

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ADDVERB TECHNOLOGIES PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON TUESDAY, JULY 12, 2022 AT 12.30 PM (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**

- (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022, and the report of the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Auditors and fix their remuneration 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 pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm’s Registration No. 117366W/W-100018) be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General meeting at such remuneration as shall be fixed by the Board of Directors of the Company;

3. To appoint Mr. Jalaj Ashwin Dani, 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. Jalaj Ashwin Dani (DIN: 00019080), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

4. To appoint Mr. Ashok Kumar Goyal, 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. Ashok Kumar Goyal (DIN: 00007920), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

5. To approve the conversion of the Status of the Company from private company to public 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 Sections 13, 14 ,18 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 Company be converted into a Public Company and that the name of the Company be and is hereby changed from ‘Addverb Technologies Private Limited’ to ‘Addverb Technologies Limited’ and accordingly the name ‘Addverb Technologies Private Limited’ wherever it appears in the Memorandum and Articles of Association of the Company be substituted with the name ‘Addverb Technologies Limited;

RESOLVED FURTHER THAT the Article “Nature of Company” of Part A of Articles of Association of the Company be and is hereby omitted.”

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 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 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to M/s. Gurvinder Chopra and Co., Cost Accountants (Firm Registration No.100260), Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified.”

By Order of the Board of Directors

Sd/-

Divya Wadhawan
Company Secretary

Date: July 11, 2022
Place: Noida

Email: compliance@addverb.com

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 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 or Other Audio-Visual Means, without the physical presence of the Members at a common venue. In accordance with MCA Circulars and 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. Detailed instructions to attend, participate and vote at the Meeting through VC are mentioned in Note 13 herein.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM, is annexed hereto.
 3. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository.
 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 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.
 5. Since the AGM 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 an email at compliance@addverb.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.
- In terms of provisions of Section 152 of the Act, Mr. Jalaj Ashwin Dani and Mr. Ashok Kumar Goyal, Directors retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their re-appointment. The requisite details of Mr. Jalaj Ashwin Dani and Mr. Ashok Kumar Goyal are annexed to the Notice, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Mr. Jalaj Ashwin Dani and Mr. Ashok Kumar Goyal are interested in the Ordinary Resolutions set out at Item No. 3 and 4 respectively with regard to their reappointment. The relative(s) of Mr. Jalaj Ashwin Dani and Mr. Ashok Kumar Goyal may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. 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 No. 1 to 4 of the Notice.
7. Details of Directors retiring by rotation at this Meeting are provided in the "Annexure I" to the Notice.
 8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and 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.
 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 AGM. Members seeking to inspect such documents can send an email to compliance@addverb.com.
 10. 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 June 30, 2022 through e-mail on compliance@addverb.com. The same will be replied by the Company suitably.
 11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

12. Members can cast their vote by a show of hands during the AGM or by sending an e-mail on compliance@addverb.com in case of a poll.
13. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM are provided in “Annexure II”.



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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 Business mentioned in the Notice:

ITEM NO. 5

Conversion of the Company to public limited company

In terms of Section 2(71) of the Companies Act, 2013 (the ‘Act’), the Company, being a subsidiary of a public company, is deemed to be a public company for all purposes of the Act, even where the Company continues to be a private company in its Articles of Association.

Considering the above, it is proposed to convert the status of the Company from private company to public company and consequently delete the word ‘Private’ from the name of the Company i.e. from ‘Addverb Technologies Private Limited’ to ‘Addverb Technologies Limited’ Further, the name of the Company wherever appearing in Memorandum and Articles of Association of the Company would be substituted with ‘Addverb Technologies Limited.’

The Company is required to comply with the procedure set out in sections 13, 14 and 18 of the Act read with Companies (Incorporation) Rules, 2014. Further consequential changes in Memorandum and Articles of Association of the Company are also required to be made.

The altered Memorandum and Articles of Association are available for inspection by the members of the Company as per Note 9 of the Notes to the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company or any of their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

ITEM NO. 6

The Board of Directors has on the recommendation of Audit Committee approved the appointment and remuneration of M/s Gurvinder Chopra & Co., Cost Accountants (Firm’s Registration No. 100260), as the Cost Auditors of the Company for the Financial Year 2022-23, at a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only), excluding taxes, as applicable, and reimbursement of out of pocket expenses incurred by the Cost Auditor on actuals basis.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 as set out at Item No. 6 of the Notice.

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

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for ratification by the Members.

Addverb Technologies Pvt. Ltd.

Registered & Corporate Office:
Plot No. 5, Sector-156, Noida, UP – 201301
India GST No: 09AAOCA5226F2ZL

P: 0120 4844 759
CIN: U74999UP2016PTC122944

| E: automate@addverb.com
| Website: www.addverb.com

ANNEXURES TO THE NOTICE

Annexure I

Other Details of Directors retiring by rotation at the Annual General Meeting:

Name	Ashok Kumar Goyal	Jalaj Ashwin Dani
Age (years)	71	52
Qualifications	Mechanical Engineering from IIT, Kanpur. Post-Graduation in Business Management from IIM, Kolkata.	Chemical Engineering from USA.
Experience	<p>Mr. Ashok Kumar Goyal has a wide experience in business and industry of about 48 years. He started his career with Asian Paints Ltd and contributed significantly in the fields of manufacturing, supply chain and information technology. He set up a trading company specialized in chemicals and later worked as CEO & Managing Director of Hitech Corporation Limited [formerly known as Hitech Plast Limited]. Subsequently, he held the position of CEO of NITCO Ltd, a listed Company in the field of tiles. He currently operates as technical & management consultant.</p>	<p>Mr. Jalaj Dani brings with himself over 2 decades of rich experience working in various capacities. His last role at Asian Paints was that of President - Supply Chain, HR, Quality, Safety and Chemicals. Led Asian Paints' International Business and was the chief architect of the blistering expansion in international markets through organic and inorganic growth.</p> <p>He is serving as Director of Reliance Foundation and as the Chairperson, Board of Governors for Indian Institute of Management (Tiruchirapalli, Tamil Nadu) for strategic guidance, and is also a member of the Board of Governors of Pandit Deendayal Energy University in Gandhinagar.</p> <p>Further, he serves as an Independent Director on the boards of HDFC Ltd and Havells India. He is also a Board member of Piramal Foundation, Piramal Foundation for Education Leadership and Pratham Education Foundation.</p> <p>Mr. Jalaj Dani is a member of the National Executive Committee (FICCI), and Young Presidents Organization (YPO), the premier leadership organization of chief executives around the world.</p>

		He is a member of Steering Committee for Advancing Local Value-Add and Employment, Dept. for Promotion of Industry and Internal Trade, SCALE and Brand India Cell of Ministry of Commerce & Industry and Member of Advisory Committee of 'Fit India' Chaired by Union Minister, Ministry of Youth Affairs and Sports.
Terms and conditions of Appointment/ Re-appointment	Non-Executive Director - Liable to Retire by Rotation	Non-Executive Director - Liable to Retire by Rotation
Remuneration Sought to be Paid	Sitting Fees as payable to Directors	Sitting Fees as payable to Directors
Remuneration drawn in the Company for FY 2021-22	Rs. 2,50,000 (Sitting Fees)	Rs. 1,25,000 (Sitting Fees)
Date of first appointment on Board	12/02/2018	12/02/2018
Shareholding in Company (March 31, 2022)	Nil	Nil
Relationship with any other Directors/Key Managerial Personnel of the Company	Nil	Nil
Number of Meetings of the Board attended during the FY 2021-22	4	4
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Chennaiyin F. C. Sports Private Limited • Dani Finlease Private Limited • Nirja Commercials Private Limited • Vijal Holding and Trading Company Private Limited • Hydra Trading Private Limited • Chennaiyin Football Club Foundation • Smart Express Private Limited 	<ul style="list-style-type: none"> • Housing Development Finance Corporation Limited • Havells India Limited • RISE Worldwide Limited • Gujarat Organics Limited • Hitech Specialities Solutions Limited • Haish Holding and Trading Company Private Limited • Fourth Frontier Technologies Private Limited • S C Dani Research Foundation Private Limited • Paints and Coating Skill Council • Piramal Foundation for Education Leadership • Piramal Foundation

		<ul style="list-style-type: none"> • Pratham Education Foundation • Reliance Foundation • Sportscom Industry Confederation • Reliance Foundation Institution of Education and Research 																		
Membership/ Chairmanship of Committees of other Boards as on March 31, 2022	<p style="text-align: center;">Nil</p>	<table border="1"> <tr> <td rowspan="2">Rise Worldwide Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td rowspan="3">Housing Development Finance Corporation Limited</td> <td>Audit and Governance Committee</td> <td>Chairman</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Havells India Limited</td> <td>Stakeholders Relationship/ Grievance Redressal Committee</td> <td>Member</td> </tr> <tr> <td>Pratham Education Foundation</td> <td>Audit Committee</td> <td>Member</td> </tr> </table>	Rise Worldwide Limited	Audit Committee	Chairman	Nomination and Remuneration Committee	Member	Housing Development Finance Corporation Limited	Audit and Governance Committee	Chairman	Stakeholders Relationship Committee	Chairman	Nomination and Remuneration Committee	Member	Havells India Limited	Stakeholders Relationship/ Grievance Redressal Committee	Member	Pratham Education Foundation	Audit Committee	Member
		Rise Worldwide Limited		Audit Committee	Chairman															
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		Havells India Limited	Stakeholders Relationship/ Grievance Redressal Committee	Member																
Pratham Education Foundation	Audit Committee	Member																		

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 the email address registered with the Company.
2. The Meeting 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. Divya Wadhawan i.e. compliance@addverb.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, Mr. Divya Wadhawan on +91-8076697761.

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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.