

**January 14, 2025**

To, The Secretary, Listing Department BSE Limited P. J. Towers, Dalal Street Mumbai – 400001 <b>Scrip Code:</b> 543591	To, The Listing Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 <b>Symbol:</b> DREAMFOLKS
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**Subject: Notice of Postal Ballot of Dreamfolks Services Limited**

Dear Sir/ Madam,

We enclose herewith a copy of the Postal Ballot Notice of Dreamfolks Services Limited (**‘the Company’**) dated November 20, 2024, along with the Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and related Rules read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Circulars issued by the Securities and Exchange Board of India (**‘SEBI’**) (**‘Notice’**) for seeking approval of the Members of the Company on the following Special resolution:

<b>S. No.</b>	<b>Description of Special Resolution</b>
1.	Appointment of Mr. Sunil Kulkarni (DIN: 02714177) as an Independent Director of the Company

In compliance with the provisions of the General Circulars Nos. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/ 2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively referred to as **‘MCA Circulars’**), Government of India, read with applicable SEBI Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/Registrar and Share Transfer Agent (**‘RTA’**) and whose names are recorded in the Register of Members maintained by the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 10, 2025** (**‘Cut-Off Date’**).

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only. The Company has engaged National Securities Depository Limited (**‘NSDL’**) as e-voting agency for the purpose of providing remote e-voting services.

The process for registration of e-mail address is provided in the 'Notes' section to the Notice. The aforesaid Notice is also hosted on the website of the Company at [www.dreamfolks.com](http://www.dreamfolks.com).

The e-voting period commences on **Wednesday, January 15, 2025 (09:00 A.M. IST)** and will end on **Thursday, February 13, 2025 (05:00 P.M. IST)** for all the Members, whether holding shares in physical form or in demat form. The e-voting module shall be disabled by NSDL for voting thereafter. Remote e-voting shall not be allowed beyond the said time and date. Vote once cast cannot be changed subsequently.

The Board of Directors of the Company have appointed Mr. Deepak Kukreja (FCS No. 4140) or failing him, Mrs. Monika Kohli (FCS 5480) of M/s. DMK Associates, Practicing Company Secretaries, as the Scrutinizer for Postal Ballot e-voting process in accordance with the law and in a fair and transparent manner.

The results of the Postal Ballot/e-voting will be declared within a period of two (2) working days from the conclusion of remote e-voting i.e. **February 15, 2025**, by the Chairperson or any other person authorized by her in that behalf. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

You are hereby requested to take the above information on record.

Thanking you!

Yours faithfully

**For Dreamfolks Services Limited**



**Harshit Gupta**  
**Company Secretary and Compliance Officer**

# DreamFolks

**Dreamfolks Services Limited**

**CIN: L51909DL2008PLC177181**

**Regd. Office:** 26, DDA Flats, Panchsheel Park, Shivalik Road, Panchsheel Enclave, South Delhi,  
New Delhi, Delhi, India, 110017

**Tel:** 0124-4037306; **Email:** [investor.support@dreamfolks.com](mailto:investor.support@dreamfolks.com)

**Website:** [www.dreamfolks.com](http://www.dreamfolks.com)

## **POSTAL BALLOT NOTICE**

Dear Member(s),

**Notice** is hereby given that the resolution as set forth is proposed to be passed by the Members of Dreamfolks Services Limited (“**the Company**”) by means of **Postal Ballot through remote e-voting only**, pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”), inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/ 2022 dated May 05, 2022, 11 / 2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India (“**SS - 2**”), (as amended) and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act along with information as required under SEBI LODR Regulations & SS - 2, setting out all material facts relating to the resolution is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

In compliance with the aforesaid provisions and the MCA Circulars, this Notice is being sent only through electronic mode to all its Members whose email addresses are registered with the Company/ Registrar & Share Transfer Agent (“**RTA**”) or Depositories as on Friday, January 10, 2025 (“**cut-off date**”) and the communication to assent/dissent of the Members on the resolution proposed in this Notice will only take place through the remote

e-voting system.

The remote e-voting facility would be available during the following period:

<b>Commencement of e-voting</b>	January 15, 2025 (09:00 A.M. IST)
<b>End of e-voting</b>	February 13, 2025 (05:00 P.M. IST)

Members are requested to refer the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out. If your email address is not registered with the Company/ RTA /Depositories, please follow the process provided in the notes to this Notice. The Notice is also available on the website of the Company at [www.dreamfolks.com](http://www.dreamfolks.com).

