

December 19, 2023

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| To, Corporate Relationship Department BSE Limited P, J. Tower, Dalal Street Mumbai – 400001 Script Code: 543591 | To, National Stock Exchange of India Limited Exchange plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 Script Symbol: DREAMFOLKS |
|---------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Sub: Submission of Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with reference to our intimation dated November 28, 2023, we forward herewith a copy of the Postal Ballot Notice of Dreamfolks Services Limited for seeking approval of the Members of the Company on the special business as stated in the notice.

In compliance with the various Circulars issued by the Ministry of Corporate Affairs, this Postal Ballot Notice is being sent in electronic form to those Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Link Intime India Private Limited, the Company's Registrars and Share Transfer Agents ('RTA') as on Friday, December 15, 2023 ('Cut-Off Date').

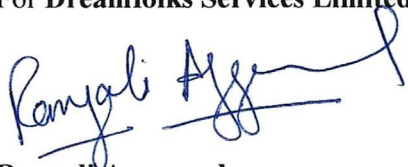
The Company has engaged the services of National Securities Depository Limited as the agency to provide remote e-voting facility. The e-voting period will commence on Wednesday, December 20, 2023, 09:00 a.m. IST and will end on Thursday, January 18, 2024, 05:00 p.m. IST.

The Postal Ballot Notice is also available on the website of the Company.

Kindly take the above intimation on your records.

Thanking You,

Yours faithfully,
For **Dreamfolks Services Limited**



Rangoli Aggarwal
Company Secretary and Compliance Officer



Encl: As above

Dreamfolks Services Limited**Corporate Identity No. (CIN): L51909DL2008PLC177181****Regd. Office:** 22, DDA Flats Panchsheel Park, Shivalik Road, New Delhi - 1100017**Tel:** 0124-4037306**Email:** investor.support@dreamfolks.in; **Website:** www.dreamfolks.in**NOTICE OF POSTAL BALLOT****[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

To,

The Members of **Dreamfolks Services Limited**,

Notice is hereby given to the Members of Dreamfolks Services Limited (“**the Company**”), pursuant to Section 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 (“**the Rules**”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. No. 14/2020 dated 08.04.2020, 03/ 2022 dated 05.05.2022, 11 / 2022 dated 28.12.2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”), in continuation to the circulars issued earlier in this regard (“**MCA Circulars**”) read with Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Special Businesses as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of remote e-voting.

SPECIAL BUSINESS:**1) APPOINTMENT OF MS. PRERNA KOHLI (DIN: 03463093) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and 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), in accordance with the Articles of Association and Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Prerna Kohli (DIN: 03463093) who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from November 28, 2023 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the

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Company, who is not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years from November 28, 2023 to November 27, 2026.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

2) APPOINTMENT OF MR. RAVINDRA PANDEY (DIN:07188637) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and 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), in accordance with the Articles of Association and Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ravindra Pandey (DIN: 07188637) who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from November 28, 2023 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from November 28, 2023 to November 27, 2028.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

Place: Gurugram

Date: December 13, 2023

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

Sd/-

Company Secretary & Compliance Officer

Rangoli Aggarwal

M.No. A44096

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

Registered Office:

22, DDA Flats Panchsheel Park, Shivalik

Road, New Delhi - 110017

CIN: L51909DL2008PLC177181

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1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Act setting out the material facts and reasons is annexed herewith.
2. As per Section 108, 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 (“Rules”), cut-off date for the purpose of reckoning the voting rights and sending the Notice is December 15, 2023 (“Cut-off date”). A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.
3. Due to the outbreak of COVID-19 Pandemic, the MCA vide its Relevant Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company’s Registrar and Transfer Agent (RTA) as on Cut-off Date. Members may note that the Postal Ballot Notice will also be available on the Company’s website at www.dreamfolks.in , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (“NSDL”) at <https://www.evoting.nsdl.com>.
5. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing regulations”), the Company has engaged NSDL to provide remote e-voting facility for its Members. The procedure for e-voting is given below. The remote e-voting facility is available at the link at www.evoting.nsdl.com from 9:00 a.m. on Wednesday, December 20, 2023 up to 5.00 p.m. on Thursday, January 18, 2024. The remote e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
6. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.
7. The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Deepak Kukreja, Practicing Company Secretaries and Partner of M/s DMK Associates, New Delhi as the Scrutinizer for conducting the voting process through remote e-voting in accordance with the law and in a fair and transparent manner.
8. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period to the Chairman or any other person authorised by him. Upon receipt of scrutinizer’s report, the results of the Postal Ballot will be announced by the Chairman or the authorised person immediately.
9. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.dreamfolks.in and the website of NSDL immediately after the result is declared. The results along with Scrutinizer's Report shall be

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simultaneously communicated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited.

