

# **IDream Film Infrastructure Company Limited**

*(Formerly Known as Softbpo Global Services Limited)*

**(CIN: L51900MH1981PLC025354)**

Reg. Off.: B-4501 & 4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mills Compound, Mahalaxmi, Mumbai- 400 011, Maharashtra  
Phone No.: +91 86899 27213 | Email: [investors.idreamfilminfra@gmail.com](mailto:investors.idreamfilminfra@gmail.com) | Website: [www.idreamfilminfra.in](http://www.idreamfilminfra.in)

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Date: 27/12/2025

To,  
The Corporate Relations Department  
**BSE Limited**  
P. J. Towers, Dalal Street,  
Mumbai-400001, Maharashtra

**Sub: Submission of Notice of the Extra Ordinary General Meeting (“EGM”) of IDream Film Infrastructure Company Limited (the “Company”).**

Scrip Code: 504375

Dear Sir/Madam,

Please find enclosed herewith Notice of the Extra Ordinary General Meeting (“EGM”) of the Company scheduled to be held on Monday, the 19<sup>th</sup> January, 2026 at 11:30 a.m. 5th floor, Nanavati Mahalaya, Homi Modi Street, Near Bombay House, Fort, Mumbai – 400001, Maharashtra to transact the businesses, set out in the Notice convening the Extra Ordinary General Meeting (“EGM”).

The Notice of the EGM along with attendance slip and proxy form has also been uploaded on the website of the Company at [www.idreamfilminfra.in](http://www.idreamfilminfra.in)

Kindly take the same on your record.

Thanking You,

Yours faithfully,

For IDream Film Infrastructure Company Limited  
(Formerly Known as Softbpo Global Services Limited)

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Kalpana Morakhia  
Managing Director  
DIN: 00336451

Encl: As above.

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## NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of **IDream Film Infrastructure Company Limited** will be held on **Monday, the 19<sup>th</sup> January, 2026** at **11:30 A.M.** at 5<sup>th</sup> floor, Nanavati Mahalaya, Homi Modi Street, Near Bombay House, Fort, Mumbai – 400001, Maharashtra to transact the following business:

### SPECIAL BUSINESSES

#### **ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof) and any other applicable provisions, if any, of the Act and the rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lakh) divided into 65,00,000 (Sixty-five lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 2,75,00,00,000/- (Rupees Two Hundred and Seventy-Five Crore) divided into 27,50,00,000 (Twenty-Seven Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to rank pari-passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Share Capital of the Company is 2,75,00,00,000 Rupees, divided into 27,50,00,000 Equity Shares of 10 Rupees each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do all things such acts and deeds required to give effect to the aforesaid resolutions.”

#### **ITEM NO. 2: MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT,2013:**

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

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“RESOLVED THAT pursuant to the provisions of Section 186 and Section 179(3)(f) of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), consent of the Members of the Company be and is hereby accorded to:

- a. give any loan to any person(s) or other body corporate(s);
- b. give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and
- c. acquire by way of subscription, purchase or otherwise, securities of any other body corporate

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

## ITEM NO. 3: ACQUISITION OF 22,01,680 SHARES OF E-TUNNEL INC. (“E-Tunnel”):

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

“RESOLVED THAT pursuant to the provisions of Sections 186 read with Section 179(3)(j) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, sanctions, consents, and permissions as may be required from any statutory, regulatory, or governmental authority, consent of the Members of the Company be and is hereby accorded for the acquisition of 22,01,680 (Twenty-Two Lakh One Thousand Six Hundred Eighty) Shares of face value of 500 KRW each, representing 100% of the shareholding in E-TUNNEL INC. (“E-Tunnel”) for a total purchase consideration of Rs. 2,66,40,32,800/- (Rupees Two Hundred Sixty-Six Crore Forty Lakh Thirty-Two Thousand Eight Hundred) at a price of Rs. 1,210/- (Rupees One Thousand Two Hundred Ten) per equity share (Purchase Consideration).

