

# IDream Film Infrastructure Company Limited

B-4501 & 4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mills Compound, Mahalaxmi, Mumbai: 400 011,  
Tel No.022-67400900, Fax No: 022-24381374 CIN No. L51900MH1981PLC025354 WEB: www.idreamfilminfra.com

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September 6, 2024

To

**BSE Limited**

Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai – 400 001  
**Scrip Code: 504375**

**Sub.: Notice of Annual General Meeting and Annual Report for Financial Year 2023 - 24  
Compliance under Regulation 30 and 34 of the Securities and Exchange Board of India  
(Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing  
Regulations”)**

Dear Sir / Madam,

This is further to our letter dated September 4, 2024 intimating that 43<sup>rd</sup> Annual General Meeting of IDream Film Infrastructure Company Limited ('Company') will be held on Monday, September 30, 2024 at Unit No. 403, New Udyog Mandir No. 2, Mogul Lane, Mahim (West), Mumbai- 400 016 at 12:00 noon

Pursuant to Regulation 30 and 34(1) of the Listing Regulations, we enclose herewith the following:

1. Notice of the 43<sup>rd</sup> Annual General Meeting of the Company (including e-voting instructions).
2. Annual Report of the Company for the Financial Year 2023-24.

The Notice of AGM along with the Annual Report for the financial year 2023-24 is also being made available on the website of the Company at [www.idreamfilminfra.com](http://www.idreamfilminfra.com)

You are requested to take the above on record.

Thanking You,

Yours faithfully,

**For IDream Film Infrastructure Company Limited**  
(Formerly SoftBPO Global Services Limited)

KALPANA SHRIPAL  
MORAKHIA  
Digitally signed by KALPANA  
SHRIPAL MORAKHIA  
Date: 2024.09.06 11:28:01  
+05'30'

**Kalpana Morakhia**  
**Managing Director**  
**DIN: 00336451**

**IDream Film Infrastructure Company Limited**

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**Annual Report**

**2023 - 2024**



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## BOARD OF DIRECTORS

Mrs. Kalpana Morakhia, Managing Director  
Mrs. Amola Patel, Independent Director  
Mr. Rahul Kate, Director  
Mr. Umesh Bhise, Chief Financial Officer  
Mr. Paresh Shrikrishna Kadam , Additional Independent Director  
Mr. Dhiresk Kusheshwar Thakur, Additional Independent Director  
Ms. Nirali Pankaj Mehta, Company Secretary & Compliance Officer

## BANKERS

HDFC Bank Limited, Mumbai

## REGISTERED OFFICE

Flat No. B-4501 & B-4601,  
Lodha Bellissimo, Lodha Pavilion,  
Apollo Mill Compound, Mahalaxmi,  
Mumbai - 400 011

## REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road  
Marol, Andheri (East)  
Mumbai - 400 059

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Forty Third Annual General Meeting of the Company will be held on Monday, September 30, 2024 at Unit No. 403, New Udyog Mandir No. 2, Mogul Lane, Mahim (West), Mumbai- 400 016 at 12:00 noon



# Notice

**NOTICE** is hereby given that the Forty Third (43<sup>rd</sup>) Annual General Meeting (“AGM”) of the Members of **IDream Film Infrastructure Company Limited** (formerly known as *SoftBPO Global Services Limited*) will be held on Monday, **September, 30, 2024** at Unit No. 403, New Udyog Mandir No. 2, Mogul Lane, Mahim (West), Mumbai- 400 016 at 12:00 noon to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone and Consolidated audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and auditors thereon; and if thought fit, to pass the following resolutions, with or without modification(s), as **Ordinary Resolutions:**
  - a. “**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, comprising of Audited Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow for the financial year from April 1, 2023 to March 31, 2024, including its Schedules and the Notes attached thereto and forming part thereof, and the reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received and adopted.”
  - b. “**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, comprising of Audited Consolidated Balance Sheet as at March 31, 2024, the Statement of Consolidated Profit & Loss and Cash Flow for the financial year from April 1, 2023 to March 31, 2024, including its Schedules and the Notes attached thereto and forming part thereof, and the report of the Statutory Auditors thereon be and are hereby received and adopted.”
2. To appoint a Director in place of Mrs. Kalpana Shripal Morakhia, who retires by rotation and being eligible, offers herself for re-appointment and in this regard, if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:** -  
“**RESOLVED THAT** Mrs. Kalpana Shripal Morakhia (DIN: 00336451) who retires by rotation and being eligible offers herself for re-appointment, be and is hereby appointed as Director of the Company”

## **SPECIAL BUSINESS:**

3. **Appointment of Mr. Paresh Shrikrishna Kadam (DIN: 10765711) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Paresh Shrikrishna Kadam (DIN: 10765711) who was appointed as an Additional Director (Non-executive and Independent) of the Company and who has submitted a declaration that he meets with the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from September 04, 2024 to September 03, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and is hereby, authorized to digitally sign and file necessary intimation of such change in designation with the Ministry of Company Affairs and Stock Exchange(s)

and take all such necessary steps to give effect to the aforesaid resolution.”

**4. Appointment of Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807), who was appointed as an Additional Director (Non executive and Independent) of the Company and who has submitted a declaration that he meets with the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from September 04, 2024 to September 03, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and is hereby, authorized to digitally sign and file necessary intimation of such change in designation with the Ministry of Company Affairs and Stock Exchange(s) and take all such necessary steps to give effect to the aforesaid resolution.”

**For and on behalf of the Board**

**Kalpana Morakhia**  
**Managing Director**  
**DIN: 00336451**

**Place: Mumbai**

**Date: September 04, 2024**

**Registered Office:**

Flat No B-4501 & B-4601, Lodha Bellissimo,

Lodha Pavilion, Apollo Mill Compound,

Mahalaxmi, Mumbai - 400 011

**CIN :** L51900MH1981PLC025354

**Tel.:** 022 6740 0900 **Fax:** 022 6740 0988

**Email:** mca@ahaholdings.com

**Website:** www.idreamfilminfra.com

**NOTES:**

**A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY /PROXIES, TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the Total Share Capital of the Company carrying voting rights. Member holding more than 10% of the Total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Member.

Corporate Members intending to send their representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

In case of joint holders attending the Meeting, any such joint holder who is higher in the order of names will be entitled to vote.

The instrument appointing a proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the time fixed for commencement of the Meeting. A Proxy Form is attached herewith.

- B. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited having their registered office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059.
- C. Members, who wish to seek clarification on accounts, are requested to address their queries to the Registered Office of the Company at least seven days prior to the date of Annual General Meeting, to enable the Management to make available the relevant information at the Annual General Meeting, to the extent possible.
- D. A brief profile of Director seeking appointment/ re-appointment at the Annual General Meeting, as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings is annexed hereto.
- E. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2024, to Monday, September 30, 2024 (both days inclusive).
- F. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- G. Members are requested to:
- intimate to the Company's Registrar and Transfer Agents, Bigshare Services Private Limited at the above mentioned address, of changes if any, in the registered address at an early date, in case of shares held in physical form;
  - intimate to the respective Depository Participants, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
  - send their email ID's to the Registrar and Share Transfer Agent of the Company / to the Company (for members holding shares in physical form);
  - send / update their email ID's to the Depository Participant / Registrar and Share Transfer Agent of the Company (for members holding shares in Demat Form);
  - quote their Folio numbers/Client ID/DP ID in all their correspondences;
  - approach the Company to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
  - get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee;
  - Send/update their email ID's to the Depository Participant/Registrar and Share Transfer Agent of the Company (for members holding shares in Demat Form); and
  - to bring their copies of the Annual Report, Notice and Attendance slip to the General Meeting. No copies will be distributed at the Meeting as a measure of economy.



- H. SEBI has vide its Notifications dated June 8, 2018 and December 3, 2018 mandated that securities of Listed Companies can be transferred only in dematerialised form from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in Physical form.
- I. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the Electronic copy of the Annual Report for 2024 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2024 are being sent in the permitted mode.
- J. Electronic copy of the Notice of the 43<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 43<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- K. Members may also note that the Notice of the 43<sup>rd</sup> Annual General Meeting and the Annual Report for the year ended March 31, 2024 will also be available on the Company's website [www.idreamfilminfra.com](http://www.idreamfilminfra.com). The physical copies of the same will remain open for inspection at the Registered Office of the Company during business hours on working days, up-to the date of the Annual General Meeting.
- L. **E-Voting:** In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, Company is providing a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited ('CDSL') i.e. Remote e-voting. The facility for voting through ballot paper, will also be made available at the venue of the Annual General Meeting and the members attending the Annual General Meeting, who have not already cast their votes by Remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have cast their votes by remote e voting prior to Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

**The instructions for e-Voting are as under:**

**A In case of members receiving the notice by e-mail:**

- (i) The e-voting period begins at 9.00 a.m. on Friday, September 27, 2024 and ends at 5.00 p.m. on Sunday, September 29, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Any person who becomes a member of the Company after dispatch of the Notice of meeting and holding shares as on the cut-off date may obtain their User ID and password in the manner as mentioned below. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on 'Shareholders' / 'Members'.
- (iv) Now Enter your User ID credentials
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on 'Login'.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned above.</li> </ul>

- (viii) After entering these details appropriately, click on 'SUBMIT' tab.
- (ix) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN for the 'IDream Film Infrastructure Company Limited' on which you choose to vote.
- (xii) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) On the voting page enter the number of shares (which represents no. of votes) as on the cut-off date under 'For/Against'.
- (xiv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- (xv) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (xvi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xvii) Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- (xviii) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xix) During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- (xx) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page

(xxi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.

(xxii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. They may also send across a hard copy of the documents to the Scrutinizer.

(xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of share holders receiving the Notice by post:**

For share holders whose email IDs are not registered with the Company/Depository Participant(s) and who receives the physical copy of the Annual General Meeting Notice, the following instructions may be noted:

- i) The user ID and initial password is provided at the bottom of the Annual General Meeting Notice.
- ii) Follow all the steps from i to xxii mentioned above to cast your vote successfully.

- M. For issues relating to voting through Physical Ballot and e-voting: you may contact the Company as well Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059, E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com).
- N. Mr. Jayesh M. Shah partner of M/s Rathi & Associates, Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same.

The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than two working days from the conclusion of the voting at the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by her in writing who shall countersign the same.

Based on the Scrutinizer's Report received on Remote e-voting and voting at the meeting, the Chairperson or any other Director so authorized will declare the results of the voting forth with. The Results along with the Scrutinizer's Report shall be placed on the Company's website [www.idreamfilminfra.com](http://www.idreamfilminfra.com) and will be communicated to BSE Limited, immediately after the result is declared. The same shall also be placed on the website of CDSL.

- O. Route Map providing directions to reach the venue of the Meeting is given at the end of Notice as per the requirement of Secretarial Standards -2 on General Meetings.
- P. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants ('DP') where the shares are held in dematerialized form. Shareholders holding shares in physical form can send their email address for registration to the Company's Registrar and Transfer Agent quoting the Folio Number and Name.
- Q. All documents referred to in the accompanying Notice will remain open for inspection at the Registered Office of the Company during normal business hours (9.30 A.M. to 6.00 P.M.) on all working days up to and including the date of the Annual General Meeting of the Company.

## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Resolution 3:**

In accordance with the provisions of Section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Paresh Shrikrishna Kadam (DIN: 10765711) as an Additional Director (Non-executive and Independent) on the Board of the Company w.e.f. September 04, 2024. The appointment of Mr. Paresh Shrikrishna Kadam (DIN: 10765711) shall be for a period of five years commencing from September 04, 2024 to September 03, 2029 (both days inclusive), subject to the approval of the members.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Paresh Shrikrishna Kadam (DIN: 10765711) for the office of Director of the Company. Mr. Paresh Shrikrishna Kadam (DIN: 10765711) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Paresh Shrikrishna Kadam (DIN: 10765711) confirming that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 of the Listing Regulations.

Details of Mr. Paresh Shrikrishna Kadam (DIN: 10765711) are provided in the “Annexure” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends the Resolution for Item No. 3 set out in the Notice for approval by the members, as a Special Resolution.

Except Mr. Paresh Shrikrishna Kadam (DIN: 10765711), and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution.

### **Resolution 4:**

In accordance with the provisions of Section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) as an Additional Director (Non-executive and Independent) on the Board of the Company w.e.f. September 04, 2024. The appointment of Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) shall be for a period of five years commencing from September 04, 2024 to September 03, 2029 (both days inclusive), subject to the approval of the members.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) for the office of Director of the Company. Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) confirming that he meets

the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 of the Listing Regulations.

Details of Mr. Dhiresh Kusheshwar Thakur (DIN: 10766807) are provided in the “Annexure” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends the Resolution for Item No. 3 set out in the Notice for approval by the members, as a Special Resolution.

Except Mr. Dhiresh Kusheshwar Thakur (DIN: 10766807), and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution.

