Reverie Language Technologies Limited
CIN: U74900GJ2009PLC157721
www.reverieinc.com/cs@reverieinc.com
Tel: +91-80-471-06606

REVERIE Language Technologies

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Reverie Language Technologies Limited will be held at shorter notice (on receipt of consent from members) on **Monday, November 03, 2025 at 03:30 p.m. (IST)** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following **special businesses:**

1. To consider the appointment of Mr. Shobhan Madhukant Thakore as an Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shobhan Madhukant Thakore (DIN: 00031788) who was appointed as an Additional Director designated as an Independent Director 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 an Independent Director not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years i.e. up to October 09, 2028;

   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."

2. To consider the appointment of Mr. Shiv Kumar Bhardwaj as an Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") and 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. Shiv Kumar Bhardwaj (DIN: 00001584) who was appointed as an Additional Director designated as an Independent Director 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 an Independent Director not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years i.e up to October 09, 2028;

   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."

3. To approve the borrowing limit 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 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum of Association and Articles of Association of the Company, the Board of Directors, be and is hereby authorized to borrow monies, from time to time as they may deem requisite for the purpose of the business of the Company, provided that the sums of monies to be borrowed by the Company and remaining outstanding at any point of time shall not exceed Rs. 125,00,00,000/- (Rupees One Hundred Twenty Five Crore only);

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to arrange or fix the terms and conditions of monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit and to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

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By Order of the Board of Directors

Reverie Language Technologies Limited

Preetha Rajeshkumar
Director
DIN: 10370887

Date : November 03, 2025
Place : Navi Mumbai

Registered Office:
Office -101, Saffron, Nr. Centre Point, Panchwati 5 Rasta,
Ambawadi, Ambawadi, Ahmedabad, Gujarat, India, 380006.
CIN: U74900GJ2009PLC157721
E-mail: cs@reverieinc.com
Tel.: + 91 8047106606
Website: www.reverieinc.com

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**"), has vide its circulars dated September 22, 2025 read together with circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021,December 08, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as **"MCA Circulars"**), permitted the holding of Extraordinary General Meeting ("**EGM**" or "**Meeting**") through VC or OAVM, without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars, the Meeting of the Company is being convened and conducted through VC/OAVM and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. The deemed venue for the EGM shall be the Registered Office of the Company.

2. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. However, since this Meeting is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and proxies are not permitted to attend and/or vote at this Meeting. Hence, the Proxy Form is not annexed hereto.

3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at preetha.r@ril.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.

4. Members / Representatives attending the Meeting through VC/OAVM would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.

5. Since the Meeting will be held through VC/OAVM, the route map of the venue of the Meeting is not required to be annexed hereto.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is enclosed herewith.

7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at preetha.r@ril.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection during the Meeting.

8. 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.

9. 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.

10. 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.

11. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.

12. 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.

13. Detailed instructions to attend, participate and vote at the Meeting through VC/OAVM is attached as **Annexure I**.

14. The Meeting will be convened at shorter notice after obtaining consent of members as per the provisions of the Companies Act, 2013, read with the Articles of Association of the Company in respect of which a format of the written consent is attached as **Annexure II**. The members may either give written consent in the format as attached or by way of an email confirmation at preetha.r@ril.com.

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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 Nos. 1 and 2:

The Board of Directors appointed Mr. Shobhan Madhukant Thakore (DIN:00031788) and Mr. Shiv Kumar Bhardwaj (DIN:00001584) as Additional Directors, designated as Independent Directors with effect from October 10, 2025. They hold office as additional directors upto the date of ensuing Annual General Meeting in terms of Section 161(1) of the Act.

The above additional directors have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Act and have given their consent to act as directors.

The Company has received declarations from the above additional directors that they meet the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, the above additional directors fulfil the conditions for appointment as Independent Directors as specified in the Act. They are independent of the management and possesses appropriate skills, experience and knowledge.

Copies of the letters of appointment setting out the terms and conditions of appointment of the Independent Directors are available for inspection by the members in terms of Note 7 of the Notes in the accompanying Notice.

