

Rathi & Associates

COMPANY SECRETARIES

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September 30, 2024

To
The Board of Directors
IDream Film Infrastructure Company Limited
(Formerly known as Softbpo Global Services Limited)
Flat No B-4501& B-4601, Lodha Bellissimo,
Lodha Pavilion, Apollo Mill Compound,
Mahalaxmi, Mumbai – 400 011

Dear Sirs,

Sub: Scrutinizer's Report on remote e-voting and physical voting through ballots at 43rd Annual General Meeting of the Members of IDream Film Infrastructure Company Limited held on Monday, September 30, 2024

IDream Film Infrastructure Company Limited ("**the Company**") (*formerly known as Softbpo Global Services Limited*) at their Board Meeting held on September 04, 2024 appointed Mr. Jayesh M. Shah (Membership No. FCS 5637), Partner of M/s Rathi & Associates, Practicing Company Secretaries, to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated September 4, 2024 of the 43rd Annual General Meeting of the Company held on Monday, September 30, 2024, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("**the Act**") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions as contained in the aforesaid Notice of the Annual General Meeting of the Members of the Company.



Our responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company to provide remote e-voting facility and physical voting through ballots at the AGM as provided by the Company.

As required under Section 101 of the Act, a notice of the 43rd Annual General Meeting was sent to the Members by permitted means, for seeking approval of Members on following resolutions:

1. Resolution No. 1 as an Ordinary Resolution:

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors' and Auditor's thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the Report of the Auditor's thereon.

2. Resolution No. 2 as an Ordinary Resolution:

Appointment of Mr. Kalpana Shripal Morakhia (DIN: 00336451) as Director of the Company, who retires by rotation, and being eligible, has offered herself for re-appointment.

3. Resolution No. 3 as a Special Resolution:

Appointment of Mr. Paresh Shrikrishna Kadam (DIN: - 10765711) as an Independent Director of the Company for a period of five years.

4. Resolution No. 4 as a Special Resolution:

Appointment of Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) as an Independent Director of the Company for a period of five years.



Remote e-voting facility was made available to Members of the Company from Friday, September 27, 2024 at 9:00 a.m. upto Sunday, September 29, 2024 at 5:00 p.m. to exercise their voting rights. Accordingly, e-votes cast upto 5:00 p.m. of Sunday, September 29, 2024 have been considered for our scrutiny.

After the conclusion of the Annual General Meeting, the voting was conducted through physical ballots at the meeting and the locked ballot box was subsequently opened in the presence of two witnesses not in employment of the Company, namely Mr. Anand Jha and Mr. Satish Singasane and no members had cast vote through physically ballots.

A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 43rd Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by Members through remote e-voting and physical ballots at the Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairperson of the Meeting or any one of the Director as authorized in this regard by the Chairperson.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES



A handwritten signature in blue ink, appearing to read "Jayesh M. Shah", written over a set of horizontal lines.

JAYESH M. SHAH
PARTNER
MEMBERSHIP No. F5637
COP No. 2535
UDIN:
P.R. Certificate No. 668/2020

Countersigned by
For IDREAM FILM INFRASTRUCTURE LIMITED

KALPANA MORAKHIA
MANAGING DIRECTOR
DIN: - 00336451

Annexure

1. **Resolution No. 1** as an Ordinary Resolution to receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors' and Auditor's thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the Report of the Auditor's thereon

Sr. No.	Particulars	No. of Ballots/remote e-voting	No. of Shares voted for
a.	Votes cast through physical ballot	-	-
b.	Remote e-Voting Confirmations received	5	96,400
	Total	5	96,400
c.	Less: Invalid Ballot/Remote e-Voting Confirmations	-	-
d.	Net Valid Physical Ballot Forms/ Remote e-Voting	5	96,400
	(i) Physical Ballot Forms/Remote E-voting With assent for the Resolution	5	96,400
	Percentage(%)of Assent		100.00*
	(ii) Physical Ballot Forms/Remote E-voting with dissent for the Resolution	-	-
	Percentage(%)of Dissent		0.00

*Rounded off to the nearest decimal.