**For and on behalf of the Board**

**KalpnaMorakhia**  
**Managing Director**  
**DIN: 00336451**

**Place: Mumbai**

**Date: September 04, 2024**

**ANNEXURE - I**

**Brief Profile of Director seeking continuation of Directorship pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India**

<b>Name of the Director</b>	<b>Mrs. Kalpana Shripal Morakhia</b>	<b>Mr. Paresh Shrikrishna Kadam</b>	<b>Mr. Dhiresk Kusheshwar Thakur</b>
DIN	00336451	10765711	10766807
Father's name	Mr. Shrenik Lalbhai Kasturbhai	Mr. Shrikrishna Kadam	Mr. Kusheshwar Thakur
Date of Birth	7 <sup>th</sup> December, 1957	16 <sup>th</sup> January, 1977	26 <sup>th</sup> June, 1983
Age	67 years	47 years	40 years
Present residential address	A 2-6, Prithvi Apartment, Altamount Road Mumbai – 400026 Maharashtra India.	Near Saibaba Mandir B/6 Indryani Chs, Gaurishankar Wadi No 2, Ghatkopar, Pant Nagar, Mumbai – 400075.	Old Barrack, T 174, Room No- 6, DR CG Road, Opp MS Building 26, Chembur Colony Mumbai - 400074.
Qualification	Bachelor of Arts.	Diploma in Mechanical Engineering.	Diploma
Experience/expertise in functional areas	27 years of experience in business.	15 years of experience in Mechanical Engineering.	10 years of experience in Diploma.
Terms and conditions of re-appointment	Executive Director liable to retire by rotation	Appointed for a period of 5 years as an Independent Director with effect from September 04, 2024 to September 03, 2029 (both days inclusive) not liable to retire by rotation.	Appointment as an for a period of 5 years as an Independent Director with effect from September 04, 2024 to September 03, 2029 (both days inclusive) not liable to retire by rotation.
Details of remuneration	NA	NA	NA
Date of first appointment on the Board	11 <sup>th</sup> February, 2021	4 <sup>th</sup> September, 2024	4 <sup>th</sup> September, 2024
Shareholding in the Company	NA	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	NA	NA
Number of Meetings of the Board attended during the Financial Year 2023-24	All Board Meetings attended	NA	NA

Directorship in other Companies	Annexure-IA attached	NIL	NIL
Membership / Chairmanship of the committees of other companies (consists membership / chairmanship of Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	NA	NIL	NIL

**ANNEXURE IA**

**Interest in other Companies**

Sr. No.	CIN/LLPIN	Name of The Company	Designation	Date Of Appointment
1.	U65990GJ1981PTC004190	Anukul Investments Private Limited	Director	18/06/1984
2.	U67120MH1998PTC117578	Uranus Holdings Private Limited	Director	17/03/2002
3.	U67190KA2010PTC055238	Finhorizon Consulting Services Private Limited	Additional Director	12/08/2020
4.	U74900MH2008PTC183004	Creo Lifestyles Private Limited	Director	31/05/2008
5.	U93000MH1995PTC085890	Aha Entertainment Private Limited	Director	01/02/2007
6.	AAI-1607	Sona Lank Investment And Trading Llp	Designated Partner	03/01/2017
7.	U92413MH2009PTC197424	Smaaash Entertainment Private Limited	Director	30/11/2009

**Kalpna Morakhiaj**  
**Managing Director**  
**(DIN 00336451)**

**Place: Mumbai**

**Date : September 4, 2024**

**Registered Office:**

Flat No B-4501 & B-4601, Lodha Bellissimo,

Lodha Pavilion, Apollo Mill Compound,

Mahalaxmi, Mumbai - 400 011

**CIN :** L51900MH1981PLC025354

**Tel.:** 022 6740 0900 **Fax:** 022 6740 0988

**Email:** mca@ahaholdings.com

**Website:** www.idreamfilminfra.com



# Directors' Report

To

The Members

**IDream Film Infrastructure Company Limited**

*(formerly known as SoftBPO Global Services Limited)*

The Directors have pleasure in presenting the Forty Third (43<sup>rd</sup>) Annual Report of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024.

## 1. FINANCIAL STATEMENTS & RESULTS

### a. FINANCIAL RESULTS:

The Company's performance during the year ended 31<sup>st</sup> March, 2024 as compared to the previous financial year, is summarized below:

(Amount in Lacs)

Particulars	For the Financial Year ended 31 <sup>st</sup> March 2024	For the Financial Year ended 31 <sup>st</sup> March 2023
Total Income	4.37	0.43
Less: Expenses	20.15	25.73
<b>Loss before Exceptional and Extra-Ordinary items and tax</b>	<b>(15.78)</b>	<b>(25.30)</b>
<b>Profit / (Loss) Before Tax</b>	<b>(15.78)</b>	<b>(25.30)</b>
Less: Provision for Tax	-	-
Income Tax of earlier years w/off	-	-
<b>Profit / (Loss) After Tax</b>	<b>(15.78)</b>	<b>(25.30)</b>

### b. OPERATIONS:

During the year under review, the Company did not undertake any business operations. The Company incurred a Net Loss of INR (15.78) Lacs due to administrative and other fixed expenses

### c. CHANGE IN NATURE OF BUSINESS:

During the year under review, there was no change in the nature of business of the Company.

### d. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company has one Wholly-owned Subsidiary Company viz. AHA Parks Limited which is an unlisted Public Company. The performance and financial position of the subsidiary Company for the year ended 31<sup>st</sup> March, 2024 is attached and marked as **Annexure I** and forms part of this Report.

During the year under review, our Company did not have any Associate or Joint Venture Company.

No company has become or ceased as subsidiary, associate and joint venture, during the year under review.

### e. DIVIDEND:

Considering the loss incurred in the current financial year and accumulated losses, our Directors have not recommended any dividend for the financial year under review.

### f. TRANSFER TO RESERVES:

In view of loss incurred during the year under review, our Directors have not recommended transfer of any amount to reserves.

### g. REVISION OF FINANCIAL STATEMENT:

During the year under review, there was no revision of the financial statements pertaining to previous financial years.

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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### **h. DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Sections 73 and 74 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

### **i. DISCLOSURES UNDER SECTIONS 134(3)(1) OF THE COMPANIES ACT, 2013:**

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this Report.

### **j. DISCLOSURES OF INTERNAL FINANCIAL CONTROLS:**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

### **k. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

### **l. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

There were transactions entered by the Company which are falling under Section 188 of the Companies Act, 2013, with related party(ies) as defined under Section 2(76) of the Companies Act, 2013 during the financial year under review. The particulars of transactions entered by the Company with the related parties in Form AOC-2 is attached as **Annexure II**. The Company has not entered in any contracts or arrangements with the related parties.

### **m. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS AND SECURITIES:**

The particulars of loans given during the financial year under review along with the purposes for which such loans to be utilized by the recipients thereof, has been furnished in Note No. 19 (b) and (c) of the financial statement.

The Company did not given guarantee, made investment or provided security during the financial year under review.

### **n. SHARE CAPITAL:**

During the year under review, the Company has not issue any shares and hence, disclosures under Section 43(a)(ii), Section 54(1)(d) and Section 62(1)(b) of the Companies Act, 2013 read with relevant rules are not required to be furnished.

### **n. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:**

During the year under review, the Company did not issue any shares and hence, disclosures under Section 43(a)(ii), Section 54(1)(d) and Section 62(1)(b) of the Companies Act, 2013 read with relevant rules are not required to be furnished.

### **o. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 and hence no details w.r.t. the same are furnished.

## **2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### **a) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:**

The Board of the Company is duly constituted in accordance with the requirements of Section 149 of the Act. During the year under review there were no changes in Board of Directors & Key Managerial Personnel except as mentioned below: -

1. Ms. Nirali Mehta was appointed as a Company Secretary & Compliance Officer with effect from August 07, 2023.

### **b) DECLARATIONS BY INDEPENDENT DIRECTORS:**

The Company has received declarations from Independent Directors under Section 149(7) of the Companies Act, 2013 confirming their independence vis-à-vis the Company as provided under Section 149(6) of the Companies Act, 2013.

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

### 3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND ITS POLICIES:

#### a. BOARD MEETINGS:

The Board of Directors met 5 (Five) times during the financial year ended 31<sup>st</sup> March, 2024 in accordance with the provisions of the Companies Act, 2013 and rules made there under.

#### b. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2024, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, wherever applicable;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2024 and of the loss of the Company for the year ended on that date;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### c. AUDIT COMMITTEE:

The composition of the Audit Committee is in conformity with the provisions of the Section 177 of the Companies Act, 2013 as amended from time to time.

The composition of the audit committee as on 31<sup>st</sup> March, 2024 was as under:

Sr. No.	Name	Category	Chairperson / Member
1.	Mrs. Amola Patel	Independent Director	Chairperson
2.	Mr. Rahul Kate	Independent Director	Member
3.	Mrs. Kalpana Morakhia	Executive Director	Member

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

#### d. NOMINATION AND REMUNERATION COMMITTEE:

The composition of the committee as on 31<sup>st</sup> March, 2024 was as under:

Sr. No.	Name	Category	Chairperson / Member
1.	Mrs. Amola Patel	Independent Director	Chairperson
2.	Mr. Rahul Kate	Independent Director	Member
3.	Mrs. Kalpana Morakhia	Executive Director	Member

The Board has in accordance with the provisions of Section 178(3) of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees. The extract of the Policy approved and adopted by the Board is appended as Annexure III to this Report.

#### e. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Board of Directors of the Company have pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed a 'Vigil Mechanism Policy' for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairperson of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

**f. RISK MANAGEMENT POLICY:**

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this Report.

**g. ANNUAL EVALUATION OF DIRECTORS / COMMITTEE AND BOARD:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria as laid down by the Nomination and Remuneration Committee.

In a separate meeting of the Independent Directors, the performance of Non-Independent Directors, the Board as a whole and of the Chairman was evaluated, taking into account the views of Executive Director and Non-Executive Directors.

Performance evaluation of both the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated.

**h. INTERNAL CONTROL SYSTEMS:**

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

**i. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

During the year under review, Directors and Key Managerial Personnel were not paid any remuneration and hence no details are required to be furnished in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**j. PAYMENT OF REMUNERATION / COMMISSION TO DIRECTORS FROM HOLDING OR SUBSIDIARY COMPANIES:**

Mrs. Kalpana Morakhia who was designated as the Managing Director w.e.f September 29, 2021 is in receipt of remuneration from the Holding Company.

**4. AUDITORS AND REPORTS:**

The matters related to Auditors and their Reports are as under:

**a. STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the shareholders of the Company at the 41st Annual General Meeting appointed M/s. Kanu Doshi & Associates LLP, Chartered Accountants, (Firm Registration No. 104746W/W100096) as the Statutory Auditors of the Company to hold office for a period of five years commencing from the conclusion of 41st Annual General Meeting up-to the conclusion of 46th Annual General Meeting of the Company.

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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They have confirmed that they are not disqualified from continuing as Auditors of the Company.

**b. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2024:**

The observations / emphasis of matter made by the Statutory Auditors in their report for the financial year ended March 31, 2024 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

**c. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024:**

M/s. Rai Parihar & Co., Company Secretaries were appointed as the Secretarial Auditors of the Company for the FY 2023 - 24. However, M/s. Rai Parihar & Co., Company Secretaries tendered their resignation as the Secretarial Auditors of the Company. The Board, appointed M/s. Prateek Maheshwari & Associates, Practicing Company Secretary as the Secretarial Auditors of the Company to conduct the secretarial audit for the FY 2023-24.

Secretarial Audit Report issued by M/s. Prateek Maheshwari & Associates, Company Secretaries, in Form MR-3 for the financial year 2023-24 is marked as **Annexure IV** and forms part of this Report.

The observations made by the Secretarial Auditors in their report for the Financial Year ended March 31, 2024 read with the explanatory notes therein are as follows:

- a) The Company has not complied with Regulation 46 of LODR with respect to the maintenance of a functional website.

Management reply

The Company has initiated the steps to comply with the applicable provisions.

- b) The Company has defaulted in SDD Compliances under SEBI (Prohibition of Insider Trading Regulations), 2015.

Management reply

The Company has installed necessary software as per the requirements and update the records in the said system

**d. FRAUD REPORTING:**

During the year under review, there were no instances of material or serious fraud falling under Rule 13(1) of the Companies (Audit and Auditors) Rules, 2014, by officers or employees reported by the Statutory Auditors or Secretarial Auditors of the Company during the course of the audit.

**5. OTHER DISCLOSURES:**

Other disclosures as per provisions of Section 134 of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 are furnished as under:

**a. EXTRACT OF ANNUAL RETURN:**

The Annual Return in Form MGT-7 for the financial year ended 31<sup>st</sup> March, 2024 made under the provisions of Section 92(3) of the act read with Companies (Management and Administration) Rules, 2014 is available on Company's website at [www.idreamfilminfra.com](http://www.idreamfilminfra.com)

**b. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

During the year under review, the Company has neither earned nor used any foreign exchange.

**c. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Company was not required to separately constitute a Stakeholders' Relationship Committee.

**d. CORPORATE SOCIAL RESPONSIBILITY POLICY:**

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 were not applicable to the Company during the Financial Year 2023-24 and accordingly compliances

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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with respect to the same were not applicable to the Company during the year under review.

**e. COST AUDITORS:**

The Central Government of India has not specified the maintenance of Cost Records under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

**f. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has also established an Internal Complaints Committee, as stipulated by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder. During the year under review, no complaints in relation to such harassment at workplace have been reported.