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

Each of the above-mentioned additional directors are interested in the resolutions relating to their own appointment. Save and except the above, 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 resolutions set out at Item nos. 1 and 2.

The Board commends the Ordinary Resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the members.

Item No. 3:

As per the provisions of Section 180(1)(c) of the Act, the Board of Directors shall not exercise its power to borrow monies, except with the consent of the members of the Company by way of special resolution, where the proposed borrowings together with the money already borrowed is exceeding the aggregate of paid-up share capital, free reserves and securities premium account of the Company.

Considering the business requirement and for smooth functioning of the business operations of the Company, it is now proposed to increase the borrowing limit upto Rs. 125,00,00,000 (Rupees One Hundred Twenty-Five Crore only).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out in the Notice.

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

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By Order of the Board of Directors

Preetha Rajeshkumar
Director
DIN: 10370887

Reverie Language Technologies Limited

Date : November 03, 2025
Place : Navi Mumbai

Registered Office:
Office -101, Saffron, Nr. Centre Point, Panchwati 5 Rasta,
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Annexure A

Details of Directors seeking appointment at the Meeting

Mr. Shobhan Madhukant Thakore	
DIN: 00031788	
Age	77 years
Qualifications	B.A. (Politics) and Bachelor of Law from the Bombay University
Experience (including expertise in specific functional area) / Brief Resume	Detailed profile is annexed herewith.
Terms and Conditions of Appointment	As per the resolution at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Shobhan Madhukant Thakore is proposed to be appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Sitting fees for attending meetings of the Board and Committees thereof, as may be decided by the Board of Directors
Date of first appointment on the Board	October 10, 2025
Shareholding in the Company as on March 31, 2025	Nil
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2024-25	Not Applicable
Directorships of other Boards as on date of Notice of Extra-Ordinary General Meeting	• New Emerging World of Journalism Limited • Saavn Media Limited • Indiavidual Learning Limited • Tesseract Imaging Limited • Asteria Aerospace Limited
Membership / Chairmanship of Committees of other Boards as on date of Notice of Extra-Ordinary General Meeting	**New Emerging World of Journalism Limited** • Audit Committee (Member) • Nomination & Remuneration Committee (Member) **Saavn Media Limited** • Audit Committee (Chairman) • Nomination & Remuneration Committee (Chairman) • Corporate Social Responsibility Committee (Member) **Indiavidual Learning Limited** • Audit Committee (Member) • Nomination & Remuneration Committee (Member) **Tesseract Imaging Limited** • Audit Committee (Chairman) • Nomination & Remuneration Committee (Chairman) **Asteria Aerospace Limited** • Audit Committee (Member) • Nomination Remuneration Committee (Member)

Mr. Shiv Kumar Bhardwaj	
DIN: 00001584	
Age	81 years
Qualifications	B.A. L.L.B., I.R.S. (Retd.)
Experience (including expertise in specific functional area) / Brief Resume	Detailed profile is annexed herewith.
Terms and Conditions of Appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Shiv Kumar Bhardwaj is proposed to be appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Sitting fees for attending meetings of the Board and Committees thereof, as may be decided by the Board of Directors
Date of first appointment on the Board	October 10, 2025
Shareholding in the Company as on March 31, 2025	Nil
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2024-25	Not Applicable
Directorships of other Boards as on date of Notice of Extra-Ordinary General Meeting	• Sintex Industries Limited • Purple Panda Fashions Limited • Reliance Services and Holdings Limited • Shopsense Retail Technologies Limited • Reliance Projects & Property Management Services Limited • Actoserba Active Wholesale Limited • The Indian Film Combine Private Limited • Studio 18 Media Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Notice of Extra-Ordinary General Meeting	**Sintex Industries Limited** • Audit Committee (Chairman) • Nomination & Remuneration Committee (Chairman) **Purple Panda Fashions Limited** • Audit Committee (Member) • Nomination & Remuneration Committee (Chairman) **Reliance Services and Holdings Limited** • Audit Committee (Member) • Nomination & Remuneration Committee (Member) • Corporate Social Responsibility Committee (Chairman) **Shopsense Retail Technologies Limited** • Audit Committee (Member) • Nomination & Remuneration Committee (Member) **Reliance Projects & Property Management Services Limited** • Audit Committee (Member) • Nomination & Remuneration Committee (Member) • Corporate Social Responsibility Committee (Member)

