

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ADDVERB TECHNOLOGIES LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 20, 2023 AT 3:00 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, 2023 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, 2023 and the reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 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, 2023, and the report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Anish Shah, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass 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. Anish Shah (DIN: 07205243), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. To appoint Mr. Ashwin Khasgiwala, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass 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. Ashwin Khasgiwala (DIN: 00006481), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS

4. To appoint Ms. Hetal Rathod as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 read with 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-

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enactment(s) thereof, for the time being in force, Ms. Hetal Rathod (DIN: 00010711), 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 who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office is liable to determination by retirement of Directors 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.”

5. To approve increase in Authorised Share Capital of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 1,45,00,000/- (Rupees One Crore Forty-Five Lakhs only) divided into 5,50,000 (Five Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 90,000 (Ninety Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each to Rs. 2,90,00,000/- (Rupees Two Crores Ninety Lakhs only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, 90,000 (Ninety Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each and 10,00,000 (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each, and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and inserting, the following new Clause V:

*“The Authorised Share Capital of the Company is Rs. 2,90,00,000/- (Rupees Two Crores Ninety Lakhs) divided into:*

- i) 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each*
- ii) 90,000 (Ninety Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each*
- iii) 10,00,000 (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.”;*

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem necessary or expedient to give effect to this resolution.”

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 and, in this regard, to consider and if thought fit, to pass 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,

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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, 2024, be and is hereby ratified.”

## By Order of the Board of Directors

Sd/-

**Divya Wadhawan**

**Company Secretary**

Date: August 29, 2023

Place: Noida

Registered Office:

Plot No. 5, Sector-156,

Noida-201310, Uttar Pradesh

CIN: U74999UP2016PLC122944

Website: <https://addverb.com/>

Email: [compliance@addverb.com](mailto:compliance@addverb.com)

Tel.: 0120 4844759

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 05, 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 14 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 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository/ Registrar and Transfer Agent. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website [www.addverb.com](http://www.addverb.com).

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.

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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](mailto: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.

7. In terms of provisions of Section 152 of the Act, Mr. Anish Shah and Mr. Ashwin Khasgiwala, Directors retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commends their re-appointment. The requisite details of Mr. Anish Shah and Mr. Ashwin Khasgiwala are annexed to the Notice, pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Mr. Anish Shah and Mr. Ashwin Khasgiwala are interested in the Ordinary Resolutions set out at Item No. 2 and 3 respectively with regard to their reappointment. The relative(s) of Mr. Anish Shah and Mr. Ashwin Khasgiwala may be deemed to be interested in the said resolution respectively 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, 2 to 3 of the Notice.

8. Details of Directors retiring by rotation/ seeking appointment at this Meeting are provided in the "**Annexure I**" to the Notice.

9. The Register of Directors, 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 AGM.

10. 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](mailto:compliance@addverb.com).

11. 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 15, 2023 through e-mail on [compliance@addverb.com](mailto:compliance@addverb.com). The same will be replied by the Company suitably.

12. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

13. Members can cast their vote by a show of hands during the AGM or by sending an e-mail on [compliance@addverb.com](mailto:compliance@addverb.com) in case of a poll.

14. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM are provided in “**Annexure II**”.

#### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

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

#### **ITEM NO. 4**

The Board of Directors (“the Board”) of the Company had appointed, pursuant to the provisions of Sections 149 and 161 of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, Ms. Hetal Rathod (DIN: 00010711) as an Additional Director of the Company with effect from July 20, 2022.

As per the provisions of Section 161 of the Act, Ms. Hetal Rathod, holds office of Director upto the date of ensuing Annual General Meeting of the Company and being eligible, has offered herself for appointment as Director.

The Company has received notice in writing from the Member under Section 160 of the Act proposing the candidature of Ms. Hetal Rathod, for the office of Directors of the Company. Ms. Hetal Rathod is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”), and has given her consent to act as a Director.

A brief profile of Ms. Hetal Rathod and other requisite details, pursuant to the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is provided in **Annexure I**.

Ms. Hetal Rathod is interested in the Ordinary Resolution set out at Item No. 4 with respect to her appointment. The relatives of Ms. Hetal Rathod may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding, 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 resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

#### **ITEM NO. 5**

The present authorised share capital of the Company is Rs. 1,45,00,000 (Rupees One Crore Forty Five Lakhs) comprising of 5,50,000 (Five Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees

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Ten) each and 90,000 (Ninety Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each. In order to enable the Company to issue further shares at appropriate time, it is proposed to increase the authorised share capital to Rs. 2,90,00,000/- (Rupees Two Crores Ninety Lakhs only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 90,000 (Ninety Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each and 10,00,000 (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.

The increase in authorised share capital of the Company shall require alteration of Clause V relating to the Share Capital of the Memorandum of Association of the Company.

In accordance with the provisions of Section 61 of the Companies Act, 2013, approval of Members by means of an Ordinary resolution is required for alteration of Memorandum of Association of the Company relating to increase in Authorised Share Capital of the Company.

None of the Directors/ Key Managerial Personnel/ their relatives is, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 5 of the Notice.

