

Dreamfolks Services Limited

Corporate Identity No. (CIN): L51909DL2008PLC177181

Regd. Office: 22, DDA Flats Panchsheel Park, Shivalik Road, New Delhi - 110017

Tel: 0124-4037306

Email: investor.support@dreamfolks.in; Website: www.dreamfolks.in

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting ('EGM' or 'the Meeting') of the members of **Dreamfolks Services Limited** ("the Company") will be held on Tuesday, 29th November 2022 at 11:00 AM (IST) through Video Conferencing ("VC") to transact the following special businesses:

ITEM NO. 1 – Re-appointment of Mr. Sharadchandra Damodar Abhyankar (DIN: 00108866), as the Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee, and Board of Directors of the Company, Mr. Sharadchandra Damodar Abhyankar (DIN: 00108866), whose first term as an Independent Director of the Company would expire on 29.11.2022 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 2 (two) consecutive years with effect from 30.11.2022.

RESOLVED FURTHER THAT the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, in connection with this resolution without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

ITEM NO. 2– Re-appointment of Mr. Sudhir Jain (DIN: 00010445), as the Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee, and Board of Directors of the Company, Mr. Sudhir Jain (DIN: 00010445), whose first term as an Independent Director of the Company would expire on 29.11.2022 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 2 (two) consecutive years with effect from 30.11.2022.

RESOLVED FURTHER THAT the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorized to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, in connection with this resolution without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

ITEM NO. 3– Re-appointment of Ms. Aditi Balbir (DIN: 03271132), as the Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee, and Board of Directors of the Company, Ms. Aditi Balbir (DIN: 03271132), whose first term as an Independent Director of the Company would expire on 29.11.2022 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 1 (one) year with effect from 30.11.2022.

RESOLVED FURTHER THAT the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, in connection with this resolution without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

ITEM NO. 4 – Re-appointment of Mr. Mario Anthony Nazareth (DIN: 00013337), as the Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee, and Board of Directors of the Company, Mr. Mario Anthony Nazareth (DIN: 00013337), whose first term as an Independent Director of the Company would expire on 29.11.2022 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 1 (One) year with effect from 30.11.2022.

RESOLVED FURTHER THAT the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, in connection with this resolution without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

Place: New-Delhi
Date: 04-11-2022

By order of the Board of Directors
For Dreamfolks Services Limited

Sd/-
Company Secretary & Compliance Officer
Rangoli Aggarwal
M.No. A44096

Registered Office:
22, DDA Flats Panchsheel Park, Shivalik
Road, New Delhi - 110017
CIN: L51909DL2008PLC177181
Phone: 0124-4037306
Email ID: investor.support@dreamfolks.in
Website: www.dreamfolks.in

NOTES:

1. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 22/2020 dated 15th June, 2020, General Circular no. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, the General Circular No. 20/2021 dated 8th December, 2021 and the General Circular No. 3/2022 dated 5th May, 2022 (collectively '**MCA Circulars**'), permitted companies to conduct General Meeting through video conferencing ('VC') and relevant circular issued by the Securities and Exchange Board of India ('SEBI') on holding of meeting through VC. In compliance with the MCA and SEBI Circulars and applicable provisions of the Act and Listing Regulations, the EGM of the Company is being convened and conducted through VC.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since, this EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. 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.
4. The Notice of EGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, 28th October, 2022.
5. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Notice of EGM will also be available on the Company's website at www.dreamfolks.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.

6. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the EGM Notice by email to investor.support@dreamfolks.in. Members holding shares in demat form can update their email address with their Depository Participants.
7. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of EGM and thereafter shall be disabled from the records of the RTA immediately after the EGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically. For further details please visit www.dreamfolks.in.
8. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your PAN details by writing to the Company's RTA.
10. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to investor.support@dreamfolks.in.
11. Members are requested to notify the Company of any change in address as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. The Company has fixed Tuesday, 22nd November, 2022 as the "**Cut-Off Date**" for remote e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
13. The Board of Directors of the Company has appointed Mr. Nitesh Latwal, Practicing Company Secretary bearing CP No. 16276, failing him, Mr. Ankit Singhi, Practicing Company Secretary bearing CP No. 16274, Partners of PI & Associates as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 2 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

15. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.dreamfolks.in and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.

16. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period shall begin on Saturday, 26th November, 2022 at 9:00 A.M. and end on Monday, 28th November, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., 22nd November, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in the process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@piassociates.co.in with a copy marked to evoting@nsdl.co.in.
2. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC but shall not be entitled to cast their vote again.
3. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date shall follow the same procedure for e-Voting as mentioned in this notice.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
5. In case of any queries related to this EGM including e-voting facility, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.support@dreamfolks.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.support@dreamfolks.in. If you are an Individual shareholders holding securities in demat

mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.support@dreamfolks.in. The same will be replied by the company suitably.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO THE PROPOSED SPECIAL BUSINESSES