2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mrs. Kalpana Shripal Morakhia (DIN: 00336451) as Director of the Company, who retires by rotation, and being eligible has offered herself for re-appointment;

Sr. No.	Particulars	No. of Ballots/remote e-voting	No. of Shares voted for
a.	Votes cast through physical ballot	-	-
b.	Remote e-Voting Confirmations received	5	96,400
	Total	5	96,400
c.	Less: Invalid Ballot/Remote e-Voting Confirmations	-	-
d.	Net Valid Physical Ballot Forms/ Remote e-Voting	5	96,400
(i)	Physical Ballot Forms/Remote E-voting with assent for the Resolution	5	96,400
	Percentage(%)of Assent		100.00*
(ii)	Physical Ballot Forms/Remote E-voting with dissent for the Resolution	-	-
	Percentage(%)of Dissent		0.00

*Rounded off to the nearest decimal.



3. **Resolution No.3** as a Special Resolution for appointment of Mr. Paresh Shrikrishna Kadam (DIN: - 10765711) as an Independent Director of the Company for a period of five years.

Sr. No.	Particulars	No. of Ballots/remote e-voting	No. of Shares voted for
a.	Votes cast through physical ballot	-	-
b.	Remote e-Voting Confirmations received	5	96,400
	Total	5	96,400
c.	Less: Invalid Ballot/Remote e-Voting Confirmations	-	-
d.	Net Valid Physical Ballot Forms/ Remote e-Voting	5	96,400
(i)	Physical Ballot Forms/Remote E-voting with assent for the Resolution	5	96,400
	Percentage(%)of Assent		100.00*
(ii)	Physical Ballot Forms/Remote E-voting with dissent for the Resolution	-	-
	Percentage(%)of Dissent		0.00

*Rounded off to the nearest decimal.



4. **Resolution No.4** as a Special Resolution for appointment of Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807)) as an Independent Director of the Company for a period of five years.

Sr. No.	Particulars	No. of Ballots/remote e-voting	No. of Shares voted for
a.	Votes cast through physical ballot	-	-
b.	Remote e-Voting Confirmations received	5	96,400
	Total	5	96,400
c.	Less: Invalid Ballot/Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/ Remote e-Voting	5	96,400
(i)	Physical Ballot Forms/Remote E-voting with assent for the Resolution	5	96,400
	Percentage(%)of Assent		100.00*
(ii)	Physical Ballot Forms/Remote E-voting with dissent for the Resolution	-	-
	Percentage(%)of Dissent		0.00

*Rounded off to the nearest decimal.



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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 (including Consolidated Financial Statements)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	90000	90000	100.0000	90000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		90000	90000	100.0000	90000	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	60000	6400	10.6667	6400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		60000	6400	10.6667	6400	0	100.0000
Total		150000	96400	64.2667	96400	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Kalpana Shripal Morakhia (DIN: 00336451) as Director of the Company, who retires by rotation, and being eligible, has offered herself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	90000	90000	100.0000	90000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		90000	90000	100.0000	90000	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	60000	6400	10.6667	6400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		60000	6400	10.6667	6400	0	100.0000
Total		150000	96400	64.2667	96400	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Paresh Shrikrishna Kadam (DIN: - 10765711) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	90000	90000	100.0000	90000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		90000	90000	100.0000	90000	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	60000	6400	10.6667	6400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		60000	6400	10.6667	6400	0	100.0000
Total		150000	96400	64.2667	96400	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	90000	90000	100.0000	90000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		90000	90000	100.0000	90000	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	60000	6400	10.6667	6400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		60000	6400	10.6667	6400	0	100.0000
Total		150000	96400	64.2667	96400	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	