**g. CORPORATE GOVERNANCE:**

The Company has not paid any remuneration to its managerial personnel as per Section II of Schedule V of the Companies Act, 2013.

**h. MANAGEMENT DISCUSSION AND ANALYSIS:**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report is marked as **Annexure V** and forms part of this Report.

**I. SECRETARIAL STANDARDS:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

**j. GENERAL:**

The Directors states that, no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to the same during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
3. Neither the Managing Director nor the Whole-time Director of the Company received any remuneration or commission from any of its subsidiaries.
4. Application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016.
5. Difference between amount of valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

**6. ACKNOWLEDGMENTS AND APPRECIATION:**

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

In addition, your Directors also placed on record their sincere appreciation of the commitment and hard work put in by the Registrar & Share Transfer Agent, all the suppliers, sub-contractors, consultants, clients and employees of the Company.

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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**For and on behalf of the Board**

**Kalpana Morakhia**  
**Managing Director**  
**DIN: 00336451**

**Amola Paresh Patel**  
**Director**  
**DIN: 06963695**

**Date : September 4, 2024**

**Place: Mumbai**

**Registered Office:**

Flat No B-4501 & B-4601, Lodha Bellissimo,  
Lodha Pavilion, Apollo Mill Compound,  
Mahalaxmi, Mumbai 400 011

**CIN:** L51900MH1981PLC025354

**Tel.:** 022 6740 0900 **Fax:** 022 6740 0988

**Email:** mca@ahaholdings.co.in

**Website:** www.idreamfilminfra.com

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED****ANNEXURE - I****Form AOC-1****PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES****[Pursuant to first proviso to Sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]***(Information in respect of each Subsidiary/ Associate Companies/ Joint Venture Companies to be presented with amounts in Rupees)***Part A: Subsidiaries****(Amount in Lacs)**

1.	Name of the Subsidiary	<b>AHA Parks Limited</b> Wholly owned Subsidiary Company
2.	Date since when Subsidiary was acquired	19/ 03/ 2003
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting period of the said subsidiary company is not different from the Holding Company.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Not Applicable
5.	Share Capital	5.00
6.	Reserves and Surplus	(262.62)
7.	Total Assets	0.18
8.	Total Liabilities	0.18
9.	Investments	-
10.	Turnover	-
11.	Profit Before Taxation	(0.91)
12.	Provision for Taxation	-
13.	Profit After Taxation	(0.91)
14.	Proposed Dividend	-
15.	% of Shareholding	100%
16.	Contribution to the overall performance of the Company during the period under report.	Not applicable, since the Company has not undertaken any business operations during the year under review.

**Notes:**

- 1) Names of subsidiaries which are yet to commence operations : **None**
- 2) Names of subsidiaries which have been liquidated or sold during the year : **None**

**Part B Associates and Joint Ventures****Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

The Company did not have any Associate Company or Joint Venture during the Financial Year 2023-2024.

**Notes:**

1. Names of associates or joint ventures which are yet to commence operations : **None**
2. Names of associates or joint ventures which have been liquidated or sold during the year : **None**

**For and on behalf of the Board****Kalpna Morakhia**  
**Managing Director**  
**DIN: 00336451****Amola Paresh Patel**  
**Director**  
**DIN: 06963965****Date: September 4, 2024****Place: Mumbai**



**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED****ANNEXURE - II****Form AOC-2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014].

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis – Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis

(Amount in Lakhs)

Name(s) of the related Party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value if any
AHA Holdings Pvt Ltd	Holding Company	Loans Taken	Ongoing	12.39
AHA Holdings Pvt Ltd	Holding Company	Interest paid (including unwinding of Interest)	Ongoing	7.84
AHA Parks Limited	Subsidiary Company	Loans given to subsidiary	Ongoing	0.93
AHA Parks Limited	Subsidiary Company	Provision for doubtful loans and advances	Ongoing	1.41
AHA Parks Limited	Subsidiary Company	Interest Received	Ongoing	0.48

The transactions mentioned above are at arm's length and therefore approval of Board of Directors is not required. There is no amount paid as advance.

**For and on behalf of the Board**

**Kalpna Morakhia**  
Managing Director  
DIN: 00336451

**Amola Paresh Patel**  
Director  
DIN: 06963965

**Date: September 4, 2024**

**Place: Mumbai**

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

ANNEXURE - III

### NOMINATION & REMUNERATION POLICY

#### **Charter Purpose**

The purpose of the Nomination and Remuneration Committee (the "**committee**") of the Board of Directors (the "**Board**") shall be to assist the Board in discharging its responsibilities relating to compensation of the Company's executive directors and other senior level employees. The committee has the overall responsibility of approving and evaluating the adequacy of the compensation plans, policies, programs and succession plans for Company's Executive Directors and the Chief Executive Officer.

#### **Membership and organization**

The committee will be appointed by the Board and will serve at its discretion. The committee shall consist of not less than three members two of them shall be Independent Directors.

The members of the committee will be appointed by the Board and may be removed by the Board in its discretion. The Board shall designate a member of the committee as the chairperson.

#### **Responsibilities**

The committee shall have the following responsibilities and authority:

The committee shall annually review and approve for the CEO and Executive Directors the corporate goals and objectives applicable to the CEO / Executive Directors, evaluate at least annually the CEO's / Executive Directors' performance in light of those goals and objectives, and determine and approve the CEO's/ Executive Directors and shall also annually review:

- (a) annual base salary,
- (b) annual incentive bonus, including the specific goals and amount,
- (c) equity compensation,
- (d) employment agreements, severance arrangements, and change in control agreements / provisions, and
- (e) Any other benefits, compensation or arrangements, based on this evaluation.

The committee, in consultation with the CEO, shall review the performance of all the executive directors each quarter, on the basis of detailed performance parameters set for each of the executive directors at the beginning of the year. The committee may, from time-to-time, also evaluate the usefulness of such performance parameters, and make necessary amendments.

The committee is responsible for administering the Company's equity incentive plans, including the review and grant of awards to eligible employees under the plans and the terms and conditions applicable to such awards, subject to the provisions of each plan.

The committee may also make recommendations to the Board with respect to incentive compensation plans. The committee may review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

The committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

The committee shall annually review its own performance and shall present the results of the evaluation to the Board. The committee shall conduct this evaluation in such manner as it deems appropriate.

The committee shall have the responsibility to maintain regular contact with the leadership of the Company. This should include interaction with the Company's leadership development institute, review of data from the employee survey and regular review of the results of the annual leadership evaluation process.

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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### **Advisors**

The Committee may seek the advice of the external specialized agencies in fixation and evaluation of remuneration of the CEO, executive directors and other senior level personnel. The committee shall have the sole authority to select, retain and terminate the services of any compensation consultant to be used to assist in the evaluation of compensation for the CEO, executive directors or senior management, and shall have the sole authority to approve the consultant's fees and other retention terms and oversee the consultant's work. The compensation committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The committees shall set the compensation, and oversee the work, of its external legal counsel, accountants and other advisors with respect to compensation matters.

The committee shall receive appropriate funding from the Company, as determined by the committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, external legal counsel and any other advisors with respect to compensation matters.

- In retaining or seeking advice from compensation consultants, outside counsel and other advisors, the committee must take into consideration the recommendation of the Board in this regards.
- The committee may retain, or receive advice from, any compensation advisor as they may deem fit and proper, including directors that are not independent, after considering the specified factors. The committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

### **Meetings and reports**

The committee shall meet as and when need arise at such times and places as it deems necessary to fulfill its responsibilities.

- The committee is governed by the same rules regarding meetings (including through video conferencing meetings), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- The committee shall make regular reports to the Board regarding its actions and make recommendations to the Board as appropriate.
- The committee shall prepare such reports as may be required by any law, rule or regulation to which the Company is subject.
- The committee may invite such members of management to its meetings as it deems appropriate. However, the committee shall meet regularly without such members present, and the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

### **Compensation**

Members of the Committee shall receive such fees, if any, for their services as committee members as may be determined by the Board.

### **For and on behalf of the Board**

**Kalpana Morakhia**  
Managing Director  
DIN: 00336451

**Amola Paresh Patel**  
Director  
DIN: 06963965

**Place: Mumbai**  
**Date: September 4, 2024**

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

**ANNEXURE - IV**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2024**

**To**

**The Board of Directors of**

**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,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED** *(Formerly known as SoftBPO Global Services Limited)* (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED** *(Formerly known as SoftBPO Global Services Limited)* (hereinafter called "the Company") as given in **Annexure I**, for the Financial Year ended on 31st March, 2024, according to the provisions of:
  - (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - ii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and;
    - iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the Financial Year under report:-
  - (i). The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (ii). The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (iv) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006, regarding the Companies Act and dealing with client;
  - (v) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
  - (vi) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
3. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws specifically applicable to the Company:
1. Income Tax Act, 1961
  2. Service Tax Rules, 1994
  3. The Cinematography Act, 1952
  4. The Cinematography (Certification) Rules, 1983
  5. The Information Technology Act, 2000 (Relevant Provisions)

During the audit period under review and as per the representations and clarifications provided by the Management, we confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards with the following exceptions.

- The Company has not complied with the provisions of the Companies Act 2013.
- The Company has not complied with Regulation 46 of LODR with respect to the maintenance of a functional website.
- The Company has not complied in SSD Compliances under SEBI (Prohibition of Insider Trading Regulations), 2015..

We have also examined compliance with the applicable clauses of the Secretarial Standards and during the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one woman director in compliance with the provisions of the Companies Act, 2013.

Adequate Notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Company has not undertaken any event/ action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For PRATEEK MAHESHWARI & ASSOCIATES.  
COMPANY SECRETARIES**

**Place: Mandsaur  
Date : 2<sup>nd</sup> September, 2024**

**PRATEEK MAHESHWARI  
Partner  
ACS: 59413  
COP: 23969  
UDIN:- A059413F001097153**

**Note:**

*This report is to be read with our letter of even date which is annexed as 'ANNEXURE-II' and forms an integral part of this report.*

## ANNEXURE – I

### List of documents verified

1. Memorandum & Articles of Association of the Company;
2. Minutes of the Board of Directors and Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee of the Company along with the respective Attendance Registers for meetings held during the Financial Year under report;
3. Minutes of General Body Meetings held during the Financial Year under report;
4. Proof of circulation and delivery of notice, agenda and notes to agenda for Board and Committee Meetings.
5. Proof of circulation of draft as well as certified signed Board & Committee meetings minutes as per Secretarial Standards.
6. Policies framed by the Company viz.
  - Policy on Related Party Transactions,
  - Policies on Material Subsidiaries,
  - Whistle Blower Policy,
  - Corporate Social Responsibility Policy,
  - Risk Management Policy & Framework,
  - Nomination & Remuneration Policy,
  - Code of Conduct for Independent Directors,
  - Internal Financial Controls;
7. Statutory Registers viz.
  - Register of Directors & KMP,
  - Register of Directors' Shareholding,
  - Register of loans, guarantees and security and acquisition made by the Company (Form No. MBP-2),
  - Register of Contracts with related party and contracts and Bodies etc. in which directors are interested (Form No. MBP-4)
  - Register of Charges (Form No. CHG-7);
8. Copies of Notice, Agenda and Notes to Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings as well as resolutions passed by circulation;
9. Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2) and Section 149(7) of the Companies Act, 2013;
10. Intimations received from directors under the prohibition of Insider Trading Code;
11. e-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the Financial Year under report;
12. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement entered with the Stock Exchanges and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year under report;
13. E-mails evidencing dissemination of information related to closure of Trading window;
14. Internal Code of Conduct for prevention of Insider Trading by Employee/Directors/ Designated Persons of the Company;
15. Compliance Certificate placed before the Board of Directors from time to time; Quarterly Related Party Transactions statements;

## ANNEXURE II

To,  
The Board of Directors of  
**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

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 (CSAS) prescribed by the Institute of the Company Secretaries of India (ICSI). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records. Due to the inherent limitations of an audit including internal, financial and operating controls, there may be unavoidable risk that some misstatements or, non-compliance may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, the Company assured us about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For PRATEEK MAHESHWARI & ASSOCIATES.  
COMPANY SECRETARIES**

**Place: Mandsaur  
Date : 2<sup>nd</sup> September, 2024**

**PRATEEK MAHESHWARI  
Partner  
ACS: 59413  
COP: 23969  
UDIN:- A059413F001097153  
PR - 5904/2024**

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

**ANNEXURE - V**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The following Management Discussion and Analysis Report has been prepared in accordance with the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a view to provide an analysis of the business and financial statements of the Company for the F.Y. 2023-24, hence it should be read in conjunction with the respective financial statements and notes thereon. The Company's management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the Company's state of affairs and profits for the year. Investors are cautioned that this discussion contains forward looking statements that involve risks and uncertainties. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

#### ***Business Overview:***

IDream Film Infrastructure Company Limited was established in 1981 as a rental and leasing house primarily catering to the media industry.

#### ***Economic Outlook:***

The Indian Media and Entertainment sector is expected to grow by 11.5 per cent in 2024 and is expected to reach Rs. 3.14 crore. The sector is expected to touch \$30.9 billion (2.23 trillion) by 2025 at a CAGR of 11 per cent.