RESOLVED FURTHER THAT in consideration of the above acquisition, consent of the Members of the Company be and is hereby accorded for the issuance and allotment of up to 26,64,03,280/- (Twenty-Six Crore Sixty-Four Lakh Three Thousand Two Hundred Eighty) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 10/- (Rupees Ten) per equity share, to the shareholders of E-Tunnel by way of share swap, thereby discharging the entire purchase consideration for the acquisition of E-Tunnel.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, E-Tunnel shall become a wholly own subsidiary of IDream Film Infrastructure Company Limited (“the Company”), and the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, making necessary disclosures, and obtaining any approvals as may be required.

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RESOLVED FURTHER THAT Board of Directors of the company, be and is hereby authorized to decide and finalize the terms and conditions of acquisition while making investment(s), sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

## ITEM NO. 4: ISSUE OF UPTO 40,00,000 EQUITY SHARES TO M/S. NORTHVALE CAPITAL PARTNERS PRIVATE LIMITED (UEN: 201619164E) ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof for the time being in force) and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable Regulations of SEBI, if any and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("Stock Exchange" or "BSE") and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall be deemed to include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to Create, Offer, issue and allot not exceeding 40,00,000 (Forty lakh) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share aggregating up to Rs. 4,00,00,000/- (Rupees Four Crore) to M/s. Northvale Capital Partners Private Limited as per details mentioned below (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws on such other terms and conditions as may be determined by the Board.

Sr. No.	Name of the proposed Allottee *	Category	No. of Equity Shares proposed to be issued
1	Northvale Capital Partners Private Limited	Promoter	40,00,000

\*The Proposed allottee Northvale Capital Partners Private Limited (Acquirer) along with Norfolk Resources Private Limited (Pac-1), Norfolk Technologies Private Limited (Pac-2), HCMI (S) Private Limited (Pac-3), Yung Kug Kim (Pac-4), Woo Yeol Cho (Pac-5) and Jung Min An (Pac-6) (collectively referred as "PACs") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of Takeover Regulations requiring the Public Announcement ("PA") in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

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RESOLVED FURTHER THAT 40,00,000 equity shares be issued and allotted for cash consideration to promoters as mentioned supra.

RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date' and The "Relevant Date" for the purpose of pricing of equity shares shall be Friday, 19<sup>th</sup> December, 2025 as there is having trading holiday on Saturday, 20<sup>th</sup> December, 2025, being the 30 days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange.

RESOLVED FURTHER THAT the equity shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.

RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.

RESOLVED FURTHER THAT the Company shall apply for listing and trading of the equity shares issued on preferential basis to the Stock Exchange and make an application to the Depositories for admission of the said equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## **ITEM NO. 5: ISSUE OF UPTO 26,64,03,280 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH ON SWAP BASIS:**

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

"RESOLVED THAT in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company and pursuant to the provisions of SEBI (Listing Obligations & Disclosures

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Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("Stock Exchange" or "BSE") and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot up to 26,64,03,280 (Twenty Six Crore Sixty Four Lakh Three Thousand Two Hundred Eighty) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share aggregating upto Rs. 2,66,40,32,800/- (Rupees Two Hundred Sixty-Six Crore Forty Lakh Thirty-Two Thousand Eight Hundred) for consideration other than cash towards consideration payable for acquisition of 22,01,680 (Twenty-Two Lakh One Thousand Six Hundred Eighty) Shares of face value of 500 KRW each constituting 100% stake in E-TUNNEL INC. ("E-Tunnel"), to the following proposed allottees (shareholders of E-Tunnel) on swap basis in the ratio of 1:121 (i.e., for every 1 shares of face value of 500 KRW held in E-Tunnel, 121 Equity shares of face value of Rs. 10/- each of IDream Film Infrastructure Company Limited will be issued) based on the Valuation Report for both the companies obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

<b>Sr. No.</b>	<b>Name of the proposed Allottees * (Shareholder of E-TUNNEL INC. "E-Tunnel")</b>	<b>Category</b>	<b>No. of Equity Shares proposed to be issued</b>
1	Northvale Capital Partners Private Limited	Promoter	3,72,96,435
2	HCMI (S) Private Limited	Promoter	2,82,47,208
3	Norfolk Resources Private Limited	Promoter	2,90,92,756
4	Norfolk Technologies Private Limited	Promoter	2,56,84,065
5	Yung Kug Kim	Promoter	3,82,50,520
6	Woo Yeol Cho	Promoter	1,85,43,129
7	Jung Min An	Promoter	1,82,49,099
8	Sangjoon Lee	Non-Promoters	37,71,086
9	Dong Su KIM	Non-Promoters	37,71,086
10	The Yaar Association	Non-Promoters	3,99,60,492
11	G-Knot	Non-Promoters	1,33,20,164
12	Ben Alan Murphey	Non-Promoters	16,85,772
13	Limbaugh Capital LLC.	Non-Promoters	8,43,007
14	Rajendra Raojibhai Patel	Non-Promoters	29,98,138
15	Narinder Pal Yadav	Non-Promoters	8,43,007
16	Kartik Rajnikant Patel	Non-Promoters	8,49,178
17	Jayni Edge Wholesaler LLC	Non-Promoters	29,98,138
<b>Total</b>			<b>26,64,03,280</b>

\*The Proposed allottee Northvale Capital Partners Private Limited (Acquirer) along with Norfolk Resources Private Limited (Pac-1), Norfolk Technologies Private Limited (Pac-2), HCMI (S) Private Limited (Pac-3), Yung Kug Kim (Pac-4), Woo Yeol Cho (Pac-5) and Jung Min An (Pac-6) (collectively referred as "PACs") shall trigger

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the open offer process pursuant to Regulation 3(1) and 4 of Takeover Regulations requiring the Public Announcement ("PA") in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**RESOLVED FURTHER THAT** the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date' and The "Relevant Date" for the purpose of pricing of equity shares shall be Friday, 19<sup>th</sup> December, 2025 as there is having trading holiday on Saturday, 20<sup>th</sup> December, 2025, being the 30 days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange.

**RESOLVED FURTHER THAT** the Equity Shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.

**RESOLVED FURTHER THAT** the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.

**RESOLVED FURTHER THAT** the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.

**RESOLVED FURTHER THAT** the Company shall apply for listing and trading of the equity shares with the Stock Exchange and make an application to the Depositories for admission of the said new equity shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while accordaning approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## **ITEM NO. 6: APPOINTMENT OF MR. MILAN VINOD CHITALIA (DIN: 02019612) AS INDEPENDENT DIRECTOR:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in

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force), approval of the Board of Directors, Mr. Milan Vinod Chitalia (DIN: 02019612), who was appointed as Additional Directors in the capacity of Independent Director by the Board of Directors with effect from December 03, 2025, pursuant to Section 161 of the Companies Act, 2013, and who holds office up to the date of this Extra-Ordinary General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from December 03, 2025, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

## **ITEM NO. 7: APPOINTMENT OF MRS. SUCHITA PRASHANT SHAH (DIN: 07745623) AS INDEPENDENT DIRECTOR:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Board of Directors, Mrs. Suchita Prashant Shah (DIN: 07745623), who was appointed as Additional Directors in the capacity of Independent Director by the Board of Directors with effect from December 03, 2025, pursuant to Section 161 of the Companies Act, 2013, and who holds office up to the date of this Extra-Ordinary General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from December 03, 2025, and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

Place: Mumbai

Date: 22/12/2025

**KALPANA SHRIPAL MORAKHIA**

Managing Director

DIN: 00336451

## **REGISTERED OFFICE**

B-4501 & 4601, Lodha Bellissimo,  
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## Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts, concerning the businesses under Item Nos. 1 to 7 of the notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking re-appointment as Director under Item No. 6 & 7 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization. The Proxy Register will be available for inspection to a member before 24 hours of an EGM till the conclusion of an EGM, subject to the written notice being served to the Company.

**THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HEREWITH.**

3. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at an EGM.
4. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the company at least seven days before the Meeting at its registered office, so that information required by the members may be available at the meeting.
5. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Registrar and Transfer Agent, M/s. Bigshare Services Private Limited.

Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of

# **IDream Film Infrastructure Company Limited**

*(Formerly Known as Softbpo Global Services Limited)*

*(CIN: L51900MH1981PLC025354)*

Reg. Off.: B-4501 & 4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mills Compound, Mahalaxmi, Mumbai- 400 011, Maharashtra  
Phone No.: +91 86899 27213 | Email: [investors.idreamfilminfra@gmail.com](mailto:investors.idreamfilminfra@gmail.com) | Website: [www.idreamfilminfra.in](http://www.idreamfilminfra.in)

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address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.

7. Pursuant to SEBI Circular dated November 03, 2021, December 14, 2021 and March 16, 2023, the physical securities holders has mandated to provide PAN, KYC details and Nomination Forms through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable). Members holding shares in physical form are requested to submit PAN, KYC details and Nomination to the Company's Share Transfer Agent, M/s. 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.
8. Members are requested to notify the change in their address to the Registrar and Transfer Agent of the company.
9. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the EGM are annexed hereto.
10. Members attending the meeting are requested to bring their copy of the EGM Notice and the attendance slip attached thereto dully filled in and signed and hand over the same at the entrance of the hall.
11. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company's Share transfer agent. The said form can be downloaded from the Company's website [www.idreamfilminfra.in](http://www.idreamfilminfra.in).
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / Registrar and Transfer Agent, M/s. Bigshare Services Private Limited.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
14. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to members after making requisite changes, thereon.
15. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:
  - a) The Change in the residential status on return to India for permanent settlement.
  - b) The Particulars of the NRE account with a Bank in India, if not furnished earlier.
16. All relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company viz. B-4501 & 4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mills Compound, Mahalaxmi, Mumbai- 400 011, Maharashtra between 9.00 a.m. to 11.00 a.m. on all working days, up to and including the date of the EGM of the Company.

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17. Pursuant to the provisions of Section 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the Listing Regulations, 2015 and In line with the MCA Circular and SEBI Circular the Notice of EGM is being sent through electronic mode to those members whose email id is registered with the Company / Depository Participants. The Notice of EGM has also been uploaded on website of Company at [www.idreamfilminfra.in](http://www.idreamfilminfra.in) and may also be accessed from Bombay Stock Exchange website (BSE) at [www.bseindia.com](http://www.bseindia.com) and website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
18. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/Link Intime has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
19. Pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 a special window has been opened for a period of six months from July 07, 2025 to January 06, 2026 for re-lodgement of transfer deeds which were originally lodged prior to April 01, 2019.

All shares re-lodged during this period will be processed through the transfer- cum demat route, i.e. they will only be issued in dematerialized (demat) form after transfer.

Eligible shareholders are requested to contact Company's Registrar and Share Transfer Agent (RTA) M/s. 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 Email: [info@bigshareonline.com](mailto:info@bigshareonline.com)

The transferee(s) must have a demat account and provide its Client Master List (CML) along with the transfer documents and share certificate, while lodging the documents for transfer with RTA. Transfer request submitted after January 6, 2026, will not be accepted by the Company/ RTA.

20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.
21. The facility for voting, through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by e-voting/ remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
22. M/s. Hetal Doshi & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
23. The Scrutinizer shall, after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than

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three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

24. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, [www.idreamfilminfra.in](http://www.idreamfilminfra.in) within two (2) days of passing of the Resolutions at the EGM of the Company and communication of the same will be made to BSE Limited, where the shares of the Company are listed & Bigshare Services Private Limited ("RTA").

## THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The remote e-voting period begins on Friday, 16<sup>th</sup> January, 2026, at 09:00 A.M. and ends on Sunday, 18<sup>th</sup> January, 2026 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of i.e. 12<sup>th</sup> January, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdsindia.com">www.cdsindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdsindia.com">www.cdsindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>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 <a href="http://www.cdsindia.com">www.cdsindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat</li></ol>

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	<p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

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b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. • 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.

