

Transcript of Extraordinary General Meeting of Reverie Language Technologies Limited held on Friday, February 02, 2024 at 12:30 P.M. through Video Conferencing.

Ms. Arti Dugar, Authorised Representative:

Good Afternoon!

Dear Members, Directors, Auditor and others present at the Meeting, I, Arti Dugar, Authorised Representative of the Company welcome all of you to the Extraordinary General Meeting of the Reverie Language Technologies Limited.

This meeting is conducted through video conference from the registered office of the Company (the deemed venue of the meeting).

Mr. Arvind Pani, Mr. Vivekananda Pani, Mr. Anish Shah and Mr. Kiran Mathew Thomas Directors and Representatives of Statutory Auditors are present in the Meeting.

Ms. Preetha Rajeshkumar, Director of the Company is unable to attend the Meeting due to her pre-occupations.

Request, the members personally present to elect one amongst themselves as the Chairman of the Meeting.

Mr. Anish Shah: I propose Mr. Kiran Thomas as Chairman of the meeting.

Mr. Jyoti Jain: I second the proposal.

Mr. Kiran Thomas, Chairman:

Good Afternoon! It is 12:30 P.M. and time to start the Extraordinary General Meeting of Reverie Language Technologies Limited.

I warmly welcome all Members, Directors, Representatives of Statutory Auditors & Scrutinizer present in this Meeting.

The Ministry of Corporate Affairs (MCA), has vide its various circulars, issued from time to time, have permitted the holding of the Extraordinary General Meeting through Video Conference ("VC") / Other Audit Visual Means ("OAVM") without the physical presence of the Members at a common venue. Accordingly, the Meeting is being held through VC.

Reverie Language Technologies Limited

CIN: U74900KA2009PLC051482

www.reverieinc.com/cs@reverieinc.com

Tel: +91-80-471-06606

Registered Office / Corporate Office:

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

The Company has taken all feasible steps to ensure that the members are provided an opportunity to participate in the Extra-Ordinary General Meeting and vote. The Company has provided adequate VC facility to the members to participate in this Meeting and also vote.

Members / Representatives attending the meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013.

Authorization has been lodged with the Company for 18,075 equity shares representing 84.55 % of the paid-up share capital of the Company.

Requisite quorum is present and therefore I call the Meeting to the order.

In accordance with the Articles of Association of the Company, the members are required to approve the proposed resolutions by voting only by way of a Poll. Mr. Keyur Mirani, Practising Company Secretary, has been appointed as Scrutinizer for the Poll.

Mr. Keyur Mirani, Scrutinizer is also present at the meeting.

You all must have received “e-Poll paper” on your registered email ID from Ms. Arti Dugar, Company Secretary, to cast your vote and I request you to cast your vote using “e-Poll paper” and send the same to the e-mail ID of the Scrutinizer mentioned in the “e-Poll paper”.

Dear Members,

Notice dated February 01, 2024 convening this Extra-Ordinary General Meeting, has already been circulated to the Members of the Company through email, pursuant to the MCA Circulars. The Company has received consents from its members for convening and holding this meeting at a shorter notice.

With your permission, I shall take the same as read.

I now move the resolutions for the two items contained in the Notice.

The Objective and Implication of each resolution is to ensure compliance with the provisions of Companies Act, 2013.

Now, I move the resolutions for Item No. 1 of the Notice.

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ITEM NO. 1:

To re-appoint Mr. Arvind Pani, as Whole Time Director of the Company by way of a Special Resolution:

May I request a member to propose and another member to second the same.

Sir, I, S.K. Mohanty, propose the resolution.

Sir, I, Jyoti Jain, second the resolution.

Thereafter, Mr. Kiran Thomas, Chairman read the 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.”

I now move the resolution for item number 2 of the Notice:

ITEM NO. 2:

To re-appoint Mr. Arvind Pani, as Whole Time Director of the Company by way of a Special Resolution:

May I request a member to propose and another member to second the same.

Sir, I, Anshuman Thakur, propose the resolution.

Sir, I, Jyoti Jain, second the resolution.

Thereafter Mr. Kiran Thomas, Chairman read the 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 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.”

I now request Members to exercise their votes by 6 P.M. (IST) through Poll in the manner specified in the e-Poll paper.

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I request Ms. Arti Dugar, Authorised Representative to ensure orderly conduct of the poll and address any queries or clarification as might be required by the members with respect to voting.

I request Mr. Keyur H. Mirani, Scrutinizer to conduct the Poll and submit the result thereon.

The members present thereafter completed the process of poll by sending their votes via email to the Scrutinizer from their registered email address.

I announce that all the business placed before this Meeting having been considered, I declare that the Meeting stands closed.

Thank you.

I, Jyoti Jain, proposed a vote of thanks to the Chairman.

Mr. Kiran Thomas, Chairman: Thank you Mr. Jyoti Jain.

The Meeting concluded at 12:40 P.M.