The Media & Entertainment sector in India is expected to cross INR2.4 trillion (US\$34 billion) by 2023, at a CAGR of 13%. The country has emerged as the fastest growing major economy and a safe haven for long-term growth, due to improvement in the macro-economic situation.

The Indian GDP is expected to grow at 7%-8% over the next five years backed by strong domestic demand. With recent Government initiatives such as "Make in India", growth could be even higher. India's prospects are a bright spot as growth in other emerging markets slows down. India is poised to become the third-largest economy of the world by 2030.

#### ***Business Outlook:***

The Company has incurred a loss of INR 15.78 Lacs in the financial year 2023-24. Further, Company is making efforts to recommence its core business activities.

The Foreign Direct Investment (FDI) inflows in the Information and Broadcasting (I&B) sector (including Print Media) has been continuously show net inflow since more than a decade.

#### ***Internal control system and their adequacy:***

The Company has adequate internal control procedures commensurate with its size and nature of business. The business control procedures ensure efficient use and protection of Company's resources and compliance with policies, procedures and statutory requirements. Further, auditors are appointed to carry audit assignments and to periodically review the transactions across the divisions and evaluate effectiveness of internal control systems.

#### ***Risk Management:***

The Board of Directors of the Company has designed a Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual / strategic business plans and in periodic management reviews.



## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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### ***Financial Performance:***

The Company's financial performance is covered in Directors' Report to the Members.

### ***Opportunities and Threats:***

Due to changing demographics and economic conditions in India, coupled with consumers willing to spend more on a variety of leisure and entertainment services, the filmed entertainment business is set to grow in the years to come. With a proliferation of television channels and new platforms of delivery available today, there is a significant demand for quality programming in a variety of genres, formats and languages, putting content providers in the television space in an extremely favorable position.

The Company is exposed to specific risks that are particular to its businesses and the environment within which it operates, including competition risk, interest rate volatility, human resource risk, execution risk and economic cycle.

### ***Outlook:***

Going forward, technology will also be one of the key differentiators for driving revenue & profitability. These discussions led to the development of our long-term strategy along with an action plan that would help us exploit the available opportunities and measure progress against key milestones and take corrective action when required.

### **For and on behalf of the Board**

**Kalpana Morakhia**  
**Managing Director**  
**DIN: 00336451**

**Amola Paresh Patel**  
**Director**  
**DIN: 06963965**

**Date : September 4, 2024**

**Place: Mumbai**

### **Registered Office:**

Flat No B-4501 & B-4601, Lodha Bellissimo,  
Lodha Pavilion, Apollo Mill Compound,  
Mahalaxmi, Mumbai - 400 011

**CIN:** L51900MH1981PLC025354

**Tel.:** 022 6740 0900 **Fax:** 022 6740 0988

**Email:** mca@ahaholdings.co.in

**Website:** www.idreamfilminfra.com

# Independent Auditors Report

**To**

**The Members of**

**IDream Film Infrastructure Company Limited (Formerly Softbpo Global Services Limited)**

**Report on the Audit of the Standalone Financial Statements**

## **Opinion**

We have audited the Standalone Financial Statements of **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED (FORMERLY SOFTBPO GLOBAL SERVICES LIMITED** (“the Company”), which comprise the Standalone Balance Sheet as at March 31, 2024, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, read together with the Emphasis of Matter paragraph, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view, in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its net loss including other comprehensive losses, changes in equity and its cash flows for the year ended on that date.

## **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Emphasis of Matter**

The Company has been continuously incurring operating losses and has negative net worth. In view of the Management, the company's accounts are prepared on-going concern basis considering the fact that its holding company will provide continuous financial support.

Our opinion is not modified in respect of this matter.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

## **Other Information**

The Company's Management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and our auditors' report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those charged with Governance for the Standalone Financial Statements**

The Company's management and the Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, the financial performance, the changes in equity and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid standalone financial statements have been kept by the Company so far as it appears from our examination of those books.
  - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
  - g) The provisions of section 197 read with schedule V of the Act are not applicable to the Company for the year ended March 31, 2024.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its Standalone Ind AS financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the group during the year ended March 31, 2024.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
  - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement
- v. The Company has not declared or paid dividend during the year. Hence compliance with section 123 of the Companies Act, 2013 is not applicable.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, we did not come across any instance of the audit trail feature being tampered with.

### **For Kanu Doshi & Associates LLP**

Chartered Accountants

FRN: 104746W/W100096

### **Kunal Vakharia**

Partner

Membership No. 148916

UDIN: 24148916BKCQNI8311

**Place: Mumbai**

**Date: May 10, 2024**

# Annexure A to the Independent Auditor's Report

Referred to in paragraph 2 of '**Report on Other Legal and Regulatory Requirements**' in our Report of even date on the accounts of **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED** for the year ended March 31, 2024

- i The Company does not have any fixed assets. Consequently, clause 3(i) of the Order is not applicable.
- ii (a) According to the information and explanations provided to us, the Company's nature of operations does not require it to hold inventories. Consequently, clause 3(ii)(a) and (b) of the order is not applicable.
- iii The Company has not made investments in, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. The company has granted loan to its wholly owned subsidiary.
  - (a) The Company has provided loans to its wholly owned subsidiary during the year. The Company has not provided any advances in the nature of loans or stood guarantee, or provided security to any other entity during the year.
    - (A) The aggregate amount during the year and balance outstanding as at the balance sheet date with respect to loan to subsidiary are as under:

Particulars	Aggregate amount given during the year	Balance Outstanding as at the balance sheet date
Loan Given	Rs. 1.41 Lakhs	Rs. 256.80 Lakhs (Fully Provided)

- (b) In our opinion, the investments made, during the year are, prima facie, not prejudicial to the Company's interest.
    - (c) The aforesaid loans are repayable on demand and the interest accrued on such loan have been provided in the same financial year.
    - (d) The aforesaid loans are repayable on demand and as mentioned in Clause (c) above, the interest accrued on such loan has been provided in the same financial year.
    - (e) The loans and advances which were falling due during the current financial year has been renewed by the company with revised terms and conditions of being repayable on demand.
    - (f) Out of the aforesaid loans, the Company had outstanding balance of Rs. 256.80 lakhs (fully provided) pertaining to a company covered under Section 2 clause (76) of the Companies Act 2013.
- iv The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of investments made and Section 185 of the Companies Act, 2013 is not applicable as there were no such loans, securities or guarantees provided during the year..
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified and therefore clause 3(v) is not applicable.
- vi. The Central Government has not prescribed maintenance of cost records for the company under sub section (1) of section 148 of the Companies Act, 2013. Accordingly, clause 3 (vi) of the Order is not applicable to the Company.
- vii (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess, Goods & Service Tax and any other material statutory dues applicable to it and there were no arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
  - (b) As informed to us, there were no disputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, GST, Custom Duty, Value Added Tax, Cess and any other material statutory dues in arrears, as at March 31, 2024;
- viii According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in tax assessments under the Income tax Act, 1961 as income during the year.
- ix) (a) According to the records of the Company examined by us and information and explanation given to us, the Company

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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- does not have any long term borrowing from Banks or Financial Institutions and therefore sub-clause (a) of clause (ix) of the Order is not applicable.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3 (ix) (c) of the Order is not applicable.
- (d) According to the information and explanation given to us and on an overall examination of the standalone balance sheet of the Company, we report that no funds raised on short term basis have been utilized for long term purposes. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanation given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanation given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year, hence reporting under clause 3(x)(a) of the order is not applicable.
- (b) According to the information and explanation given to us and on the basis of our examinations of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable..
- xi) (a) Based upon the audit procedures performed and information and explanation given by the management, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year
- (b) According to the information and explanations given to us, no report under Section 143 (12) of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. In our opinion and according to the information and explanations given to us, the nature of the activities of the company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3(xii) of the order is not applicable to the company.
- xiii. According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit..
- xv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company
- xvi. (a) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly,

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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- clause 3 (xvi)(a) of the Order is not applicable to the Company.
- (b) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations is made by the Reserve Bank of India. Accordingly, clause 3 (xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, clause 3 (xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses of Rs. 15.78 lacs and Rs. 25.30 lacs during the financial year covered by our audit and the immediately preceding financial year respectively.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3 (xviii) of the Order is not applicable to the Company
- xix. According to the information and explanations given to us read together with the matter described in “Emphasis of Matter” paragraph and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under section 135 (5) of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx) (b) of the Order are not applicable.

**For Kanu Doshi Associates LLP**

Chartered Accountants

FRN: 104746W/W100096

**Kunal Varakhia**

Partner

Membership No. 148916

UDIN: 24148916BKCQNI8311

**Place: Mumbai**

**Date: May 10, 2024**



# Annexure B to the Independent Auditor's Report

(Referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

## **Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of IDREAM FILM INFRASTRUCTURE COMPANY LIMITED ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date. .

### **Management's Responsibility for Internal Financial Controls**

The Company's Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **For Kanu Doshi Associates LLP**

Chartered Accountants

FRN: 104746W/W100096

### **Kunal Varakhia**

Partner

Membership No. 148916

UDIN: 24148916BKCQNI8311

**Place: Mumbai**

**Date: May 10, 2024**

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**  
**Standalone Balance Sheet as at March 31, 2024**

(Rs. In Lacs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>(1) Non Current Assets</b>			
<b>(a) Financial Assets</b>			
i) Non Current Investments	2	-	-
ii) Loans	3	-	-
<b>Total Non Current Assets</b>		<b>-</b>	<b>-</b>
<b>(2) Current Assets</b>			
<b>(a) Financial Assets</b>			
i) Cash and Cash Equivalents	4	0.35	0.44
(b) Other Current Assets	5	0.06	0.05
<b>Total Current Assets</b>		<b>0.41</b>	<b>0.49</b>
<b>TOTAL ASSETS</b>		<b>0.41</b>	<b>0.49</b>
<b>EQUITIES AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	6	15.00	15.00
(b) Other Equity	7	(446.47)	(430.69)
<b>Total Equity</b>		<b>(431.47)</b>	<b>(415.69)</b>
<b>LIABILITIES</b>			
<b>(1) Non - Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
i) Borrowings	8	92.81	80.41
<b>Total Non Current Liabilities</b>		<b>92.81</b>	<b>80.41</b>
<b>(2) Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	9	296.21	296.21
(ii) Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	10	5.90	9.04
(ii) Other Financial Liabilities	11	36.16	29.11
(b) Other Current Liabilities	12	0.80	1.41
<b>Total Current Liabilities</b>		<b>339.07</b>	<b>335.77</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>0.41</b>	<b>0.49</b>

**Summary of significant accounting policies**

1

The accompanying notes are an integral part of the financial statements.  
As per our report of even date attached For and on behalf of the Board of Directors of  
**For Kanu Doshi Associates LLP** **IDream Film Infrastructure Company Limited**  
Chartered Accountants  
FRN: 104746W/W100096  
**Kalpana Morakhia** **Rahul Kate**  
Managing Director Director  
DIN: 00336451 DIN: 08099915  
**Kunal Vakharia**  
Partner  
Membership No: 148916  
Place: Mumbai  
Date: 10<sup>th</sup> May, 2024  
**Umesh Bhise** **Nirali Mehra**  
Chief Financial Officer Company Secretary

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**  
**Standalone Statement of Profit & Loss for the year ended March 31, 2024**

(Rs. In Lacs)

Particulars	Note No.	March 31, 2024	March 31, 2023
Other Income	13	4.37	0.43
<b>Total Income</b>		<b>4.37</b>	<b>0.43</b>
<b>Expenses</b>			
Finance Cost	14	7.84	14.63
Other expenses	15	12.31	11.10
<b>Total Expenses</b>		<b>20.15</b>	<b>25.73</b>
<b>Profit before exceptional items and tax</b>		<b>(15.78)</b>	<b>(25.30)</b>
Add: Exceptional Items		-	-
Profit / (Loss) before tax		<b>(15.78)</b>	<b>(25.30)</b>
Less: Tax Expense			
1) Current Tax		-	-
2) Deferred Tax		-	-
<b>Total Tax Expenses</b>		<b>-</b>	<b>-</b>
Profit / (Loss) after Tax	A	<b>(15.78)</b>	<b>(25.30)</b>
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the year	B	-	-
Total Comprehensive Income for the year	(A+B)	<b>(15.78)</b>	<b>(25.30)</b>
Earning per equity share: (Face Value Rs. 10/- each)	16		
(1) Basic		(10.52)	(16.87)
(2) Diluted		(10.52)	(16.87)

**Summary of significant accounting policies**

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached  
**For Kanu Doshi & Associates LLP**  
Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakhaia**  
*Partner*  
Membership No: 14896  
Place: Mumbai  
Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
**IDream Film Infrastructure Company Limited**

**Kalpana Morakhia**      **Rahul Kate**  
Managing Director      Director  
DIN: 00336451      DIN: 08099915

**Umesh Bhise**      **Nirali Mehra**  
Chief Financial Officer      Company Secretary

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**  
**Standalone Cash Flow Statement for the year ended March 31, 2024**

(Rs. In Lacs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>A. <u>Cash Flow from Operating Activities</u></b>		
Net Profit before taxation	(15.78)	(25.30)
<u>Adjustments for:</u>		
Interest Paid	7.84	14.63
Interest Received	(0.48)	(0.43)
Allowance for Bad & Doubtful Loans	1.41	0.86
<b>Operating Profit before Working Capital changes</b>	<b>(7.01)</b>	<b>(10.24)</b>
Adjustments for working capital changes:		
Increase / (Decrease) in Other Current Assets	(0.01)	-
Increase/(Decrease) in Trade Payable	(3.14)	0.08
Increase/(Decrease) in Current Financial Liabilities	-	7.57
Increase/(Decrease) in Other Liabilities	(0.61)	1.10
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(10.77)</b>	<b>(1.50)</b>
<b>Net Cash inflow/(outflow) from Operating activities</b>	<b>(10.77)</b>	<b>(1.50)</b>
<b>B. <u>Cash Flow from Investing Activities</u></b>		
Loan to subsidiary company	(1.41)	(0.86)
Interest received	0.48	0.43
<b>Net Cash inflow from/ (outflow) from Investing activities</b>	<b>(0.93)</b>	<b>(0.43)</b>
<b>C. <u>Cash Flow From Financing Activities</u></b>		
Loan from Holding Company	19.45	10.57
Interest Paid	(7.84)	(8.37)
<b>Net Cash inflow from/ (outflow) from Financing activities</b>	<b>11.61</b>	<b>2.20</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(0.09)</b>	<b>0.28</b>
<b>Opening Cash and Cash Equivalents</b>	<b>0.44</b>	<b>0.16</b>
<b>Closing Cash and Cash Equivalents</b>	<b>0.35</b>	<b>0.44</b>
	<b>(0.09)</b>	<b>0.28</b>

**Note:**

- Cash & Cash Equivalents includes

Balance with Bank on Current Account	0.34	0.15
Cash on Hand	0.01	0.01
	0.35	0.16
- Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- Previous year's figures have been Re-grouped/ Re-arranged, wherever considered necessary.