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the applicable Rules, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members.

The Board of Directors of the Company appointed Mr. Deepak Kukreja (FCS No. 4140) or failing him, Mrs. Monika Kohli (FCS 5480) of M/s. DMK Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson of the Company, or any other person duly authorized by the Chairperson, after completion of the scrutiny of the e-voting process. The results shall be declared on or before **February 15, 2025** and would be communicated to the Stock Exchange(s), Depositories and RTA or any statutory authority or concerned in this regard. The results will also be displayed on the Company's website at [www.dreamfolks.com](http://www.dreamfolks.com).

## **SPECIAL BUSINESS**

### **Item No. 1: Appointment of Mr. Sunil Kulkarni (DIN: 02714177) as an Independent Director of the Company**

**To appoint Mr. Sunil Kulkarni (DIN: 02714177) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

***“RESOLVED THAT** pursuant to the provisions of Section(s) 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) including the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sunil Kulkarni (DIN: 02714177), who was appointed as an Additional*

*Director (Independent) of the Company by the Board of Directors with effect from November 21, 2024 and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.*

**RESOLVED FURTHER THAT** *pursuant to the provisions of Section(s) 149, 150, 152 read with Schedule IV of the Act, including the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sunil Kulkarni (DIN: 02714177), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years, commencing from the date of his appointment i.e. November 21, 2024 through November 20, 2026 (both days inclusive).*

**RESOLVED FURTHER THAT** *for the purpose of giving effect to the foregoing resolution, the Board of Directors, Key Managerial Personnel(s) or any other person so authorised by the Board, be and are hereby authorised to do all such acts, matters, deeds and thing, as it may in its absolute discretion deem necessary, expedient, proper or desirable, including but not limited to settling any question, difficulty or doubt that may arise in respect of aforesaid resolution, without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or ancillary or incidental thereto expressly by the authority of this resolution.”*

**By Order of the Board of Directors  
For Dreamfolks Services Limited**

**Place:** Gurugram

**Date:** November 20, 2024

**Harshit Gupta  
Company Secretary and Compliance Officer  
M. No.: A41111**

## NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), each as amended, setting out the material facts, reasons, and information as required under SEBI LODR Regulations & SS – 2 is annexed herewith and forms part of this Notice.
2. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the relevant cut-off date should treat this notice for information purpose only. Any person who holds shares of the Company as on cut-off date and becomes Member of the Company after dispatch of this Notice shall follow the same procedure for remote e-voting as provided hereafter.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

3. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.dreamfolks.com](http://www.dreamfolks.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
4. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI LODR Regulations, the Company has engaged NSDL to provide remote e-voting facility for its Members. The procedure for remote e-voting is given below.

The remote e-voting facility is available at the link at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from **Wednesday, January 15, 2025 (09:00 A.M. IST)** and ends on **Thursday, February 13, 2025 (05:00 P.M. IST)** (both days inclusive). The remote e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time.

Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

5. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
6. The Board of the Directors of the Company has appointed Mr. Deepak Kukreja (FCS No. 4140) or failing him, Mrs. Monika Kohli (FCS 5480) of M/s. DMK Associates, Practising Company Secretaries, as the Scrutinizer for conducting the voting process through Postal Ballot remote e-voting in accordance with the law and in a fair and transparent manner.
7. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two (2) working days from the end of the remote e-voting period to the Chairperson or any other person authorised by the Chairperson. Upon receipt of Scrutinizer's Report, the results of the Postal Ballot will be announced by the Chairperson or authorised person.
8. 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.com](http://www.dreamfolks.com) 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 i.e. BSE Limited and the National Stock Exchange of India Limited.

The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in that behalf. The resolution, if approved by the requisite votes of Members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. **Thursday, February 13, 2025**.

9. All documents referred to in the Notice and Explanatory Statement are available for inspection by the Members at the Registered Office, Corporate Office of the Company as well as electronically on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 01:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of remote e-voting i.e. **Thursday, February 13, 2025**. Any Member interested in inspection may write to the Company at [compliance@dreamfolks.com](mailto:compliance@dreamfolks.com).
10. 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 License, 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 this Notice by email to [compliance@dreamfolks.com](mailto:compliance@dreamfolks.com) or to the Registrar and Transfer Agent (RTA) at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in). Members holding shares in demat form can update their email address with their Depository Participants.

