

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Reverie Language Technologies Limited will be held at shorter notice (on receipt of consent from members) on **Friday, June 28, 2024 at 2:30 P.M.** through Video Conferencing ("VC") to transact the following special businesses:

1. To consider the shifting of registered office of the Company from the State of Karnataka to the State of Gujarat and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (the Act) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government / Regional Director, South East Region, the Ministry of Corporate Affairs or such other statutory, regulatory or administrative authorities, the approval of the members be and is hereby accorded for shifting of the registered office of the Company from the State of Karnataka (i.e. from the jurisdiction of Registrar of Companies, Karnataka) to the State of Gujarat (i.e. to the jurisdiction of Registrar of Companies, Ahmedabad, Gujarat);

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the amendment to the existing Clause II of the Memorandum of Association of the Company by substituting it with the following clause (which shall come into effect after receipt of approval of Central Government / Regional Director, South East Region, the Ministry of Corporate Affairs for shifting of the registered office):

'II. The registered office of the Company will be situated in the State of Gujarat.'

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution on behalf of the Company."

2. 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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to delete the existing definition of the term "Company" as mentioned in Article 2.1 of the Articles of Association of the Company and substitute in its place the following:

"Company" shall mean Reverie Language Technologies Limited.'

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution on behalf of the Company.”

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to read 'Arvind Pani'.

Arvind Pani
Whole Time Director
DIN: 00936914

Date : June 27, 2024
Place : Bangalore

Registered Office:
5th Floor, Avana Building No 884/327/39,
Ibblur Village, Sarjapura, Road, Bangalore,
Bangalore, Karnataka, India, 560102
CIN: U74900KA2009PLC051482
Website : www.reverieinc.com
Email : cs@reverieinc.com
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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 General 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 EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars, Notice of the EGM 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 Businesses to be transacted at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the EGM 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 EGM.
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 EGM. Members seeking to inspect such documents can send an email to arvind.pani@reverieinc.com.

10. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before the schedule time of the meeting by sending email on arvind.pani@reverieinc.com. The same will be replied by the Company suitably.
11. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Businesses set out in the Notice.
13. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM are provided in "Annexure I".
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.
18. 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.

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 Businesses mentioned in the accompanying Notice:

Item No. 1:

The registered office of the Company is presently situated in Bangalore. The shifting of registered office of the Company from the State of Karnataka to the State of Gujarat will enable the Company to benefit from the deep roots and strong presence of the Reliance Group in the State of Gujarat.

The shifting of registered office from the State of Karnataka to the State of Gujarat will not be detrimental or prejudicial to the interest of the public, members, creditors, lenders of the Company.

In terms of the provisions of the Companies Act, 2013 (the "Act"), approval of the Members by way of a Special Resolution is required for shifting of registered office of the Company from the State of Karnataka to the State of Gujarat and consequential amendment to Clause II of the Memorandum of Association of the Company.

Further, in terms of Section 13 of the Act, the aforesaid amendment, if approved, by the Members shall take effect only after the application made by the Company in this regard is approved by the Central Government / Regional Director, South East region, Ministry of Corporate Affairs.

A copy of the Memorandum of Association of the Company along with proposed alteration is available for inspection by the Members in terms of Note 9 of the Notes in the accompanying Notice.

None of the Directors/Key Managerial Personnel or their relatives are, in any way, financially or otherwise concerned or interested, in the proposed Special 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:

The members may note that the present Articles of Association of the Company contains the various definitions which are derived from the transaction documents executed on February 18, 2019. The clause 2.1 of Article 2 of the Company contains definition of "Company" which mentioned as follows:

"Company" shall mean Reverie Language Technologies Limited, a company incorporated under the Companies Act, 1956 and having its registered office at No.1571/A, 2nd Sector, HSR Layout, Bangalore - 560 102, Karnataka, India, (which expression shall unless be repugnant or contrary to context or meaning thereof be deemed to mean and include its successors in interest and permitted assigns).'

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Bengaluru-560102, Karnataka, India

It is proposed to alter the existing definition of the Company as mentioned in Article 2.1 of the Articles of Association of the Company and substitute the same as follows:

“Company” shall mean Reverie Language Technologies Limited.’

The Board of Directors on April 17, 2024 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 in terms of Note 9 of the Notes in the accompanying Notice.

None of the Directors/Key Managerial Personnel or their relatives are, in any way, financially or otherwise concerned or interested, in the proposed Special Resolution set out at Item no. 2 of the Notice.

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

By Order of the Board of Directors



Arvind Pani
Whole Time Director
DIN: 00936914

Date : June 27, 2024
Place : Bangalore

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

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 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.

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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