As per our report of attached even date  
**For Kanu Doshi & Associates LLP**  
Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakharia**  
*Partner*  
Membership No: 148916  
Place: Mumbai  
Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
**IDream Film Infrastructure Company Limited**

**Kalpana Morakhia**  
Managing Director  
DIN: 00336451

**Rahul Kate**  
Director  
DIN: 08099915

**Umesh Bhise**  
Chief Financial Officer

**Nirali Mehra**  
Company Secretary

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
(Formerly known as Softbpo Global Services Limited)

**Standalone Statement of changes in equity for the year ended 31st March, 2024**

(a) **Equity Share Capital**

(Rs. In Lacs)

Particulars	No of Shares	Amount
<b>Balance as at 31st March, 2022</b>	<b>150,000</b>	<b>15.00</b>
Changes in equity share capital during the year	-	-
<b>Balance as at 31st March, 2023</b>	<b>150,000</b>	<b>15.00</b>
Changes in equity share capital during the year	-	-
<b>Balance as at 31st March, 2024</b>	<b>150,000</b>	<b>15.00</b>

(b) **Other Equity**

Particulars	Reserves & Surplus		Other components of Equity (Loans from Holding Company)	Total
	Retained Earnings	Securities Premium		
<b>Balance as at 31st March, 2022</b>	<b>(534.99)</b>	<b>10.00</b>	<b>119.59</b>	<b>(405.40)</b>
Profit/(Loss) for the year	(25.30)	-	-	(25.30)
Other Component of Equity during the year	-	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>(560.29)</b>	<b>10.00</b>	<b>119.59</b>	<b>(430.69)</b>
Profit/(Loss) for the year	(15.78)	-	-	(15.78)
Other Component of Equity during the year	-	-	-	-
<b>0 Balance as at 31st March, 2024</b>	<b>(576.07)</b>	<b>10.00</b>	<b>119.59</b>	<b>(446.47)</b>

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached  
**For Kanu Doshi & Associates LLP**  
Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakharia**  
*Partner*  
Membership No: 148916  
Place: Mumbai  
Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
**IDream Film Infrastructure Company Limited**

**Kalpana Morakhia**      **Rahul Kate**  
Managing Director      Director  
DIN: 00336451      DIN: 08099915

**Umesh Bhise**      **Nirali Mehra**  
Chief Financial Officer      Company Secretary

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED** **(Formerly known as Softbpo Global Services Limited)**

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### **1. Notes to financial statements for the Year Ended March 31, 2024**

#### **Note 1A Company Overview**

The Company ("Idream Film Infrastructure Company Limited") is an existing public limited company incorporated on 3rd October, 1981 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013 having its registered office at Flat No B-4501 & B-4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mill Compound, Mahalaxmi, Mumbai - 400011. The equity shares of the Company are listed on BSE Limited ("BSE"). The financial statements are presented in Indian Rupee (₹).

#### **Note 1B Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **(A) Basis Of Preparation Of Financial Statement**

###### **i) Compliance with Ind AS**

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements were authorized for issue by the Company's Board of Directors on 25th June, 2021.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

###### **ii) Historical cost convention**

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle.

###### **iii) Current and Non Current Classification.**

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

##### **(B) Use of estimates and judgements**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

##### **(C) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbo Global Services Limited)**

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**(I) Financial Assets**

**(I) Classification**

The Company classifies its financial assets in the following measurement categories:

- (a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- (b) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- (a) For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.
- (b) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (c) For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**(ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**(a) Debt instruments**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or other expenses (as applicable). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in



## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED** **(Formerly known as Softbo Global Services Limited)**

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the statement of profit and loss within other income or other expenses (as applicable) in the period in which it arises. Interest income from these financial assets is included in other income or other expenses, as applicable.

### **(b) Equity Instruments**

The Company subsequently measures all equity investments at fair value (except investment in subsidiaries which are at amortised cost). Where the Company's management has selected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### **(iii) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

### **(iv) Derecognition of financial assets**

A financial asset is derecognised only when -

- (a) The Company has transferred the rights to receive cash flows from the financial asset or
- (b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## **(II) Financial Liabilities**

### **(I) Measurement**

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**

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recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

**(ii) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**(D) Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

**(E) Cash Flow statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**(F) Income tax policy**

**Current Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

**Deferred Tax**

Deferred tax resulting from " timing difference " between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax assets is recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.

**(G) Revenue Recognition:**

- (i) Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied.
- (ii) Interest income is recorded on a time proportion basis taking into account the amounts invested and the rate of interest.

**(H) Borrowing Cost:**

Borrowing costs, which are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised as a part of the cost of the assets. Other borrowing costs are recognised as expenses in the year in which they are incurred.

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**(I) Earnings per share**

**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

**ii) Diluted earnings per share**

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(J) Impairment of Assets:**

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**(K) Contingencies / Provisions:**

A provision is recognised when a company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and reliable estimate can be made.

**(L) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

**(M) Investments**

On transition to Ind AS, equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss.

**(N) Operating Cycle**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**2 NON CURRENT INVESTMENTS**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Investments in Equity Instruments of Wholly Owned Subsidiary Companies		
<b>Unquoted</b>		
Trade Investment (At Cost)		
50,000 (Previous year 50,000) shares of Rs 10/- each of		
AHA Parks Limited	5.00	5.00
<b>Total Value of Investments</b>	<b>5.00</b>	<b>5.00</b>
Less: Provision for diminution in value of investments	(5.00)	(5.00)
<b>Net Value of Investments</b>	<b>-</b>	<b>-</b>

**3 LOANS**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered doubtful)	-	-
<u>Loans and Advances to Related Parties</u>		
- Loan to Subsidiary Company	256.80	255.39
- Less: Provision for doubtful loans and advances	(256.80)	(255.39)
	-	-

**4 CASH AND CASH EQUIVALENTS**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance With Banks		
- In Current account	0.34	0.43
Cash on Hand	0.01	0.01
<b>Total</b>	<b>0.35</b>	<b>0.44</b>

**5 OTHER CURRENT ASSETS**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance recoverable in cash or kind or for value to be received	0.06	0.05
<b>Total</b>	<b>0.06</b>	<b>0.05</b>

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**6 EQUITY SHARE CAPITAL**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorized Shares</b>		
65,00,000 Equity shares, Rs. 10/-par value (Previous Year: 65,00,000 equity shares Rs. 10/- each)	650.00	650.00
	<b>650.00</b>	<b>650.00</b>
<b>Issued, Subscribed and Fully Paid Up Shares</b>		
1,50,000 Equity Shares, Rs. 10/- par value (Previous Year: 1,50,000 equity shares Rs. 10/- each)	15.00	15.00
<b>Total Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>15.00</b>	<b>15.00</b>

**Note No. 6.1**

The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2023:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount (Rs. in Lacs)	No. of Shares	Amount (Rs. in Lacs)
Number of shares at the beginning	150,000	15.00	150,000	15.00
Add: Shares issued during the year	-	-	-	-
Less : Shares Bought back (If any)	-	-	-	-
<b>Number of shares at the end</b>	<b>150,000</b>	<b>15.00</b>	<b>150,000</b>	<b>15.00</b>

**Note No. 6.2**

**Terms/rights attached to equity shares**

- (A) The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- (B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No. 6.3**

**The details of shareholders holding more than 5% shares in the company :**

Name of the Shareholders	No. of Shares held	% held as at March 31, 2024	No. of Shares held	% held as at March 31, 2023
AHA Holdings Private Limited (Holding Company)	90,000	60.00	90,000	60.00

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**Note No. 6.4**

**Shares of the company held by holding company**

Name of the Shareholders	No. of Shares held	% held as at March 31, 2024	No. of Shares held	% held as at March 31, 2023
AHA Holdings Private Limited (Holding Company)	90,000	60.00	90,000	60.00

**7 OTHER EQUITY**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Reserves &amp; Surplus*</b>		
Securities Premium#	10.00	10.00
<u>Retained Earnings ##</u>	(576.06)	(560.28)
Opening Balance	(560.28)	(534.98)
Add: Net Profit after tax transferred from statement of profit & loss	(15.78)	(25.30)
<u>Other Components of Equity</u>		
-Long term loan from Holding Company	119.59	119.59
	<b>(446.47)</b>	<b>(430.69)</b>

**# Securities Premium**

The amount received in excess of the par value of Equity shares issued have been classified as securities premium. In accordance with the provision of Section 52 of Indian Companies Act, 2013, the securities premium account can only be utilised for the purposes of issue bonus shares, repurchasing the Company's shares, redemption of preference shares and debentures, and offsetting direct issue costs and discount allowed for the issue of shares or debentures.

**## Retained Earnings**

Retained earnings includes the Company's cumulative earning and losses respectively.

\* For movement, refer statement of changes in equity.

**8 BORROWINGS**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
From Related Parties:		
Loan from Holding Company	92.81	80.41
<b>Total</b>	<b>92.81</b>	<b>80.41</b>

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**9 BORROWINGS**

(Rs. In Lacs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Unsecured		
From Related Parties:		
Loan repayable on demand	296.21	296.21
<b>Total</b>	<b>296.21</b>	<b>296.21</b>

**10 TRADE PAYABLES**

(Rs. In Lacs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Dues of micro enterprises and small enterprises (Refer Note No 9.1)	-	-
Dues other than micro enterprises and small enterprises (Refer Note No 9.1)	5.90	9.04
<b>Total</b>	<b>5.90</b>	<b>9.04</b>

**Note No 10.1:**

Micro enterprises and Small enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given below:

Particulars	As at	As at
	March 31, 2024	March 31, 2023
(a) Dues remaining unpaid		
- Principal	-	-
- Interest on above	-	-
(b) Interest paid in terms of Section 16 of MSMED Act		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and unpaid	-	-

**Note No. 10.2**

**Trade payables ageing as on March 31, 2024**

Particulars	Outstanding for the following period from the due date of payment			
	Less than 1 year	1-2 years	2-3 years	Total
(i) MSME	-	-	-	-
(ii) Others	2.62	0.94	2.34	5.90
(iii) Unbilled Dues	-	-	-	-
<b>Total</b>	<b>2.62</b>	<b>0.94</b>	<b>2.34</b>	<b>5.90</b>

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**Trade payables ageing as on March 31, 2023**

Particulars	Outstanding for the following period from the due date of payment			
	Less than 1 year	1-2 years	2-3 years	Total
(i) MSME	-	-	-	-
(ii) Others	6.19	2.13	0.72	9.04
(iii) Unbilled Dues	-	-	-	-
<b>Total</b>	<b>6.19</b>	<b>2.13</b>	<b>0.72</b>	<b>9.04</b>

**11 OTHER FINANCIAL LIABILITIES**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest payable	36.16	29.11
<b>Total</b>	<b>36.16</b>	<b>29.11</b>

**12 OTHER CURRENT LIABILITIES**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues Payable	0.80	1.41
<b>Total</b>	<b>0.80</b>	<b>1.41</b>



**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**13 OTHER INCOME** (Rs. In Lacs)

Particulars	2023-24	2022-23
Interest Income	0.48	0.43
Balance Written back	3.89	0
<b>TOTAL</b>	<b>4.37</b>	<b>0.43</b>

**14 FINANCE COSTS** (Rs. In Lacs)

Particulars	2023-24	2022-23
Interest Expenses on Long Term Borrowings	-	6.98
Unwinding of interest on Long Term Borrowings	7.84	7.65
<b>TOTAL</b>	<b>7.84</b>	<b>14.63</b>

**15 OTHER EXPENSES** (Rs. In Lacs)

Particulars	2023-24	2022-23
Advertisement, Publicity & Sales Promotion	0.37	0.45
Custodial Fees	0.11	0.11
Director Sitting Fees	-	0.12
Domain Registration Fees	0.07	0.08
Legal & Professional Fees	3.72	3.38
Listing Charges	3.84	3.54
Printing & Stationery	0.39	0.44
Rates & Taxes	-	0.03
Payment to Statutory Auditors (Refer Note no. 14.1)	1.39	0.85
Registration and Filing Fees	0.35	0.56
Share Transfer Fees	0.65	0.68
Allowance for Bad & Doubtful loans	1.41	0.86
Miscellaneous Expenses	0.01	-
<b>TOTAL</b>	<b>12.31</b>	<b>11.10</b>
<b>Note No. 14.1</b>		
<b>Payment to Statutory Auditors</b>		
<b><u>(A) Payment to Statutory Auditors</u></b>		
As Auditors :		
Audit Fees (including Limited Review)	1.39	0.85
Other Services	-	
<b>Total Auditors Remuneration</b>	<b>1.39</b>	<b>0.85</b>

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**16 EARNING PER SHARE**

Particulars	2023-24	2022-23
(A) Profit attributable to Equity Shareholders (Rs. In Lacs)	(15.78)	(25.30)
(B) No. of Equity Share outstanding during the year.	150,000	150,000
(C) Face Value of each Equity Share (Rs. In Lacs)	10	10
(D) Basic & Diluted earning per Share (Rs. In Lacs)	(10.52)	(16.87)

**17 Financial risk management**

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

Considering the state of affairs of the company, the Company is exposed to liquidity risk. The Company's senior management oversees the management of these risks.