## 11. Instructions for Remote E-voting:

The manner and process of remote e-voting is as under:

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

Step 2: Cast your vote electronically on NSDL e-voting system.

### Step 1: Access to NSDL e-voting system





#### A) Login method for e-voting 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	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-voting</b> ” under e-voting services and you will be able to see e-voting



	<p>page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 held 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 <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience:</li> </ol> <div data-bbox="699 1362 1232 1652" style="border: 1px solid black; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>       <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user</li> </ol>

	<p>your existing my easi username &amp; password.</p> <p>2) After successful login, the Easi/Easiest user will be able to see e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company.</p> <p>On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also link provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, a user can directly access e-voting page by providing the Demat Account Number and the PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method 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:
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 **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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 on NSDL e-voting system**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
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.

**Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of email ids for e-voting for the resolution set forth 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 e-mail to [compliance@dreamfolks.com](mailto:compliance@dreamfolks.com).
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 [compliance@dreamfolks.com](mailto:compliance@dreamfolks.com). If you are an individual shareholder 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 for individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

**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 [deepak.kukreja@dmkassociates.in](mailto:deepak.kukreja@dmkassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. 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 [evoting@nsdl.com](mailto:evoting@nsdl.com) to reset the password.

3. In case of any queries related to this notice 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](http://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](mailto:pallavid@nsdl.co.in) / at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000.
4. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI mandated establishment of common Online Dispute Resolution Portal (“ODR Portal”), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its STA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
  - If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal ([www.scores.gov.in](http://www.scores.gov.in)) in accordance with SCORES Guidelines.
  - If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s)). For more information shareholders are requested to visit the weblink <https://www.dreamfolks.com/investor-information.html>
5. *For the purpose of information for shareholders:* Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal

Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The abovementioned SEBI Master Circular and SEBI Circular are available on SEBI's website.

6. The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at the weblink <https://www.dreamfolks.com/investor-information.html>, in view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA at Email at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) in context of applicable SEBI Circular(s). Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.
7. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Further SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company at the weblink <https://www.dreamfolks.com/investor-information.html> and RTA.



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

**Item No. 1**

The Company believes that composition of Board of Directors is one of the pillars for ensuring high standard of Corporate Governance. A diverse Board will leverage difference in thoughts, enhance the quality of the decisions by utilizing the different skills, qualification, professional experience, knowledge etc. of the Members of the Board which is necessary for achieving the growth of the Company. The Board had finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the Nomination and Remuneration Committee (“NRC”) reviews the profiles of suitable prospects and invite select candidate for an open and candid conversation. Post conversations with prospective candidate, the NRC was impressed with the credentials and profile of Mr. Sunil Kulkarni and had identified him as the most suitable candidate to be inducted as an Independent Director on the Board.

Based on the recommendation of the NRC, the Board of Directors of the Company (‘the Board’) have appointed Mr. Sunil Kulkarni (DIN: 02714177) as an Additional Director (Independent) of the Company and designated him as an Independent Director for a term of two (2) years i.e. for a period effective from November 21, 2024 through November 20, 2026 (inclusive of both days), subject to shareholders’ approval. The NRC while making such recommendation to the Board also considered the criteria specified in the Company’s Policy on ‘Policy on Board Diversity’, i.e. skills, experience, and competencies required for effective functioning and independence of the Board, personal qualities of integrity and ethical conduct, team-playing capabilities and other positive attributes of the Director etc.

Mr. Kulkarni fulfils the conditions specified under the Companies Act, 2013 (hereinafter referred to as “**the Act**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**SEBI LODR Regulations**”) for such appointment and is independent of the management.

Mr. Kulkarni as a Non-Executive Independent Director, will not be liable to retire by rotation in accordance with the provisions of Section 152 of the Act and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Brief Profile of Mr. Kulkarni has been annexed to this notice.

Requisite details, pursuant to the provisions of the Regulation 36 of SEBI LODR Regulations read with the Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India (“SS-2”), are mentioned in this explanatory statement and/or annexed to this notice.

