

## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Addverb Technologies Limited for the financial year 2024-25 will be held at a shorter notice on Thursday, January 30, 2025, at 3:00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### **Special Business**

- 1. To approve increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 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 other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to borrow any sum(s) of money(ies) at its discretion, for the purpose of the business of the Company, either from Bank(s) whether Indian or Foreign, Financial institution(s) or any other lending institution(s)/ agency(ies)/ bodies corporate / any other person(s), from time to time, including by way of issuance of debentures whether secured, unsecured, convertible, non-convertible etc. which, together with the money(ies) already borrowed by the Company and remaining outstanding (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed at any point of time, the aggregate of the paid-up share capital, free reserves and securities premium but not exceeding Rs. 450,00,00,000/- (Rupees Four Hundred and Fifty Crore only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including fixing the terms and conditions of all such money(ies) to be borrowed from time to time as to interest, repayment, security or otherwise, finalizing and executing necessary agreement(s) and such other documents as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

- 2. To approve creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013 and, in this regard, to consider and pass, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) to create mortgage, hypothecation and/or charge etc., on all or any moveable/ immovable properties or other assets of the Company wherever situated, both present and future, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, comprising the whole or substantially the whole of the undertaking(s) of the Company, in favour of the Lender(s), agent(s), trustee(s) or any other person(s), for securing the borrowings of the Company by way of loan(s)/financing facility(ies)/credit facility(ies) etc. and securities (comprising of fully/ partly convertible debentures and/ or non-convertible debentures and/or other debt instruments), issued/to be issued by the Company, from time to time, including the amount of interest and other charges, costs and expenses payable in respect of such borrowings, subject to the limits as approved by the Members of the Company under Section 180(1)(c) of the Companies Act, 2013;

# ADDVERB

Human | Robot | Possibilities

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including finalizing and executing necessary documents/ deeds/ writings/ papers/ agreements as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.”

**By order of the Board of Directors**

**Sd/-**

**Divya Wadhawan**

**Company Secretary**

Date: January 29, 2025

Place: Noida

**Registered Office:**

Plot No. 5, Sector-156 Phase-II, Noida,

Gautam Buddha Nagar, UP-201301

CIN: U74999UP2016PLC122944

Tel: 0120 4844 759

## Notes:

1. The Ministry of Corporate Affairs ("MCA"), has vide its circular dated September 19, 2024 read 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 (collectively referred to as "MCA Circulars"), permitted convening and holding of the Extra Ordinary General Meeting ("EGM"/"Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Member at a common venue. In compliance with the Companies Act, 2013 ("Act") and MCA Circulars the Meeting of the Company is being held through VC and notice to all the Members is being sent only through electronic mode by e-mail at their address registered with the Company. The deemed venue for the Meeting shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC is attached as **Annexure 1**.
2. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. 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 / Depositories.
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 [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 case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
8. 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 [compliance@addverb.com](mailto:compliance@addverb.com) and the same will be replied by the Company suitably.
9. All documents referred to in the Notice will also be available electronically for inspection by the Members at the commencement of the meeting of the Company and shall remain open and accessible during the Meeting. Member seeking to inspect through e-mode is required to notify the Company Secretary on or before the commencement of the Meeting through email at [compliance@addverb.com](mailto:compliance@addverb.com).
10. Members attending the EGM through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
11. The Meeting is being held at a shorter notice pursuant to the provisions of Section 101 of the Act.
12. Members can cast their vote by a show of hands during the EGM or by sending an e-mail on [compliance@addverb.com](mailto:compliance@addverb.com) in case of a poll.

# ADDVERB

Human | Robot | Possibilities

## 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 proposed in this Notice:

### ITEM NOS. 1 and 2

The Board of Directors, at its meeting held on January 14, 2025, had approved to enhance the fund based limits from Rs. 350 crore to Rs. 450 crore, in terms of Section 180(1)(c) and to create mortgage, charge, hypothecation etc. in order to secure borrowings of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 considering the business requirements of the Company, subject to approval of Members of the Company.

In accordance with the provisions of Sections 180(1)(c) and 180(1)(a) of the Act read with the Rules framed thereunder, the aforesaid proposals for increasing the borrowing limits and creating mortgage / charge on the properties of the Company in favour of the lenders etc. require approval of the Members of the Company by way of Special Resolutions.

Accordingly, approval of the Members is sought to increase the borrowing limit and authorize the Board to borrow money(ies) up to an amount which may exceed at any point of time, the aggregate of its paid-up share capital, free reserves and securities premium but not exceeding Rs. 450 crore and to create mortgage / charge on the properties of the Company subject to aforesaid limits.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolutions set out at Item Nos. 1 and 2 of the Notice.

The above proposals are in the interest of the Company and accordingly, the Board commends the Special Resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the Members.

**By order of the Board of Directors**

**Sd/-**

**Divya Wadhawan**  
**Company Secretary**

Date: January 29, 2025

Place: Noida

**Registered Office:**

Plot No. 5, Sector-156 Phase-II, Noida,

Gautam Buddha Nagar, UP-201301

CIN: U74999UP2016PLC122944

Tel: 0120 4844 759

# ADDVERB

Human | Robot | Possibilities

## Annexure 1

Members are requested to note the following in accordance with MCA circulars:

1. The Meeting through VC, would be conducted through “Microsoft Teams” which enables two-way audio and VC. Members are requested to join the Meeting using the following link:

**Link :** [Join the meeting now](#)

Detailed instructions on installing Microsoft Teams is attached as Annexure 2.

2. The link to join the Meeting shall be activated 15 minutes before the Meeting.

3. E-mail address of the Company Secretary, Ms. Divya Wadhawan i.e. [compliance@addverb.com](mailto:compliance@addverb.com) is designated for correspondences / voting and all other purposes related to the meeting.

4. In the event of demand for poll at the meeting, Members shall send their votes by email from their email address which is registered with the Company and shall only be sent to the designated email address mentioned in point no. 3 above.

5. For any assistance before or during the meeting, Members may contact, Ms. Divya Wadhawan on +91- 8076697761.

ADDVERB

## Annexure 2

### The instruction for participating in the meeting through VC:

1. Members would have received an email from the Company to participate in the Meeting through VC on your email address registered with the Company.
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “**Join the meeting now**” option from the email. You will connect to the meeting.
3. 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 the meeting now**” option from the email invitation / your calendar events.



A new Browser window would open. Click on “**Continue on this browser**”. 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 / iPad / Android devices**:

Click on “**Join the meeting now**” 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 the meeting now**” 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.