**A Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and other financial liabilities.

**Liquidity risk management**

The Company's Senior Management is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

**Maturities of non – derivative financial liabilities**

(Rs. in Lacs)

As at 31 March 2024				
Particulars	Upto 1 Year	Between 1 and 3 Years	Beyond 3 Years	Total
<b>Financial Liabilities - Non-Current</b>				
Borrowings	-	-	92.81	92.81
<b>Financial Liabilities - Current</b>				
Borrowings	296.21	-	-	296.21
Trade payables	5.90	-	-	5.90
Other Financial Liabilities	36.16	-	-	36.16
<b>Total</b>	<b>338.27</b>	<b>-</b>	<b>92.81</b>	<b>431.08</b>
As at 31 March 2023				
Particulars	Upto 1 Year	Between 1 and 3 Years	Beyond 3 Years	Total
<b>Financial Liabilities - Non-Current</b>				
Borrowings	-	-	80.41	80.41
<b>Financial Liabilities - Current</b>				
Borrowings	296.21	-	-	296.21
Trade payables	9.04	-	-	9.04
Other Financial Liabilities	29.11	-	-	29.11
<b>Total</b>	<b>334.36</b>	<b>-</b>	<b>80.41</b>	<b>414.77</b>

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**18 FAIR VALUE MEASUREMENT**

**Financial instruments by category**

Particulars	As at March 31, 2024		As at March 31, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial assets</b>				
Cash and cash equivalents	-	0.35	-	0.44
<b>Total financial assets</b>	-	<b>0.35</b>	-	<b>0.44</b>
<b>Financial liabilities</b>				
Borrowings	-	389.02	-	376.62
Trade Payables	-	5.90	-	9.04
Other Payables	-	36.16	-	29.11
<b>Total financial liabilities</b>	-	<b>431.08</b>	-	<b>414.77</b>

**19 Related Party Disclosures:**

a) Name of the related party and description of relationship.

Sr. No.	Related Parties	Nature of Relationship
1	Mrs. Kalpana Morakhia	Key Management Personnel
2	Mr. Umesh Bhise (CFO)	Key Management Personnel
3	Ms. Vishakha Poladia (CS) (Resigned on 9th Feb, 2023)	Company Secretary
4	Ms. Nirali Parekh (CS) (Resigned on 7th Aug, 2023)	Company Secretary
5	AHA Parks Limited	Subsidiary Company
6	AHA Holdings Pvt Ltd	Holding Company

b) Details of Transactions during the year with related parties.

Sr. No.	Related Parties	Nature of Transactions during the year	2023-24 (Rs. in Lacs)	2022-23 (Rs. in Lacs)
1	AHA Holdings Pvt Ltd	Loans Taken	12.40	16.83
		Interest Paid (Including unwinding of interest)	7.84	14.63
2	AHA Parks Limited	Loans given to subsidiary	0.93	0.43
		Provision for doubtful loans and advances	1.41	0.86
		Interest received	0.48	0.43

c) Balances at end of the year with related parties.

(Rs. in Lacs)

Sr. No.	Related Parties	Nature of Transactions during the year	As at March 31, 2024	As at March 31, 2023
1	AHA Holdings Pvt Ltd	Loans Repayable	389.02	376.62
		Interest Payable	36.16	29.11
2	AHA Parks Limited	Loan Receivable	256.80	255.39
		Provision for doubtful loans and advances	256.80	255.39
		Investments in Shares	5.00	5.00
		Provision for diminution in value of Investments	5.00	5.00

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**20** The company has accumulated losses as on the Balance Sheet date amounting Rs. 446.47 Lacs (Previous Year - Rs.430.69 Lacs) against the paid up capital of Rs. 15 lacs. In view of the Management, the company's accounts are prepared on going concern basis considering the fact that its holding company will provide continuous financial support.

**21** The management assessed that Cash and Cash equivalents, loans, other balances with Banks, trade receivables, trade payables and other current liabilities/assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

**22 Ratios:**

The Following are applicable analytical ratios for the year ended 31 March, 2024 and 31 March, 2023:

Particulars	Refer note for Variances	2023-24	2022-23	Variances (%)
(i) Current Ratio = (Current Assets/Current Liabilities) (Times)		0.00	0.01	-17.14%
(ii) Debt – Equity Ratio =(Total Debt (a) /Shareholder’s Equity) (Times)	1	(0.90)	(0.91)	-0.48%
(iii) Debt Service Coverage Ratio= (Earnings available for debt service(b)/ Debt Service©) (Times)	1	(15.76)	(25.26)	-37.62%
(iv) Return on Equity (ROE) = (Net Profits after taxes/ Average Shareholder’s Equity) (%)	2	-3.73%	-6.28%	-40.66%
(v) Trade payables turnover ratio =(Purchases of services and other expenses/Average Trade Payables) (Times)		1.65	1.23	33.59%
(vi) Net profit ratio= (Net Profit/Total Income)	3	(3.61)	(58.84)	-93.86%
(vii) Return on capital employed (ROCE) = (Earning before interest and taxes/Effective Capital Employed (d)	2	(15.96)	(25.68)	-37.82%

**Notes:**

1. Increase in debt during the year.
2. Decrease in loss during the year.
3. Decrease in finance cost during the year.

**23 Benami Property**

No proceeding has been initiated or pending against the group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

**24 Relationship with Struck off Companies**

The Company has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

**25 Registration of charges or satisfaction with Registrar of Companies**

The Company has no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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26 Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

**For Kanu Doshi Associates LLP**

Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakharia**

*Partner*

Membership No: 148916

Place: Mumbai

Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of

**Kalpna Morakhia**

Managing Director

DIN: 00336451

**Rahul Kate**

Director

DIN: 08099915

**Umesh Bhise**

Chief Financial Officer

**Nirali Mehta**

Company Secretary

# Consolidated Auditors Report

**To**

**The Members of**

**Idream Film Infrastructure Company Limited (Formerly Softbpo Global Services Limited)**

**Report on the Audit of the Consolidated Financial Statements**

## **Opinion**

We have audited the accompanying consolidated financial statements of **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED (FORMERLY SOFTBPO GLOBAL SERVICES LIMITED)** (herein after referred to as “the Holding Company”) and its subsidiary companies (the Holding Company and its subsidiary together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view, in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, and its net loss including other comprehensive losses, changes in equity and its cash flows for the year ended on that date.

## **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Emphasis of Matter**

The Group has operating losses and has negative net worth. In view of the Management, the Group's accounts are prepared on-going concern basis considering the fact that its ultimate holding company will provide continuous financial support.

Our opinion is not modified in respect of this matter.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

## **Other Information**

The Holding Company's Management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report but does not include the financial statements and our Auditors' Report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, the consolidated financial performance, the consolidated changes in equity and the consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibility for the Audit of the consolidated financial statements**

Our Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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circumstances. Under section 143(3)(I) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the entity included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by him. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated Financial Statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Holding Company, its subsidiary included in the group, so far as appears from our examination of those books.



## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), and the Consolidated Cash Flow Statement and the Consolidated statement of changes in equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding company and the Subsidiary company as on March 31, 2024 and taken on record by the Board of Directors, none of the directors of the Group is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary Company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- g) The provisions of section 197 read with schedule V of the Act are not applicable to the Company for the year ended March 31, 2024.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Group does not have any pending litigations which would impact its Consolidated IndAS financial statements;
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivatives contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended March 31, 2024.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
    - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
    - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
  - (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
- v. The Holding Company has not declared or paid dividend during the year. Hence compliance with section 123 of the Companies Act, 2013 is not applicable.

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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- vi. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its one Indian subsidiary to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in its CARO report.
- vii. Based on our examination which included test checks, the group has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, we did not come across any instance of the audit trail feature being tampered with in the accounts of the company or its subsidiary company.

### **For Kanu Doshi & Associates LLP**

Chartered Accountants

FRN: 104746W/W100096

### **Kunal Vakharia**

Partner

Membership No. 148916

UDIN: 24148916BKCQNJ9387

**Place: Mumbai**

**Date: May 10, 2024**

# Annexure A to the Consolidated Auditor's Report

(Referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

## **Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated Financial Statements of IDREAM FILM INFRASTRUCTURE COMPANY LIMITED ("the Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary Company which is a Company incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of Holding Company and its subsidiary Company incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company and considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary Company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its subsidiary Company incorporated in India and internal financial control system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Holding Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements

# **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary Company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary Company incorporated in India considering the essential components of internal control stated in the Guidance Note.

## **For Kanu Doshi & Associates LLP**

Chartered Accountants

FRN: 104746W/W100096

## **Kunal Vakharia**

Partner

Membership No. 148916

UDIN: 24148916BKCQNJ9387

**Place: Mumbai**

**Date: May 10, 2024**

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**

Consolidated Balance Sheet as at March 31, 2024

(Rs. In Lacs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>(1) Current Assets</b>			
(a) Financial Assets			
i) Cash and Cash Equivalents	2	0.53	0.55
(b) Other current assets	3	0.06	0.05
<b>Total Current Assets</b>		<b>0.59</b>	<b>0.60</b>
<b>TOTAL ASSETS</b>		<b>0.59</b>	<b>0.60</b>
<b>EQUITIES AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	4	15.00	15.00
(b) Other Equity	5	(447.29)	(432.01)
<b>Total Equity</b>		<b>(432.29)</b>	<b>(417.01)</b>
<b>LIABILITIES</b>			
<b>(1) Non - Current Liabilities</b>			
(a) Financial Liabilities			
i) Borrowings	6	92.81	80.41
<b>Total Non Current Liabilities</b>		<b>92.81</b>	<b>80.41</b>
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(I) Borrowings	7	296.21	296.21
(ii) Trade payables	8		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	9	6.86	10.40
(ii) Other Financial Liabilities	10	36.16	29.11
(b) Other Current Liabilities	11	0.84	1.48
<b>Total Current Liabilities</b>		<b>340.07</b>	<b>337.20</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>0.59</b>	<b>0.60</b>

*Summary of significant accounting policies*

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached  
For **Kanu Doshi & Associates LLP**  
Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakharia**  
Partner  
Membership No: 148916  
Place: Mumbai  
Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
**IDream Film Infrastructure Company Limited**

**Kalpana Morakhia**  
Managing Director  
DIN: 00336451

**Rahul Kate**  
Director  
DIN: 08099915

**Umesh Bhise**  
Chief Financial Officer

**Nirali Mehta**  
Company Secretary

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**  
**Consolidated Statement of Profit & Loss for the year ended March 31, 2024**

(Rs. In Lacs)

Particulars	Note No.	March 31, 2024	March 31, 2023
Revenue from Operations			
Other Income	12	4.30	-
<b>Total Income</b>		<b>4.30</b>	<b>-</b>
<b>Expenses</b>			
Finance Cost	13	7.84	14.63
Other expenses	14	11.74	11.26
<b>Total Expenses</b>		<b>19.58</b>	<b>25.89</b>
<b>Profit before exceptional items and tax</b>		<b>(15.28)</b>	<b>(25.89)</b>
Less: Exceptional Items		-	-
Profit / (Loss) before tax		<b>(15.28)</b>	<b>(25.89)</b>
Less: Tax Expense		-	-
<b>Total Tax Expenses</b>		<b>-</b>	<b>-</b>
Profit after Tax	A	<b>(15.28)</b>	<b>(25.89)</b>
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the year	B	-	-
Total Comprehensive Income for the year	(A+B)	<b>(15.28)</b>	<b>(25.89)</b>
Earning per equity share: (Face Value Rs. 10/- each)	15		
(1) Basic		(10.19)	(17.26)
(2) Diluted		(10.19)	(17.26)

**Summary of significant accounting policies**

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached  
**For Kanu Doshi & Associates LLP**  
Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakharia**  
*Partner*  
Membership No: 148916  
Place: Mumbai  
Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
**IDream Film Infrastructure Company Limited**

**Kalpna Morakhia**  
Managing Director  
DIN: 00336451

**Rahul Kate**  
Director  
DIN: 08099915

**Umesh Bhise**  
Chief Financial Officer

**Nirali Mehta**  
Company Secretary

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softpo Global Services Limited)**  
**Consolidated Cash Flow Statement for the year ended March 31, 2024**

(Rs. In Lacs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>A. <u>Cash Flow from Operating Activities</u></b>		
Net Profit before taxation	(15.28)	(25.89)
<b>Operating Profit before Working Capital changes</b>	<b>(15.28)</b>	<b>(25.89)</b>
<u>Adjustments for:</u>		
Interest Paid	7.84	14.63
Provision for Write off	-	0.29
<u>Adjustments for working capital changes:</u>		
Increase / (Decrease) in Other Current Assets	(0.01)	0.08
Increase/(Decrease) in Trade Payables	(3.54)	0.27
Increase/(Decrease) in Other Current Liabilities	(0.64)	1.14
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(11.63)</b>	<b>(9.49)</b>
<b>Net Cash inflow/(outflow) from Operating activities</b>	<b>(11.63)</b>	<b>(9.49)</b>
<b>B. <u>Cash Flow from Investing Activities</u></b>		
<b>Net Cash inflow from/ (outflow) from Investing activities</b>	<b>-</b>	<b>-</b>
<b>C. <u>Cash Flow From Financing Activities</u></b>		
Loan from Holding Company	19.45	10.57
Interest Paid	(7.84)	(0.80)
<b>Net Cash inflow from/ (outflow) from Financing activities</b>	<b>11.61</b>	<b>9.77</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(0.02)</b>	<b>0.28</b>
<b>Opening Cash and Cash Equivalents</b>	<b>0.55</b>	<b>0.27</b>
<b>Closing Cash and Cash Equivalents</b>	<b>0.53</b>	<b>0.55</b>
	<b>(0.02)</b>	<b>0.28</b>

**Note:**

1 Cash & Cash Equivalents includes

Balance with Bank on Current account  
Cash on Hand

	0.51	0.53
	0.02	0.02
	0.53	0.55

2 Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

3 Previous year's figures have been Re-grouped / Re-arranged , wherever considered necessary.

As per our report of even date attached  
**For Kanu Doshi & Associates LLP**  
Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakharia**  
Partner  
Membership No: 148916  
Place: Mumbai  
Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
**IDream Film Infrastructure Company Limited**

**Kalpna Morakhia**  
Managing Director  
DIN: 00336451

**Rahul Kate**  
Director  
DIN: 08099915

**Umesh Bhise**  
Chief Financial Officer

**Nirali Mehta**  
Company Secretary

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**

**Consolidated Statement of changes in equity for the year ended 31st March, 2024**

(a) **Equity Share Capital**

(Rs. In Lacs)

Particulars	No of Shares	Amount
<b>Balance as at 1st April, 2022</b>	<b>150,000</b>	<b>15.00</b>
Changes in equity share capital during the year	-	-
<b>Balance as at 31st March, 2023</b>	<b>150,000</b>	<b>15.00</b>
Changes in equity share capital during the year	-	-
<b>Balance as at 31st March, 2024</b>	<b>150,000</b>	<b>15.00</b>

(b) **Other Equity**

Particulars	Reserves & Surplus		Other components of Equity (Loans from Holding Company)	Total
	Retained Earnings	Securities Premium		
<b>Balance as at 31st March, 2022</b>	<b>(535.71)</b>	<b>10.00</b>	<b>119.59</b>	<b>(394.37)</b>
Profit/(Loss) for the year	(25.89)	-	-	(8.46)
Other Component of Equity during the year	-	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>(561.60)</b>	<b>10.00</b>	<b>119.59</b>	<b>(432.01)</b>
Profit/(Loss) for the year	(15.28)	-	-	(25.89)
Other Component of Equity during the year	-	-	-	-
<b>Balance as at 30th September, 2023</b>	<b>(576.88)</b>	<b>10.00</b>	<b>119.59</b>	<b>(447.29)</b>

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached  
**For Kanu Doshi & Associates LLP**

Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakharia**  
*Partner*

Membership No: 1487916

Place: Mumbai

Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
**IDream Film Infrastructure Company Limited**

**Kalpana Morakhia**  
Managing Director  
DIN: 00336451

**Rahul Kate**  
Director  
DIN: 08099915

**Umesh Bhise**  
Chief Financial Officer

**Nirali Mehta**  
Company Secretary



## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED** **(Formerly known as Softbpo Global Services Limited)**

### **1. Notes to financial statements for the Year Ended March 31, 2024**

#### **Note 1A Company Overview**

The Company ("Idream Film Infrastructure Company Limited") is an existing public limited company incorporated on 3rd October, 1981 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013 having its registered office at Flat No B-4501& B-4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mill Compound, Mahalaxmi, Mumbai - 400011. The equity shares of the Company are listed on BSE Limited ("BSE"). The financial statements are presented in Indian Rupee (₹).

#### **Note 1B Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **(A) Basis Of Preparation Of Financial Statement**

###### **i) Compliance with Ind AS**

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements were authorized for issue by the Company's Board of Directors on 10th May, 2024.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

###### **ii) Historical cost convention**

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle.

###### **iii) Current and Non Current Classification.**

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

##### **(B) Use of estimates and judgements**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

##### **(C) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

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**(Formerly known as Softbo Global Services Limited)**

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**(I) Financial Assets**

**(i) Classification**

The Company classifies its financial assets in the following measurement categories:

- (a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- (b) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- (a) For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.
- (b) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (c) For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**(ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**(a) Debt instruments**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or other expenses (as applicable). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED** **(Formerly known as Softbpo Global Services Limited)**

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the statement of profit and loss within other income or other expenses (as applicable) in the period in which it arises. Interest income from these financial assets is included in other income or other expenses, as applicable.

### **(b) Equity Instruments**

The Company subsequently measures all equity investments at fair value. Where the Company's management has selected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established. .

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### **(iii) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

### **(iv) Derecognition of financial assets**

A financial asset is derecognised only when -

- (a) The Company has transferred the rights to receive cash flows from the financial asset or
- (b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## **(II) Financial Liabilities**

### **(i) Measurement**

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other

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premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

**(ii) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**(D) Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

**(E) Income tax policy**

**Current Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

**Deferred Tax**

Deferred tax resulting from " timing difference " between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax assets is recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.

**(F) Revenue Recognition:**

- (i) Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied.
- (ii) Interest income is recorded on a time proportion basis taking into account the amounts invested and the rate of interest.

**(G) Borrowing Cost:**

Borrowing costs, which are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised as a part of the cost of the assets. Other borrowing costs are recognised as expenses in the year in which they are incurred.

**(H) Earnings per share**

**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

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**ii) Diluted earnings per share**

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(I) Impairment of Assets:**

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**(J) Contingencies / Provisions:**

A provision is recognised when an company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and reliable estimate can be made.

**(K) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**(L) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

**(M) Investments**

On transition to Ind AS, equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss.

**(N) Operating Cycle**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

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**2 CASH AND CASH EQUIVALENTS**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance With Banks		
- On Current Account	0.51	0.53
Cash on Hand	0.02	0.02
<b>Total</b>	<b>0.53</b>	<b>0.55</b>

**3 OTHER CURRENT ASSETS**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance Recoverable in Cash or Kind or for Value to be Received	0.06	0.05
<b>Total</b>	<b>0.06</b>	<b>0.05</b>

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**4 EQUITY SHARE CAPITAL**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorized Shares</b>		
65,00,000 Equity shares, Rs. 10/-par value (Previous Year: 65,00,000 equity shares Rs. 10/- each)	650.00	650.00
	<b>650.00</b>	<b>650.00</b>
<b>Issued, Subscribed and Fully Paid Up Shares</b>		
1,50,000 Equity Shares, Rs. 10/- par value (Previous Year: 1,50,000 equity shares Rs. 10/- each)	15.00	15.00
<b>Total Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>15.00</b>	<b>15.00</b>

**Note No. 4.1**

The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2024:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amount (Rs.)	No. of Shares	Amount (Rs.)	No. of Shares
Number of shares at the beginning	1,500,000	150,000	1,500,000	150,000
Add: Shares issued during the year	-	-	-	-
Less : Shares Bought back (If any)	-	-	-	-
<b>Number of shares at the end</b>	<b>1,500,000</b>	<b>150,000</b>	<b>1,500,000</b>	<b>150,000</b>

**Note No. 4.2**

**Terms/rights attached to equity shares**

- (A) The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- (B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No. 4.3**

**The details of shareholders holding more than 5% shares in the company :**

Name of the Shareholders	No. of Shares held	% held as at March 31, 2024	No. of Shares held	% held as at March 31, 2023
AHA Holdings Private Limited (Holding Company)	90,000	60.00	90,000	60.00

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**5 OTHER EQUITY**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Reserves &amp; Surplus*</b>		
Securities Premium#	10.00	10.00
Retained Earnings##	(576.88)	(561.60)
<u>Other Components of Equity</u>		
-Long term loan from Holding Company	119.59	119.59
<b>TOTAL OTHER EQUITY</b>	<b>(447.29)</b>	<b>(432.01)</b>

# Securities Premium Reserve

The amount received in excess of the par value of Equity shares issued have been classified as securities premium. In accordance with the provision of Section 52 of Indian Companies Act, 2013, the securities premium account can only be utilised for the purposes of issue bonus shares, repurchasing the Company's shares, redemption of preference shares and debentures, and offsetting direct issue costs and discount allowed for the issue of shares or debentures.

## Retained Earnings

Retained earnings includes the Company's cumulative earning and losses respectively.

\* For movement, refer statement of changes in equity.

**6 BORROWINGS**

(Rs. In Lacs)

Particulars	As at March 31 2024	As at March 31, 2023
<b>Unsecured</b>		
<b><u>From Related Parties:</u></b>		
Loan from Holding Company	92.81	80.41
<b>Total</b>	<b>92.81</b>	<b>80.41</b>

**7 BORROWINGS**

(Rs. In Lacs)

Particulars	As at March 31 2024	As at March 31, 2023
<b>Unsecured</b>		
<b><u>From Related Parties:</u></b>		
Loan repayable on demand	296.21	296.21
<b>Total</b>	<b>296.21</b>	<b>296.21</b>



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**8 TRADE PAYABLES**

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Dues of micro and small enterprises (Refer Note No 9.1)	-	-
Dues other than micro and small enterprises (Refer Note 9.1)	6.86	10.40
<b>Total</b>	<b>6.86</b>	<b>10.40</b>

Note No 8.1: Micro enterprises and Small enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given below:

(Rs. In Lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Dues remaining unpaid		
- Principal	-	-
- Interest on above	-	-
(b) Interest paid in terms of Section 16 of MSMED Act		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and unpaid	-	-

**Note No. 8.2**

**Trade payables ageing as on March 31, 2024**

Particulars	Outstanding for the following period from the due date of payment			
	Less than 1 year	1-2 years	2-3 years	Total
(i) MSME	-	-	-	-
(ii) Others	2.96	1.56	2.34	6.86
(iii) Unbilled Dues	-	-	-	-
<b>Total</b>	<b>2.96</b>	<b>1.56</b>	<b>2.34</b>	<b>6.86</b>

**Trade payables ageing as on March 31, 2023**

Particulars	Outstanding for the following period from the due date of payment			
	Less than 1 year	1-2 years	2-3 years	Total
(i) MSME	-	-	-	-
(ii) Others	6.80	2.88	0.72	10.40
(iii) Unbilled Dues	-	-	-	-
<b>Total</b>	<b>6.80</b>	<b>2.88</b>	<b>0.72</b>	<b>10.40</b>

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**9 OTHER FINANCIAL LIABILITIES**

(Rs. In Lacs)

<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Interest payable	36.16	29.11
<b>Total</b>	<b>36.16</b>	<b>29.11</b>

**10 OTHER CURRENT LIABILITIES**

(Rs. In Lacs)

<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Statutory Dues Payable	0.84	1.48
<b>Total</b>	<b>0.84</b>	<b>1.48</b>

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**11 OTHER INCOME** (Rs. In Lacs)

Particulars	2023-24	2022-23
Interest Income	-	-
Balance Written back	4.30	-
<b>TOTAL</b>	<b>4.30</b>	<b>-</b>

**12 FINANCE COSTS** (Rs. In Lacs)

Particulars	2023-24	2022-23
Interest Expenses on Long Term Borrowings	-	6.98
Unwinding of interest on Long Term Borrowings	7.84	7.65
<b>TOTAL</b>	<b>7.84</b>	<b>14.63</b>

**13 OTHER EXPENSES** (Rs. In Lacs)

Particulars	2023-24	2022-23
Payment to Statutory Auditors (Refer Note No. 13.1)	1.89	1.29
Advertisement, Publicity & Sales Promotion	0.37	0.45
Custodial Fees	0.11	0.11
Domain Registration Fees	0.07	0.08
Legal & Professional Fees	4.05	3.57
Listing Charges	3.84	3.54
Printing & Stationery	0.39	0.45
Profession Taxes	-	0.06
Registration and Filing Fees	0.35	0.56
Share Transfer Fees	0.65	0.68
Miscellaneous Expenses	0.02	-
Balance Write off	-	0.36
<b>TOTAL</b>	<b>11.74</b>	<b>11.26</b>
<b>Note No. 13.1</b>		
<b>Payment to Statutory Auditors</b>		
<b><u>(A) Payment to Statutory Auditors</u></b>		
As Auditors :		
Audit Fees (including Limited Review)	1.89	1.29
Other Services	-	-
Towards Goods & Service Tax	-	-
<b>Total Auditors Remuneration</b>	<b>1.89</b>	<b>1.29</b>

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**14 EARNING PER SHARE**

Particulars	2023-24	2022-23
(A) Profit attributable to Equity Shareholders (Rs. in Lacs)	(15.28)	(25.89)
(B) No. of Equity Share outstanding during the year.	150,000	150,000
(C) Face Value of each Equity Share (Rs.)	10.00	10.00
(D) Basic & Diluted earning per Share (Rs. in Lacs)	(10.19)	(17.26)

**15 Financial risk management**

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

Considering the state of affairs of the company, the Company is exposed to liquidity risk. The Company's senior management oversees the management of these risks.