1. As the EGM is being conducted through VC, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at investor.support@dreamfolks.in to enable smooth conduct of proceedings at the EGM. Questions / Queries received by the Company on or before 25th November, 2022 on the aforementioned e-mail id shall only be considered and responded to during the EGM.
2. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the EGM.
3. Members who could not have registered themselves as a speaker or send their queries can ask questions during the EGM by using communication box facility that will be appearing on the screens at the EGM.
4. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, depending on the availability of time for the EGM or for smooth conduct of the EGM.
5. Please take note that only queries pertaining to special business being transacted in the EGM will be responded by the Company.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@piassociates.co.in with a copy marked to evoting@nsdl.co.in.
2. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC but shall not be entitled to cast their vote again.
3. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date shall follow the same procedure for e-Voting as mentioned in this notice.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
5. In case of any queries related to this EGM including e-voting facility, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1, 2, 3 and 4:

Pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), members of the Company had appointed Mr. Sharadchandra Damodar Abhyankar (DIN: 00108866), Mr. Sudhir Jain (DIN: 00010445), Ms. Aditi Balbir (DIN: 03271132) and Mr. Mario Anthony Nazareth (DIN: 00013337) as Independent Director(s) of the Company (hereinafter collectively referred to as “Independent Directors”) for a period of 1 (one) year effective from 30.11.2021. The first term of Independent Directors would expire on 29.11.2022. The Nomination and Remuneration Committee after taking into account the performance of aforementioned Independent Directors during their first term and considering their knowledge, acumen, expertise, experience and substantial contribution and time commitment for the Company, has recommended to the Board of Directors (the “Board”), the reappointments of Mr. Sharadchandra Damodar Abhyankar and Mr. Sudhir Jain for a second term of 2 (two) consecutive years and Mr. Mario Anthony Nazareth and Ms. Aditi Balbir for a second term of 1 (one) year, w.e.f. 30.11.2022.

The Board, based upon the recommendation of the Nomination and Remuneration Committee, performance evaluation of these Independent Directors and considering their vast experience, diverse skills, leadership capabilities, expertise in governance, finance and risk management, amongst others, and valuable contributions made by them during their first term as Independent Directors, is of the view that their continued association as Independent Directors would be in the bests interest of the Company.

Brief profiles including qualification etc. of the Independent Directors, being proposed for re-appointment, are as under:

Mr. Sharadchandra Damodar Abhyankar, aged 56 years, is an Independent Director of our Company. He is a bachelor’s in arts (Economics and Commerce), a Bachelor in Law (general) and a Masters in Commercial Laws from the Bombay University. He is a Solicitor and Advocate with more than 33 years of experience and has been a partner in the mergers and acquisitions and corporate advisory practice in Khaitan & Co., Mumbai since December 2011. He is also a part time faculty at the Government Law College, Mumbai and a visiting faculty at Department of Law, Mumbai University. He is a member of the Advisory Committee and Drafting Committee of the NSE Centre for Excellence in Corporate Governance.

Mr. Sudhir Jain, aged 64 years, is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India since July 13, 1981 and a member of the Institute of Company Secretaries since October 1, 1988. He was associated with Minda Industries Limited for over 20 years and his last designation at Minda Industries Limited was Executive Director & Group CFO.

Ms. Aditi Balbir, aged 43 years, is an Independent Director of our Company. She holds a post-graduate degree in Management from the Indian School of Business, Hyderabad and has completed the Exchange Program of Spring, 2009 from the Fuqua School of Business, Duke University, North Carolina. She has over seven years of experience in the sustainability and travel sector, is the founder of a hospitality business, V Resorts, and is also the Chief Executive Officer and Director of Eco Weekends Private Limited. She is the recipient of the CNBC TV-18 Young Business Women Award 2017, Best Professional in Hospitality Award, 2015 by Safari India and Young Women Business Leader Award in 2017 by CNBC-TV 18.

Mr. Mario Anthony Nazareth, aged 68 years, is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India since June 10, 1983 and a member of the Institute of Company Secretaries since July 20, 1983. He has also completed the Mahindra Universe Program from Harvard Business School and the ‘Achieving Outstanding Leadership’ program from Michigan Ross School

of Business. He was an Eisenhower Exchange Fellow in 2000. He has served the Mahindra & Mahindra Limited for over 4 decades in various positions with his last designation at the Mahindra Group being the Group Chief Internal Auditor (Executive Vice-President Corporate Management Services).

Mr. Sharadchandra Damodar Abhyankar, Mr. Sudhir Jain, Ms. Aditi Balbir and Mr. Mario Anthony Nazareth meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a) Leadership experience of running enterprise – Experience in leading well-governed organizations, with an understanding of organizational systems.
- b) Experience in handling management and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- c) Deep understanding of various laws/ regulatory issues etc.
- d) Finance and internal control.

Mr. Sharadchandra Damodar Abhyankar, Mr. Sudhir Jain, Ms. Aditi Balbir and Mr. Mario Anthony Nazareth have individually:

- i. confirmed that they are not disqualified from being appointed as Director(s) of the Company in terms of Section 164 of the Act or by virtue of any order of SEBI or any other authority;
- ii. given their respective consents for being appointed as Director(s) of the Company; and
- iii. provided necessary declaration(s) that they meet the criteria of independence as specified in Section 149 (6) of the Act as well as Regulations 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**).