	Actoserba Active Wholesale Limited • Audit Committee (Member) • Nomination & Remuneration Committee (Member) **The Indian Film Combine Private Limited** • Audit Committee (Member) • Nomination & Remuneration Committee (Chairman) • Corporate Social Responsibility Committee (Member) **Studio 18 Media Private Limited** • Audit Committee (Member) • Nomination & Remuneration Committee (Member)

Brief Profile of Mr. Shobhan Madhukant Thakore

Mr. Shobhan Madhukant Thakore is a Solicitor of High Court, Bombay and Supreme Court of England and Wales. Mr. Thakore is an advisor to several leading Indian Companies on corporate law matters and securities related legislations. He has also acted on behalf of leading investment banks and issuers for Indian IPO offerings and several international equity and equity linked debt issuances by Indian corporates. He has also advised on the establishment and operations of various India dedicated equity funds and domestic mutual funds.

Being a solicitor for over 40 years, he has instructed leading Indian Counsel before various courts and forums including High Courts across India as well as the Supreme Court of India in various matters involving indirect tax, commercial and corporate law. He was .a partner of Bhaishanker Kanga & Girdharlal, Advocates & Solicitors for more than 30 Years, until March 31, 2004 when he became a partner of AZB & Partners, until December 31, 2006. From January 01, 2007, he along with Mr. Suresh Talwar (ex-partner of Crowford Bayley & Company) founded Talwar Thakore & Associates and is currently a Senior Consultant at the firm.

Brief Profile of Mr. Shiv Kumar Bhardwaj

Mr. Shiv Kumar Bhardwaj is associated with TLC Legal, a leading firm of attorneys in India, specialising in indirect taxation as Senior Partner.

He has more than thirty five years of experience of working in various wings of the Government of India. He has held important posts like Chief Commissioner of Customs, Central Excise and Service Tax, Mumbai and Joint Secretary in the Ministry of Defence. He retired as the Member, Central Board of Indirect Taxes, the apex body administering GST, Central Excise, Customs and Service Tax laws. He has vast experience of tax policy planning, budget making and administration in the Revenue Department. He underwent training at Harvard University, USA, in Fiscal Policy and Value Added Taxes. He takes keen interest in matters related to tax reforms, ease of doing business and conflict avoidance.

In TLC he handles advisory and advocacy work relating to indirect taxes. His experience and expertise in good governance and compliance management are sought by leading corporate houses of the country.

He is proficient on the golf course too, having raked up a couple of holes-in-one. He is equally passionate about physical fitness.

Shri S. K. Bhardwaj is associated with TLC Legal, a leading firm of attorneys in India, specialising in indirect taxation.

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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 are provided in **Annexure IA**.

3. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the commencement time of the Meeting.

4. E-mail address of the Director of the Company, Ms. Preetha Rajeshkumar i.e., preetha.r@ril.com is designated for correspondences / voting and all other purposes related to the Meeting.

5. For any assistance (including with technology) before or during the Meeting, members may contact Ms. Preetha Rajeshkumar on +91 8047106606.

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Annexure IA

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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Annexure II

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]

Date:

To
The Board of Directors
Reverie Language Technologies Limited
Office -101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta, Ambawadi,
Ahmedabad, Gujarat, India, 380006

I/We, [-], having our registered office/residence at [-], holding [-] equity shares of Rs. 10/- each representing [-%] in the Company in my/our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold the extraordinary general meeting of the Company at shorter notice on ____day, ________ 2025 through Video Conference or Other Audio Visual Means.

Signature:
Name:
Date: