

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 4TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADDVERB TECHNOLOGIES PRIVATE LIMITED WILL BE HELD ON FRIDAY, THE 25TH DAY OF SEPTEMBER, 2020 AT 11 AM THROUGH VIDEO CONFERENCING ("VC") TO TRANSACT THE FOLLOWING BUSINESSES AS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of Directors and Auditors thereon.

SPECIAL BUSINESS

2. To ratify the Cost Auditors' remuneration for the Financial Year 2020-21 and for the purpose, 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 Section 148 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the members hereby ratify the remuneration of ₹80,000 (Rupees Eighty Thousand Only) plus applicable tax and reimbursement of out of pocket expenses at actuals, for the financial year ended 2020-21 to M/s. Gurvinder Chopra and Co., Cost Accountants (Firm Registration No.100260).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution."

For and on Behalf of the Board
ADDVERB TECHNOLOGIES PRIVATE LIMITED


Sangeet Kumar

Director

DIN: 7551490

Address: Flat No. 704, Tower No. 15,
CWG Village 110092 Delhi

Place: Noida

Date: July 27, 2020

Addverb Technologies Pvt. Ltd. www.addverb.in

Registered & Corporate Office: P: 0120 4144 026 | E: automate@addverb.in
D-108, Sector 2, Noida, UP - 201301 CIN: U74999UP2016PTC122944
IndiaGST No: 09AAOCA5226F27L

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted that the Annual General Meeting ("AGM") can be held through VC, without the physical presence of the Members due to Covid-19 pandemic. Pursuant to the provisions of Companies Act, 2013 ("Act") and MCA Circulars, AGM of the Company is being held through VC.
2. Pursuant to the provisions of the Act, a Member entitled to attend, and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member. Since this AGM is being held pursuant to the MCA Circulars through VC, 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 and Route Map are not annexed to this Notice.
3. Corporate members intending to authorise their representative to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative, to attend and vote on their behalf at the meeting, at the email id @ compliance@addverb.in ("Designated Email ID of the Company").
4. In case a poll is demanded during the AGM under Section 109 of the Companies Act, 2013, the Members may convey their vote on the resolutions by sending email through their registered email address only, at the Designated Email ID of the Company.
5. Only Bonafide members of the Company whose names appear on the Register of Members will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Any Member interested in obtaining copy of the documents available for inspection as the provisions of the Companies Act, 2013 may email the request to the designated email address of the Company. In compliance with the aforesaid MCA Circulars, Members may note that the Notice shall also be available on the Company's website www.addverb.in.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address with the Company. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), etc. at the Designated Email ID of the Company.
8. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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9. Members who would like to express their views or ask questions during the AGM shall register their request from September 10, 2020 (9:00 a.m. IST) to September 13, 2020 (5:00 p.m. IST) from their registered email address mentioning their name, folio number, PAN, mobile number at the Designated Email ID of the Company. Those Members who have registered their requests will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Further 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 September 13, 2020 through email on the Designated Email ID of the Company. The same will be replied by the Company suitably.
10. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
11. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:**
- Members will be able to attend the AGM via VC Google Meet by joining the link <https://meet.google.com/kmp-nhsk-yuv> through their registered email ID only.
 - Facility of joining the AGM through VC shall open 15 minutes before and after the time scheduled for the AGM.
 - Members who need assistance before or during the AGM, may contact Mr. Deepak Indoriya at +91 7011350044 (helpline no.).
 - Members are encouraged to join the Meeting through Laptops / iPads for better experience. Further Members will be requested to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.

For and on Behalf of the Board
ADDVERB TECHNOLOGIES PRIVATE LIMITED



(Sangeet Kumar)
Director
DIN:7551490
Address: Flat No. 704, Tower No. 15,
CWG Village 110092, Delhi

Place: Noida
Date: July 27, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

ITEM NO. 2

The Board of Directors, have approved the appointment of M/s.Gurvinder Chopra & Co., Cost Accountants (Firm Registration No. 100260), as the Cost Auditors of the Company for the financial year 2020-21 at a remuneration of ₹ 80,000/- (Rupees Eighty Thousand Only), excluding tax (as applicable) and reimbursement of out of pocket expenses incurred by the Cost Auditors on actual 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 has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Person or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution set forth in Item no.2 of the Notice for the approval of the members.

For and on Behalf of the Board
ADDVERB TECHNOLOGIES PRIVATE LIMITED

Sangeet Kumar

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Director
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