10. The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite votes of members by means of Postal Ballot (i.e., remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e., Thursday, January 18, 2024.

All documents referred to in the Notice and Explanatory Statement will be available for inspection electronically, during business hours (09:00 a.m. IST to 5:00 p.m.) on all working days except Saturdays, Sundays and National Holidays from the date of dispatch of the Notice up to the last date of e-voting i.e. Thursday, January 18, 2024. Members seeking to inspect such documents may send a request to investor.support@dreamfolks.in.

INSTRUCTIONS FOR REMOTE E-VOTING

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

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





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|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also |

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| | <p>links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p> |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

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the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deepak.kukreja@dmkassociates.in with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.support@dreamfolks.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.support@dreamfolks.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Dreamfolks Services Limited**Corporate Identity No. (CIN):** L51909DL2008PLC177181**Regd. Office:** 22, DDA Flats Panchsheel Park, Shivalik Road, New Delhi - 1100017**Tel:** 0124-4037306**Email:** investor.support@dreamfolks.in; **Website:** www.dreamfolks.in**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE RESOLUTIONS IN THE NOTICE****ITEM 1:****1) APPOINTMENT OF MS. PRERNA KOHLI (DIN: 03463093) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company (“Board”), based on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”) and subject to the approval of the members of the Company, appointed Ms. Prerna Kohli (DIN: 03463093) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from November 28, 2023, for a period of 3 (three) consecutive years i.e., up to November 27, 2026 (both days inclusive), not liable to retire by rotation.

Brief profile including qualification etc. of Ms. Prerna Kohli, being proposed for appointment, is as under:

Ms. Prerna Kohli is a Clinical Psychologist, a Public Speaker, a Workshop Facilitator and a Holistic Practitioner. She is an awardee of “100 Women Achievers of India” selected by the Ministry of Women & Child Development. She is four-time Gold Medallist in Psychology. She has written numerous papers and articles in Academia and in popular journals and has been frequently interviewed and quoted in magazines, newspapers and other forms of print and electronic media. She offers Heart-based workshops and lectures that focus on Life Balance, Self-awareness and Inner Peace. Dedicated to sharing her knowledge and compassion with others, Ms. Prerna blends intuitive wisdom with solid understanding, creating a powerful holistic approach, specializing in the areas of Emotional change.

She is founder of Mindtribe, a mental health organization helping people on the journey towards mental well-being.

Education:

1. Doctorate: Ph.D. in Clinical Psychology from Aligarh Muslim University (AMU)
2. M.Phil: in Clinical Psychology from Aligarh Muslim University (AMU)
3. MA: in Clinical Psychology from Aligarh Muslim University (AMU)
4. BA: in Clinical Psychology from Aligarh Muslim University (AMU)

Ms. Prerna Kohli has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Ms. Prerna Kohli is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“Act”). The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Prerna Kohli for the office of Director of the Company.

The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the NRC. Ms. Prerna Kohli meets the following skills and capabilities required for the role as an Independent Director, as identified by the Nomination and Remuneration Committee:

Dreamfolks Services Limited**Corporate Identity No. (CIN):** L51909DL2008PLC177181**Regd. Office:** 22, DDA Flats Panchsheel Park, Shivalik Road, New Delhi - 1100017**Tel:** 0124-4037306**Email:** investor.support@dreamfolks.in; **Website:** www.dreamfolks.in

- a) Leadership experience of running enterprise – Experience in leading well-governed organizations, with an understanding of organizational systems.
- b) Expertise in Technology and Innovation.
- c) People Management and Strategy – Strong analytical and strategic thinking to develop and implement various policies in a business organisation.

As an Additional Director, Ms. Purna Kohli holds office upto the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the Shareholders. Ms. Purna Kohli is not debarred from appointment by any order of SEBI or any other authority.

A copy of the draft letter of appointment of Ms. Purna Kohli setting out the terms and conditions of appointment has been uploaded on the website of the Company at www.dreamfolks.in

Other than Ms. Purna Kohli, to whom the resolution relates and her relatives, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in this Postal Ballot notice.

The Board recommends the special resolutions as set out in the Item No. 1 of the accompanying Notice for approval of the Members of the Company.

Necessary disclosures as required under the Listing Regulations and Secretarial Standards forms part of this Notice.

ITEM 2:**APPOINTMENT OF MR. RAVINDRA PANDEY (DIN: 07188637) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company (“Board”), based on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”) and subject to the approval of the members of the Company, appointed Mr. Ravindra Pandey (DIN: 07188637) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from November 28, 2023, for a period of 5 (five) consecutive years i.e., up to November 27, 2028 (both days inclusive), not liable to retire by rotation.

Brief profile including qualification etc. of Mr. Ravindra Pandey, being proposed for appointment, is as under:

A senior banker; superannuated recently after a stellar career spanning 37 years with State Bank of India with proven track record in top leadership roles in domestic and international assignments.

Mr. Ravindra Pandey holds Extensive knowledge, varied and rich leadership experience, covering all the facets of banking viz. Digital Banking, Credit Management, SME Banking, HR function, Risk and

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Compliance, International Banking, Rural credit, Financial Inclusion, ALM etc as well as partner relationship management, operational expertise and strategic steering of very large, cross-functional teams. He represented Bank at various industry & Government forums. Mr. Pandey as banking strategist has led adoption of emerging, disruptive and innovative processes to enable transformation of SBI as a digital bank.

He led the Global IT, Digital Banking, Data, Analytics and Payments ecosystem of the Bank, championing several marquee projects including the world's largest Digital Bank "YONO" which has demonstrated phenomenal growth during his tenure.

He is an experienced Board member, served on the Board of several large and highly reputed organizations. In addition, he was a permanent invitee to the Board and other Board level committees of the State Bank of India.

As a Board member, Mr. Pandey provided valuable strategic directions and set highest standards of corporate governance and compliance culture. He contributed significantly in scripting the turn-around of the "Yes Bank" through active engagement and in consultation with the other Board members of the Bank and all stake holders.

Education:

1. University of Allahabad – M.Sc, Chemistry (1982-1984)
2. Indian Institute of Management, Lucknow (2007)
3. Indian Institute of Banking & Finance – CAIIB (2008)

Mr. Ravindra Pandey has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Mr. Ravindra Pandey is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("Act"). The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Ravindra Pandey for the office of Director of the Company.

The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the NRC. Mr. Ravindra Pandey meets the following skills and capabilities required for the role as an Independent Director, as identified by the Nomination and Remuneration Committee:

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

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As an Additional Director, Mr. Ravindra Pandey holds office upto the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the Shareholders. Mr. Ravindra Pandey is not debarred from appointment by any order of SEBI or any other authority.

A copy of the draft letter of appointment of Mr. Ravindra Pandey setting out the terms and conditions of appointment has been uploaded on the website of the Company at www.dreamfolks.in

Other than Mr. Ravindra Pandey, to whom the resolution relates and his relatives, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in this Postal Ballot notice.

The Board recommends the special resolutions as set out in the Item No. 2 of the accompanying Notice for approval of the Members of the Company.

Necessary disclosures as required under the Listing Regulations and Secretarial Standards forms part of this Notice.

Place: Gurugram**Date:** December 13, 2023**By order of the Board of Directors
For Dreamfolks Services Limited****Sd/-****Company Secretary & Compliance Officer****Rangoli Aggarwal****M.No. A44096****Registered Office:**22, DDA Flats Panchsheel Park, Shivalik
Road, New Delhi – 110007

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Annexure-A

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

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Director | Ms. Purna Kohli | Mr. Ravindra Pandey |
| Date of Birth (Age in years) | 21-12-1965 (57 Years) | 03-06-1962 (61 Years) |
| Experience | 32 Years | 37 Years |
| Expertise in specific functional areas | Healthcare Professional | Banking Industry |
| Terms and conditions of appointment/ re-appointment including remuneration | As referred to in resolution and explanatory statement thereto. | |
| Details of remuneration last drawn | Not Applicable | |
| Date on which first appointed on the Board | 28.11.2023 | 28.11.2023 |
| Details of shareholding in the Company directly or on beneficial basis | Nil | Nil |
| Relationship with other Directors/ Key Managerial Personnel (if any) | Ms. Purna Kohli has no relationship with any Director/KMP. | Mr. Ravindra Pandey has no relationship with any Director/KMP. |
| Number of Board meetings attended during the year | 1 | 1 |
| Board memberships of other Companies | H2H Innovations Private Limited | 1. Tata Metaliks Limited (Listed Entity) 2. Jamipol Limited 3. NSDL Database Management Limited 4. Trillionloans Fintech Private Limited 5. Bhartipay Services Private Limited |

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| | | |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------|
| Chairperson/Member of the Committee of the Board of Directors of Company | Member of Audit Committee and Corporate Social Responsibility Committee. | Member of Audit Committee, Nomination and Remuneration Committee. |
| Chairperson/Member of the Committee of the Board of Directors of other Companies. | Nil | Member of Audit Committee of Tata Metaliks Limited |
| Details of listed entities from which the person has resigned in the past three years | Not Applicable | Yes Bank Limited |