**A Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and other financial liabilities.

**Liquidity risk management**

The Company's Senior Management is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

**Maturities of non – derivative financial liabilities**

(Rs. in Lacs)

As at 31 March 2024				
Particulars	Upto 1 Year	Between 1 and 3 Years	Beyond 3 Years	Total
<b>Financial Liabilities - Non-Current</b>				
Borrowings	-	-	92.81	92.81
<b>Financial Liabilities - Current</b>				
Borrowings	296.21	-	-	296.21
Trade payables	6.86	-	-	6.86
Other Financial Liabilities	36.16	-	-	36.16
<b>Total</b>	<b>339.23</b>	<b>-</b>	<b>92.81</b>	<b>432.04</b>
As at 31 March 2023				
Particulars	Upto 1 Year	Between 1 and 3 Years	Beyond 3 Years	Total
<b>Financial Liabilities - Non-Current</b>				
Borrowings	-	-	80.41	80.41
<b>Financial Liabilities - Current</b>				
Borrowings	296.21	-	-	296.21
Trade payables	10.40	-	-	10.40
Other Financial Liabilities	29.11	-	-	29.11
<b>Total</b>	<b>335.72</b>	<b>-</b>	<b>80.41</b>	<b>416.13</b>

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**16 FAIR VALUE MEASUREMENT**

**Financial instruments by category**

Particulars	As at March 31, 2024		As at March 31, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial assets</b>				
Cash and cash equivalents	-	0.53	-	0.55
Bank balances other than Cash and cash equivalents	-	-	-	-
Other Receivable	-	-	-	-
<b>Total financial assets</b>	-	<b>0.53</b>	-	<b>0.55</b>
<b>Financial liabilities</b>				
Borrowings	-	389.02	-	376.62
Trade Payables	-	6.86	-	10.40
Other Payables	-	36.16	-	29.11
<b>Total financial liabilities</b>	-	<b>432.04</b>	-	<b>416.13</b>

**17 Related Party Disclosures:**

a) Name of the related party and description of relationship.

Sr. No.	Related Parties	Nature of Relationship
1	Mrs. Kalpana Morakhia	Key Management Personnel
2	Mr. Umesh Bhise (CFO)	Key Management Personnel
3	Ms. Vishakha Poladia (CS) (Resigned on 9th Feb, 2023)	Company Secretary
4	Ms. Nirali Mehta (CS) (Appointed on 7th Aug, 2023)	Company Secretary
5	Mr. Shripal Morakhia - Director	Key Management Personnel
6	Mr. Rupesh Mohite - Director	Key Management Personnel
7	AHA Holdings Pvt Ltd	Holding Company

b) Details of Transactions during the year with related parties.

Sr. No.	Related Parties	Nature of Transactions during the year	2023-24 (Rs. in Lacs)	2022-23 (Rs. in Lacs)
1	AHA Holdings Pvt Ltd	Loans Taken	12.40	16.83
		Interest Expenses	7.84	14.63

c) Balances at end of the year with related parties.

(Rs. in Lacs)

Sr. No.	Related Parties	Nature of Transactions during the year	As at March 31, 2024	As at March 31, 2023
1	AHA Holdings Pvt Ltd	Loans Repayable	389.02	376.62
		Interest Payable	36.16	29.11

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- 18 The group has accumulated losses as on the Balance Sheet date amounting Rs. 447.29 Lacs (Previous Year - Rs. 432.01 Lacs) against the paid up capital of Rs. 15 lacs. In view of the Management, the Group's accounts are prepared on going concern basis considering the fact that its ultimate holding company will provide continuous financial support.
- 19 The management assessed that Cash and Cash equivalents, loans, other balances with Banks, trade receivables, trade payables and other current liabilities/assets approximate their carrying amounts largely due to the short-term maturities of these instruments.
- 20 Additional Information as required to Consolidated Financial Statements to Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.

(Rs. in Lacs)

Particulars	Net Assets		Share of Profit or Loss	
	% of Consolidated Net Assets	Rupees in Lacs	% of Profit / (Loss) including OCI	Rupees in Lacs
Idream Film Infrastructure Company Limited <u>Subsidiary Company</u>	62.61%	(431.47)	94.55%	(15.78)
AHA Parks Limited	37.79%	(257.62)	5.45%	(0.91)
<b>Total</b>	<b>100%</b>	<b>(689.09)</b>	<b>100%</b>	<b>(16.69)</b>
Adjustments arising out of Consolidation		256.81		1.41
Minority Interest		-		-
<b>Total</b>		<b>(432.28)</b>		<b>(15.28)</b>

**21 Ratios:**

The Following are applicable analytical ratios for the year ended 31 March, 2024 and 31 March, 2023:

Particulars	Refer note for Variances	2023-24	2022-23	Variances (%)
(i) Current Ratio =(Current Assets/Current Liabilities) (Times)		0.00	0.00	-2.49%
(ii) Debt – Equity Ratio =(Total Debt (a) /Shareholder’s Equity) (Times)	1	(0.90)	(0.90)	-0.36%
(iii) Debt Service Coverage Ratio= (Earnings aviable for debt service(b)/ Debt Service(c)) (Times)	1	(0.02)	(0.03)	-34.87%
(iv) Return on Equity (ROE) = (Net Profits after taxes/ Average Shareholder’s Equity) (%)	2	(0.04)	(0.06)	-43.07%
(v) Trade payables turnover ratio =(Purchases of services and other expenses/Average Trade Payables) (Times)		1.36	1.10	23.99%
(vi) Net profit ratio= (Net Profit/Total Income)	3	(3.55)	-	-100%
(vii) Return on capital employed (ROCE) = (Earning before interest and taxes/Effective Capital Employed (d))	2	(15.30)	(25.94)	-41%

**Notes:**

1. Increase in debt during the year.
2. Decrease in loss during the year.
3. Due to zero revenue in the year.

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**

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**22 Benami Property**

No proceeding has been initiated or pending against the group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

**23 Relationship with Struck off Companies**

The Company has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

**24 Registration of charges or satisfaction with Registrar of Companies**

The Company has no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

**25** Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

**For Kanu Doshi Associates LLP**

Chartered Accountants  
FRN: 104746W/W100096

**Kunal Vakharia**

*Partner*

Membership No: 148916

Place: Mumbai

Date: 10<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of

**Kalpana Morakhia**

Managing Director

DIN: 00336451

**Rahul Kate**

Director

DIN: 08099915

**Umesh Bhise**

Chief Financial Officer

**Nirali Mehta**

Company Secretary

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
(Formerly SoftBPO Global Services Limited)

**Registered Office:** Flat No. B-4501 & B-4601, Lodha Bellissimo, Lodha Pavillion,  
Apollo Mill Compound, Mahalaxmi, Mumbai 400 011.

**Tel.:** 022 6740 0900 **Fax:** 022 6740 0988

**Email:** investors@idreamfilminfra.com **Website:** www.idreamfilminfra.com

**CIN :** L51900MH1981PLC025354

**FORM NO. MGT- 11**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
Email ID:	
DP ID / Client Id / Folio No.:	

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her.

as my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 43<sup>rd</sup> Annual General Meeting of IDream Film Infrastructure Company Limited to be held on Monday, September 30, 2024 at Unit No. 403, New Udyog Mandir No. 2, Mogul Lane, Mahim (West), Mumbai - 400 016 at 12:00 Noon and at any adjournment thereof in respect of resolutions, as indicated below:

Resolution No.	Resolution	Type of resolution Ordinary / Special	I/We assent to the resolution (For) *	I/we dissent to the resolution (For) *
<b>Ordinary Business</b>				
1.	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	To Appointment a Director in place of Mrs. Kalpana Shripal Morakhia (DIN:- 00336451) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary		
3.	Appointment of Mr. Paresh Shrikrishna Kadam (DIN: 10765711) as the Independent Director of the Company.	Special		
4.	Appointment of Mr. Dhiresk Kusheshwar Thakur (DIN: 10766807) as the Independent Director of the Company.	Special		

Signed this \_\_\_\_\_ day of September, 2024.

Signature of shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

AFFIX  
RE.1  
REVENUE  
STAMP



**Notes:**

1. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
2. *For the resolutions, explanatory statement and notes, please refer to the notice of the 43<sup>rd</sup> Annual General Meeting.*
3. *A Proxy need not be a member of the Company.*
4. *A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.*
5. *A member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other member.*
6. *In case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion to the vote of the other joint holders. Seniority shall be determined by the order in which the name stands in the register of members.*
7. *The proxy may vote for or against the agenda items specified in the Notice of Annual General Meeting.*
8. *\* This is optional. Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate*

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**CIN :** L51900MH1981PLC025354

**BALLOT FORM**


*[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]*

*43<sup>rd</sup> Annual General Meeting ('AGM') – Monday, September 30, 2024*

*(To be returned to Scrutinizer appointed by the Company)*

Name of the First named Shareholder (in block letters)	
Registered postal address of the first named Shareholder (In block letters)	
Name(s) of the Joint Holder(s)	
Registered Folio No. / *DP Id Client Id (*Applicable to investors holding shares in dematerialized form)	
No. of shares held and class of shares	

I/We hereby exercise my/our vote in respect of the resolution(s) enumerated below and more clearly specified in the Notice of the Company to be passed at the 43<sup>rd</sup> AGM of the Company, for the businesses stated in the said Notice by conveying my/ our assent or dissent to the said resolutions in the relevant box below:



Item No.	Resolution	Type of resolution Ordinary / Special	I/We assent to the resolution (For)	I/we dissent to the resolution (Against)	I/we abstain to vote on the resolution (Abstain)
<b>Ordinary Business</b>					
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary			
2.	To Appointment a Director in place of Mrs. Kalpana Shripal Morakhia (DIN:- 00336451) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary			
3.	Appointment of Appointment of Mr. Paresh Shrikrishna Kadam (DIN: 10765711) as the Independent Director of the Company as the Independent Director of the Company.	Special			
4.	Appointment of Mr. Dhiresh Kusheshwar Thakur (DIN: 10766807) as the Independent Director of the Company.	Special			

Place: Mumbai

Date: \_\_\_\_\_

Email: \_\_\_\_\_

\_\_\_\_\_  
Signature of Member / Beneficial Owner

Tel. No.: \_\_\_\_\_



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**ENTRANCE PASS / ATTENDANCE SLIP**

**(To be presented at the entrance)**

**43<sup>RD</sup> ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 30, 2024 AT UNIT NO. 403, NEW UDYOG  
MANDIR No. 2, MOGULLANE, MAHIM (WEST), MUMBAI - 400 016 at 12:00 Noon**

I/We certify that I am a member/proxy for the member of the Company.

I/We hereby record my/our presence at the 43rd Annual General Meeting of the Company held on Monday, September 30, 2024 at Unit No. 403, New Udyog Mandir No. 2, Mogul Lane, Mahim (West), Mumbai - 400 016 at 12:00 noon and / or any adjournment thereof.

Name:	
Regd. Folio. No.:	
No. of Shares held:	
DP. ID. No.:	
Client ID. No.:	
Name of Proxy/Representative, if any:	
Signature of the Shareholder(s)/ Proxy/ Representative:	

**Note:**

1. Member/ Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting. Members/ proxy are requested to bring a copy of the Annual Report at the meeting.
2. Bodies Corporate, whether a Company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.



# IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

## Route Map - 43<sup>rd</sup> AGM









# **IDream Film Infrastructure Company Limited**

Flat No. B-4501 & B-4601, Lodha Bellissimo, Lodha Pavillion, Apollo Mill Compound, Mahalaxmi, Mumbai 400 011.