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

## **ITEM NO. 6**

The Board of Directors, on the recommendation of Audit Committee, had 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 2023-24, at a remuneration of Rs. 88,000/- (Rupees Eighty Eight 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, 2024 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.

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

**By Order of the Board of Directors**

**Sd/-**

**Divya Wadhawan**

**Company Secretary**

Date: August 29, 2023

Place: Noida

Registered Office:

Plot No. 5, Sector-156,

Noida-201310, Uttar Pradesh

CIN: U74999UP2016PLC122944

Website: <https://addverb.com/>

Email: [compliance@addverb.com](mailto:compliance@addverb.com)

Tel.: 0120 4844759

**ANNEXURES TO THE NOTICE**

**Annexure I**

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

<b>Name</b>	<b>Anish Shah</b>	<b>Ashwin Khasgiwala</b>	<b>Hetal Rathod</b>
<b>Age (years)</b>	56 years	50 years	45 years
<b>Qualifications</b>	Bachelor's degree in Electronics & Telecommunication	Chartered Accountant	Chartered Accountant, Company Secretary
<b>Experience</b>	Mr. Anish Shah possesses experience of more than two decades in Information Technology domain across diverse industry sectors	Mr. Ashwin Khasgiwala has been with Reliance group for over two decades and has served in various senior positions in the Reliance group including as CFO of Reliance Retail. Presently Mr. Ashwin serves as Chief of Operations control for Reliance Retail.	Ms. Hetal Rathod has over two decades of experience in the areas of Compliance, Corporate restructuring and mergers and acquisitions etc.
<b>Terms and conditions of Appointment/ Re-appointment</b>	Non-Executive Director - liable to retire by rotation	Non-Executive Director - liable to retire by rotation	Non-Executive Director - liable to retire by rotation
<b>Remuneration Sought to be Paid</b>	-	-	Sitting Fees as payable to Directors
<b>Remuneration drawn in the Company for FY 2022-23</b>	-	-	Rs.50,000 (Sitting Fees)
<b>Date of first appointment on Board</b>	16 <sup>th</sup> September, 2021	16 <sup>th</sup> September, 2021	20 <sup>th</sup> July, 2022
<b>Shareholding in Company (March 31, 2023)</b>	Nil	Nil	Nil
<b>Relationship with any other Directors/Key Managerial</b>	Nil	Nil	Nil



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<b>Personnel of the Company</b>			
<b>Number of Meetings of the Board attended during the FY 2022-23</b>	3	4	2
<b>Directorships of other Boards as on March 31, 2023</b>	<ol style="list-style-type: none"> <li>1. Reliance Digital Health Limited</li> <li>2. Jio Media Limited</li> <li>3. Jio Things Limited</li> <li>4. Reverie Language Technologies Limited</li> <li>5. Shopsense Retail Technologies Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Indiawin Sports Private Limited</li> <li>2. Reliance Brands Limited</li> <li>3. Shopsense Retail Technologies Limited</li> <li>4. Canali India Private Limited</li> <li>5. Just Dial Limited</li> <li>6. Reliance Retail and Fashion Lifestyle Limited</li> <li>7. Reliance A&amp;T Fashions Private Limited</li> <li>8. Tira Beauty Limited</li> <li>9. Mayuri Kumkum Limited</li> <li>10. Urban Ladder Home Decor Solutions Limited</li> <li>11. Dunzo Digital Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Kalamboli South First Infra Limited</li> <li>2. Dronagiri Dongri North Infra Limited</li> <li>3. Dronagiri Dongri South Infra Limited</li> <li>4. Kalamboli North Third Infra Limited</li> <li>5. GLB Body Care Private Limited</li> </ol>
<b>Membership/ Chairmanship of Committees of other Boards as on March 31, 2023</b>	<ol style="list-style-type: none"> <li>1. <u>Shopsense Retail Technologies Limited</u> <ol style="list-style-type: none"> <li>a. Nomination &amp; Remuneration Committee (Chairman)</li> </ol> </li> <li>2. <u>Reliance Digital Health Limited</u> <ol style="list-style-type: none"> <li>a. Corporate Social Responsibility Committee (Member)</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>1. <u>Just Dial Limited</u> <ol style="list-style-type: none"> <li>a. Nomination and Remuneration Committee (Member)</li> <li>b. Corporate Social Responsibility Committee (Member)</li> </ol> </li> <li>2. <u>Reliance Brands Limited</u> <ol style="list-style-type: none"> <li>a. Nomination and Remuneration Committee (Chairman)</li> </ol> </li> </ol>	Nil

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		<p>b. Corporate Social Responsibility Committee (Chairman)</p> <p>c. Compliance Committee (Member)</p> <p><u>3. Indiawin Sports Private Limited</u></p> <p>a. Corporate Social Responsibility Committee (Chairman)</p> <p><u>4. Urban Ladder Home Decor Solutions Limited</u></p> <p>a. Audit Committee (Chairman)</p> <p>b. Nomination and Remuneration Committee (Member)</p> <p>c. Corporate Social Responsibility Committee (Chairman)</p>	
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## 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:

Link: [Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams are 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](mailto: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.