The Members are hereby apprised that pursuant to Section 161 of the Act and Rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next Annual General Meeting ('AGM') of the Company or the last date on which the AGM should have been held, whichever is earlier. Also, Regulation 17(1C) read with Regulation 25(2A) of the SEBI LODR Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next General Meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has also received from Mr. Kulkarni (i) consent to act as Director in Form DIR-2; (ii) intimation in Form DIR-8, to the effect that he is not disqualified to be appointed as Director under Section 164 of the Act; (iii) declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act & Regulation 16(1)(b) of the SEBI LODR Regulations; and (iv) certificate stating that he is not debarred from appointment pursuant to any Order of SEBI or any other Authority. The Company has also received notice in writing under the provisions of Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company.

Further, Mr. Kulkarni has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Kulkarni has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of view that Mr. Sunil Kulkarni's skills, background and capabilities are aligned to the role expected from him. His appointment is justified due to following reasons/ skills:

- Deep knowledge and expertise in the area of Risk Management, businesses & technology, general management practices & processes, industry knowledge, macro-economic perspectives, sales & marketing and strategy.
- Extensive experience in leading well-governed organizations, with an understanding of organizational systems.
- Strong analytical and strategic thinking to develop and implement various policies in a business organization.
- Expertise in developing successful business model, using technology, for varied product & services.

- Educational background and rich experience across various institutions including on the Boards of various public limited companies, listed companies, etc.

In the opinion of the Board, Mr. Kulkarni is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR Regulations for his appointment as an Independent Director of the Company.

Mr. Kulkarni will be entitled for sitting fees for attending meetings of the Board and its Committees of which he is a Member, as may be decided by the Board from time to time.

A copy of the letter setting out the terms and conditions of appointment of Independent Director shall be available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [compliance@dreamfolks.com](mailto:compliance@dreamfolks.com) and can also be accessed via. [www.dreamfolks.com](http://www.dreamfolks.com)

Except Mr. Sunil Kulkarni, being an appointee, none of the Directors and Key Managerial Personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set forth at Item No. 1 above.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI LODR Regulations, the approval of the Members is sought for the appointment of Mr. Sunil Kulkarni as Independent Director of the Company, as a Special resolution as set forth above.

The Board commends the Special resolution set forth at Item No. 1 for the approval of the Members.

**By Order of the Board of Directors  
For Dreamfolks Services Limited**

**Place:** Gurugram

**Date:** November 20, 2024

**Harshit Gupta  
Company Secretary and Compliance Officer  
M. No. A41111**

## **Brief Profile of Mr. Sunil Kulkarni**



Mr. Kulkarni is CEO of Business Correspondents Federation of India (BCFI), an industry association for 70 Corporate BCs and 5 Payments Bank servicing close to 3 million BC Agents Pan India, since year 2020 to support BC industry's viability and business interest with finance ministry, regulator and banks. While operating BCFI for BC industry as "Deemed Self-Regulatory Organisation (SRO)" since 2020, he is also driving BC industry towards new revenue streams on emerging financial services business such as Digitisation of SHG business, Digital Credit/Lending, Digital Commerce (ONDC) etc. He also advises select banks on Branchless Banking, Digital Payments, Digital Banking and Digital Distribution, besides being Director/Independent Director on select Fintech's Boards. His past Advisory roles include The World Bank (CGAP), Facebook for WhatsApp Payments, Euronet Worldwide, FIS Global & Adani Capital. He provides advisory support to Fintech for their application to RBI for Prepaid Payment Instrument and Payment Aggregator licenses.

He Chaired the Reserve Bank Innovation Hub working group to create credit solution through "Assisted" Account Aggregator framework which is under consideration & was also Member of RBI Committee on setting up "Digital Payments Intelligence Platform" headed by ex-NPCI MD-CEO Sri AP Hota. Mr. Kulkarni has over 36 years of cross-industry experience in technology-led businesses. In his last executive assignment (December 2019), he was the Joint Managing Director for Oxigen Services, a Company he helped build over 15 years. He took charge of Oxigen Services (then known as India Prepaid Services Pvt Ltd) as CEO in 2004.

He and the Chairman, jointly decided to launch in India's first e-Distribution Network for mobile recharge coupons and its dispensation over Point of Sale (PoS) terminals, PC and SMS. He launched a viable Branchless Banking business model through a standard PoS as MicroATM with leading banks in India for Financial Inclusion. Mr. Kulkarni is also referred to as the techno-savvy brain behind developing a successful business model, using Technology, for varied services & products, including Oxigen's Mobile Wallet, India's first mobile wallet, an innovative payment mechanism and prepaid wallet, accessible online/on-mobile way back in 2008 when there were no smart phones.

