of the Year by Economic Times & SAP and he also received the Digital Service Innovator of the Year Award presented by Tele Management Forum (TMFORUM) to Reliance Jio.</p> <p>As a part of the core leadership team of Reliance Jio, he focuses on developing Digital Platform Strategies, building Technology Teams and partnering with technology providers from small start-ups to Fortune 500 companies. As Chief Information Technology, he leads strategy, direction and growth of the IT organisation.</p>
Terms and conditions of appointment	Non-executive Director, liable to retire by rotation
Remuneration drawn in the Company for FY 2022-23	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	March 04, 2022
Shareholding in the Company as on March 31, 2023	Nil
Relation with any Directors / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel
Number of Meetings of the Board attended during the FY 2022-23	2
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none">• Reliance Digital Health Limited• Jio Media Limited• Jio Things Limited• Addverb Technologies Limited• Shopsense Retail Technologies Limited

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Chairmanship/Membership
of Committees of other
Boards as on March 31,
2023

Shopsense Retail Technologies Limited

- Nomination and Remuneration Committee- Chairman

Reliance Digital Health Limited

- Corporate Social Responsibility Committee- Member

By Order of the Board of Directors

Preetha Rajeshkumar
Company Secretary

Date : May 14, 2023

Place : Mumbai

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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](#)

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. Preetha Rajeshkumar i.e. preetha.r@ril.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 the Company Secretary, Ms. Preetha Rajeshkumar 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 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.