The Company has received necessary declaration under Section 160 proposing the candidature of Mr. Sharadchandra Damodar Abhyankar, Mr. Sudhir Jain, Ms. Aditi Balbir and Mr. Mario Anthony Nazareth for re-appointment as an Independent Director.

In the opinion of the Board, Mr. Sharadchandra Damodar Abhyankar, Mr. Sudhir Jain, Ms. Aditi Balbir and Mr. Mario Anthony Nazareth fulfils the criteria of independence as specified in the Act, Rules made thereunder and the Listing Regulations and that they are independent of the management of the Company. The Board, accordingly, hereby propose the respective re-appointment(s) of Mr. Sharadchandra Damodar Abhyankar , Mr. Sudhir Jain, Ms. Aditi Balbir and Mr. Mario Anthony Nazareth, as Independent Directors of the Company for a second term, as referred above. . These Independent Directors, upon re-appointment, would not be liable to retire by rotation.

Other details of Mr. Sharadchandra Damodar Abhyankar, Mr. Sudhir Jain, Ms. Aditi Balbir and Mr. Mario Anthony Nazareth as required under Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) are provided in the “Annexure” to the Notice. The Independent Directors shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, as may be decided by the Board, reimbursement of expenses for participating in the Board, committees thereof and other meetings.

Copy of the draft letter(s) for their re-appointment, setting out the terms and conditions, are available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to investor.support@dreamfolks.in.

Save and except as above, none of the other Directors, key managerial personnel or their relatives, except respective aforementioned Appointee, to whom the respective resolution relates, is interested or concerned, financially or otherwise, in passing the proposed resolutions set out in Item no. 1, 2, 3 & 4..

The Board of Directors recommends the Special Resolutions set forth in item no. 1, 2 , 3 & 4for the approval of members.

Place: New-Delhi
Date: 04-11-2022

By order of the Board of Directors
For Dreamfolks Services Limited

Sd/-
Company Secretary & Compliance Officer
Rangoli Aggarwal
M.No. A44096

Registered Office:
22, DDA Flats Panchsheel Park, Shivalik
Road, New Delhi - 110017
CIN: L51909DL2008PLC177181
Phone: 0124-4037306
Email ID: investor.support@dreamfolks.in
Website: www.dreamfolks.in

Annexure-A

Other details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment.

Name of Director	Sharadchandra Damodar Abhyankar	Sudhir Jain	Aditi Balbir	Mario Anthony Nazareth
Date of Birth (Age in years)	09.10.1965 57 Years	06.01.1958 64 Years	05.09.1978 44 Years	05.06.1954 68 Years
Experience	30 Years	20 years	15 Years	20 Years
Expertise in specific functional areas	Solicitor and Advocate	Company Secretary, Chartered Accountant	Sales and Marketing	Law, Corporate Governance
Terms and conditions of appointment/ re-appointment including remuneration	As referred to in resolution and explanatory statement thereto.			
Details of remuneration last drawn	Not Applicable			
Date on which first appointed on the Board	30.11.2021	30.11.2021	30.11.2021	30.11.2021
Details of shareholding in the Company directly or on beneficial basis	-	-	-	-
Relationship with other Directors/ Key Managerial Personnel (if any)	As referred to in resolution and explanatory statement thereto.			
Number of Board meetings attended during the year	7	7	7	7
Board memberships of other Companies	ABM Knowledgeware Limited Instasafe Technologies Private Limited Ashoka GVR Mudhol Nipani Roads Limited	Ejot-Octagon Fastening Systems Private Limited Minda Rinder Private Limited Roki Minda Co. Private Limited	Bliss Inns Private Limited Eco-Weekends Private Limited Vitastays Private Limited	Archdiocese of Mumbai Charitable Foundation

	<p>Ashoka Buildcon Limited</p> <p>Centaur Pharmaceuticals Private Limited</p> <p>Whiteoak Capital Trustee Limited</p>	<p>Minda Distribution And Services Limited</p> <p>Suman Nirmal Minda Private Limited</p> <p>Minda Spectrum Advisory Limited</p>		
<p>Chairperson/Member of the Committee of the Board of Directors of Company</p>	<p>Audit Committee-Chairperson</p> <p>Risk Management Committee-Member</p>	<p>Audit Committee-Member</p> <p>Nomination & Remuneration Committee-Chairperson</p>	<p>Audit Committee-Member</p> <p>Nomination & Remuneration Committee-Member</p>	<p>Audit Committee-Member</p> <p>Stakeholders Committee-Member</p> <p>CSR Committee-Member</p>
<p>Chairperson/Member of the Committee of the Board of Directors of other Companies.</p>	<p>1.Ashoka Buildcon Limited-</p> <p>Stakeholder Relationship Committee-Chairman</p> <p>Nomination & Remuneration Committee-Member</p> <p>2.ABM Knowledgeware Limited</p> <p>Audit Committee-Chairman</p> <p>Stakeholder Relationship Committee-Chairman</p> <p>Nomination & Remuneration</p>	-	-	-

	Committee-Member CSR Committee-Member 3.Whiteoak Capital trustee Limited Audit Committee-Member			
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