

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting (“AGM”) of the Members of Addverb Technologies Limited (“Company”) will be held on **Friday, September 26, 2025 at 2:45 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon 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** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

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

3. To appoint Shri 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, Shri 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

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026 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, 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, 2026, be and is hereby ratified.”

5. 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), to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of earlier resolution passed in the Extra Ordinary General Meeting of the Members held on January 30, 2025 and 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 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 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. 550,00,00,000/- (Rupees Five 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.”

By Order of the Board of Directors

Sd/-

Divya Wadhawan

Company Secretary

Membership No.: A24976

Date: August 30, 2025

Place: Noida

Registered Office:

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

Gautam Buddha Nagar, Noida - 201310

Uttar Pradesh, India

CIN: U74999UP2016PLC122944

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

Email: compliance@addverb.com

Tel.: 0120 4844759

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated September 19, 2024 read together with circulars dated, April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (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.
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 2024-25 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 2024-25 will also be available on the Company's website 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. 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.
7. In terms of provisions of Section 152 of the Act, Shri Jalaj Ashwin Dani and Shri Ashok Kumar Goyal, 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 Shri Jalaj Ashwin Dani and Shri Ashok Kumar Goyal are annexed to the Notice, pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Shri Jalaj Ashwin Dani and Shri Ashok Kumar Goyal are interested in the Ordinary Resolutions set out at Item No. 2 and 3 respectively with regard to their reappointment. The relative(s) of Shri Jalaj Ashwin Dani and Shri Ashok Kumar Goyal may be deemed to be interested in the said resolutions 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 and 3 of the Notice.

8. Details of Directors retiring by rotation 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.
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 21, 2025 through e-mail on compliance@addverb.com. The same will be replied to 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 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 Businesses mentioned in the Notice:

ITEM NO. 4

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 2025-26, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh 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, 2026 as set out at Item No. 4 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. 4 of the Notice for ratification by the Members.

ITEM NO. 5

The Board of Directors, at its meeting held on July 15, 2025, had approved to enhance the fund based borrowing limit from Rs. 450 crore to Rs. 550 crore, in terms of Section 180(1)(c) 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) of the Act read with the Rules framed thereunder, the aforesaid proposal for increasing the borrowing limit requires approval of the Members of the Company by way of Special Resolution.

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. 550 crore.

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 above proposal is in the interest of the Company and accordingly, the Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

By Order of the Board of Directors

Sd/-

Divya Wadhawan

Company Secretary

Membership No.: A24976

Date: August 30, 2025

Place: Noida

Registered Office:

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

Gautam Buddha Nagar, Noida - 201310

Uttar Pradesh, India

CIN: U74999UP2016PLC122944

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

Email: compliance@addverb.com

Tel.: 0120 4844759

ANNEXURES TO THE NOTICE DATED AUGUST 30, 2025

Annexure I

Brief profile and other details of Directors retiring by rotation at the Annual General Meeting:

Name	Jalaj Ashwin Dani	Ashok Kumar Goyal
Age (years)	55 years	74 years
Qualifications	Chemical Engineering from University of Wisconsin-Madison, USA	Mechanical Engineering from IIT, Kanpur. Post-Graduation in Business Management from IIM, Kolkata.
Experience	Shri Jalaj Ashwin Dani is a co-promoter of Asian Paints Limited and spent over two decades in various capacities with Asian Paints Limited. He pursued Chemical Engineering from USA and did Advanced Management Program at INSEAD, Fountainebleau, Paris. He is actively involved in Confederation of Indian Industry (CII), Young President's Organisation (YPO), Federation of Indian Chambers of Commerce and Industry (FICCI) and other Business councils in various capacities. He also serves on Next Generation of Leaders Board (NGLB) in Indian School of Business (ISB), Hyderabad. He is an Independent Director on the Board of Havells India Limited and recently completed 5 years' Independent Director stint with HDFC Limited.	Shri Ashok Kumar Goyal has a wide experience in business and industry of about 50 years. He started his career with Asian Paints Limited from its initial days and contributed significantly in the fields of distribution, manufacturing, supply chain and information technology. Thereafter, he set up a trading company in specialty chemicals and later became CEO & Managing Director of Hitech Corporation Limited. Subsequently, he held the position of CEO of NICTO Ltd. After his retirement, he currently operates as a management consultant. He is actively associated with Lions International, the largest NGO in the world at present, and with Ekal Shrihari Vanvasi Vikas Trust, a cultural society for tribal welfare.
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 2024-25	Rs. 1,00,000 (Sitting Fees)	Rs 2,75,000 (Sitting Fees)
Date of first appointment on Board	12 th February, 2018	12 th February, 2018

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Shareholding in Company (March 31, 2025)	Nil	Nil
Relationship with any other Directors/Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board attended during the FY 2024-25	4	4
Directorships of other Boards as on March 31, 2025	<ol style="list-style-type: none"> 1. Havells India Limited 2. Greenlam Industries Limited 3. RISE Worldwide Limited 4. Resins and Plastics Limited 5. Haish Holding and Trading Company Private Limited 6. S. C. Dani Research Foundation Private Limited 7. Vitis Holding and Investments Private Limited 8. Shubhit Holdings Private Limited (Formerly known as Gujarat Organics Private Limited) 9. EndureAir Systems Private Limited 10. Paints and Coatings Skill Council 11. Piramal Foundation for Education Leadership 12. Piramal Foundation 13. Reliance Foundation 14. Sportscom Industry Confederation 15. Pratham Education Foundation 16. Reliance Foundation Institution of Education and Research 17. Vijayi Bharat Foundation 18. H T Parekh Foundation 19. Project Mumbai Civic Transformation Foundation 	<ol style="list-style-type: none"> 1. Dani Finlease Private Limited 2. Nirja Commercials Private Limited 3. Chennaiyin F.C. Sports Private Limited 4. EndureAir Systems Private Limited 5. Upnishad Trustee Advisory Services Private Limited 6. Fourth Frontier Technologies Private Limited 7. Chennaiyin Football Club Foundation

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Membership/ Chairmanship of Committees of other Boards as on March 31, 2025	<u>Havells India Limited</u> Corporate Social Responsibility Committee (Member) Stakeholders Relationship/Grievance Redressal Committee (Member) Enterprise Risk Management Committee (Member) Wilful Defaulter- Review (Member) <u>RISE Worldwide Limited-</u> Corporate Social Responsibility Committee (Chairman) Audit Committee (Chairman) Nomination and Remuneration Committee (Member) <u>Resins and Plastics Limited-</u> Nomination and Remuneration Committee (Member) <u>Pratham Education Foundation</u> Strategic Partnership Sub Committee (Chairman) Corporate Social Responsibility Committee (Member) <u>Greenlam Industries Limited</u> Risk Management Committee (Member) Audit Committee (Member) Nomination and Remuneration Committee (Member)	Nil
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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: [Join the meeting now](#)

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 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 on +91- 9871590101.

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.