

Transcript of Extraordinary General Meeting of Reverie Language Technologies Limited held on Friday, March 31, 2023 at 04:00 P.M. through Video Conferencing.

Ms. Arti Dugar, Company Secretary:

Good Afternoon!

Dear Members, Directors, Auditor and others present at the Meeting, I, Arti Dugar, Company Secretary 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, Mr. Shubhradip Bose and Mr. Kiran Mathew Thomas Directors and Representatives of Statutory Auditors are present in the Meeting.

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

Mr. Vivekananda Pani: I propose Mr. Arvind Pani as Chairman of the meeting.

Mr. Anshuman Thakur: I second the proposal.

Mr. Arvind Pani, Chairman:

Good Afternoon! It is 04:00 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.

The Company has taken all feasible steps to ensure that the shareholders 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.

Shareholders / 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 March 30, 2023 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 shareholders for convening and holding this meeting at a shorter notice.

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

I now move the resolution for item number 1 of the Notice:

ITEM NO. 1:

To approve alteration of the articles of association of the Company by way of a Special Resolution:

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

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

Sir, I, Vivekananda Pani, propose the resolution.

Sir, I, Jyoti Jain, second the resolution.

Thereafter, Mr. Arvind Pani, Chairman read the 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.”

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

ITEM NO. 2:

To approve appointment of Mr. Kiran Mathew Thomas as a Director of the by way of an Ordinary Resolution:

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

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

Sir, I, Anshuman Thakur, propose the resolution.

Sir, I, Vivekananda Pani, second the resolution.

Thereafter Mr. Arvind Pani, Chairman read the 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.”

I now move the resolution for item number 3 of the Notice:

ITEM NO. 3:

To approve appointment of Mr. Shubhradip Bose as a Director of the Company by way of an Ordinary Resolution:

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

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

Sir, I, Kiran Mathew Thomas, propose the resolution.

Sir, I, Vivekananda Pani, member of the Company second the resolution.

Thereafter, Mr. Arvind Pani, Chairman read the 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.”

I order a poll to be taken and state that the members could cast their votes through e-Poll paper circulated to the registered email ID of the members.

I request Ms. Arti Dugar, Company Secretary 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 the Scrutinizer to scrutinize votes and to report to him the poll result. On receipt of the Scrutinizer's Report, the Company Secretary should declare the Results of the Poll under his instruction.

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. Arvind Pani, Chairman: Thank you Mr. Jyoti Jain.

The Meeting concluded at 04:10 P.M.