Prior to joining Oxigen, Mr. Kulkarni served as General Manager-Marketing & Business Development in Motorola India's Wireless Infrastructure business for 9 years, starting in 1995. He looked after Business Development, Business Strategy and Product Management functions for GSM & CDMA wireless technologies. He started his professional journey in 1986 with Siemens Ltd., where he last served as the Head of Semi-Conductor Division.

Mr. Kulkarni is an Engineering Graduate in Electronics & Communication with Gold medal in 1986 from Jodhpur and has done Management Education Program (1992-93) from Indian Institute of Management (IIM-A), Ahmedabad, India.

Given below is a list of core skills, expertise and competencies of Mr. Kulkarni:

<b>S. No</b>	<b>Skills/Expertise/ Competencies</b>	<b>Mr. Sunil Kulkarni</b>
1	Leadership Experience	✓
2	Industry knowledge and experience	✓
3	Technology & Innovation	✓
4	Corporate Governance & ESG	✓
5	Expertise/ Experience in Finance & Accounts/ Audit/ Risk Management areas	✓ (Risk Management)

**DETAILS OF DIRECTOR WHO IS PROPOSED TO BE APPOINTED AS DIRECTOR, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), ARE AS UNDER:**

<b>Name of Director</b>	Mr. Sunil Kulkarni		
<b>Age</b>	61 years		
<b>Nationality</b>	Indian		
<b>Date of first Appointment on Board of Company</b>	November 21, 2024		
<b>Qualifications</b>	He is an Engineering Graduate in Electronics & Communication with Gold medal in 1986 from Jodhpur and has done Management Education Program (1992-93) from Indian Institute of Management (IIM-A), Ahmedabad, India.		
<b>Resume/Experience/ Expertise in Specific functional Area, in brief</b>	As detailed in explanatory statement and profile.		
<b>Directorship held in other Companies</b>	<ol style="list-style-type: none"> <li>1. MOS Utility Limited</li> <li>2. RNFI Services Limited</li> <li>3. Equal Pay India Private Limited</li> <li>4. Adani Digital Services Private Limited</li> <li>5. One Stack Solution Private Limited</li> <li>6. Amoret Events and Weddings Private Limited</li> <li>7. Nearby Neodigital Services Private Limited</li> <li>8. Softpos Technologies Private Limited</li> <li>9. Frog 8 Technology Services Private Limited</li> <li>10. Pockket Payment Technologies Private Limited</li> </ol>		
<b>Chairperson / Member of the Committee of the Board of Directors of the Company</b>	<ol style="list-style-type: none"> <li>1. Audit Committee (<i>Member</i>);</li> <li>2. Nomination &amp; Remuneration Committee (<i>Member</i>); and</li> <li>3. Stakeholders ' Relationship Committee (<i>Member</i>)</li> </ol>		
<b>Names of other listed entities in which the person also holds the Directorship and the Membership of Committees of the Board</b>	<ol style="list-style-type: none"> <li>1. MOS Utility Limited</li> <li>2. RNFI Services Limited</li> </ol> <p><i>(Details of the Committee positions are given in Membership/Chairmanship of Committee of other Companies section)</i></p>		
<b>Membership/Chairmanship of Committee of other Companies</b>	<b>Name of Company</b>	<b>Name of the Committee</b>	<b>Position held thereof</b>
	RNFI Services Limited	Audit Committee	Chairperson
		Nomination & Remuneration	Chairperson

		Committee	
<b>Number of Board Meetings attended during the year</b>	N.A.		
<b>Number of Shares held either directly or as beneficial owner</b>	Nil		
<b>Terms and conditions of appointment/ reappointment including Remuneration sought to be paid</b>	As detailed in resolution read with explanatory statement thereto		
<b>Remuneration last drawn</b>	N.A.		
<b>Relationship with other Directors inter se, Manager and KMPs of the Company</b>	Nil		
<b>Listed entities from which he has resigned in the past three years</b>	Nil		

**By Order of the Board of Directors  
For Dreamfolks Services Limited**

**Place:** Gurugram

**Date:** November 20, 2024

**Harshit Gupta  
Company Secretary and Compliance Officer  
M. No. A41111**