7) After entering these details appropriately, click on “SUBMIT” tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN for the relevant < IDREAM FILM INFRASTRUCTURE COMPANY LIMITED> on which you choose to vote.

11) 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.

12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13) 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.

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- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

## **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) 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.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors.idreamfilminfra@gmail.com](mailto:investors.idreamfilminfra@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1:

The present Authorised Share Capital of the Company is Rs. 6,50,00,000 (Rupees Six Crores Fifty Lakhs) divided into 65,00,000 (Sixty-five lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. In order to facilitate fund raising in future, to meet the business expansion plans, including the need for investment opportunities and long-term growth objectives, it is proposed to increase the Authorised Share Capital to 2,75,00,00,000/- (Rupees Two Hundred and Seventy-Five Crore) divided into 27,50,00,000 (Twenty-Seven Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members approvals in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

Accordingly, the Board recommends the resolutions as set out at Item no. 1 in the Notice for your approval as an Ordinary Resolution.

All relevant documents referred to in the accompanying notice and the Explanatory Statement shall be open for physical inspection at the Registered Office of the Company situated at B-4501 & 4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mills Compound, Mahalaxmi, Mumbai- 400 011, Maharashtra between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Extra Ordinary General Meeting of the Company.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

### ITEM NO. 2:

As per the provisions of Section 186 read with Section 179(3)(f) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- a. give any loan to any person or other body corporate;
- b. give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

# **IDream Film Infrastructure Company Limited**

*(Formerly Known as Softbpo Global Services Limited)*

*(CIN: L51900MH1981PLC025354)*

Reg. Off.: B-4501 & 4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mills Compound, Mahalaxmi, Mumbai- 400 011, Maharashtra  
Phone No.: +91 86899 27213 | Email: [investors.idreamfilminfra@gmail.com](mailto:investors.idreamfilminfra@gmail.com) | Website: [www.idreamfilminfra.in](http://www.idreamfilminfra.in)

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Accordingly, the Board recommends the Resolution set out at Item No. 2 seeking approval of the Members by way of a Special Resolution.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

## **ITEM NO. 3:**

The Company proposes to acquire 22,01,680 shares of E-TUNNEL INC. ("E-Tunnel"), representing 100% of its shareholding. The total purchase consideration for this acquisition is Rs. 2,66,40,32,800/- (Rupees Two Hundred Sixty-Six Crore Forty Lakh Thirty-Two Thousand Eight Hundred) at a price of Rs. 1,210/- (Rupees One Thousand Two Hundred Ten) per equity share (Purchase Consideration). In consideration of this acquisition, the Company intends to offer, issue and allot up to 26,64,03,280/- (Twenty-Six Crore Sixty-Four Lakh Three Thousand Two Hundred Eighty) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 10/- (Rupees Ten) per equity share, to the shareholders of E-Tunnel by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of E-Tunnel. Upon completion of this acquisition, E-Tunnel will become a wholly own subsidiary of our company.

The proposed acquisitions are strategic initiatives aimed at expanding the Company's business operations and enhancing its market position. These acquisitions will facilitate the transfer of ownership without impacting on the Company's cash reserves, thereby preserving liquidity and optimizing the use of available resources. The Board of Directors believes that these acquisitions align with the Company's growth strategy and are in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the Resolution set out at Item No. 3 seeking approval of the Members by way of a Special Resolution.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

## **ITEM NO. 4:**

The Special Resolution as mentioned in item no. 4 of notice proposes to authorize the Board of Directors of the company to issue and allot not exceeding 40,00,000 (Forty lakh) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share, on preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

### **A. Disclosures:**

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of Special Resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

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## (I) Objects of the preferential issue/particulars of the offer:

It is proposed to issue not exceeding 40,00,000 (Forty lakh) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share aggregating up to Rs. 4,00,00,000/- (Rupees Four Crore).

The Company intends to utilize the proceeds from this Preferential Issue towards the following object:

Sr. No.	Purpose	Amount (in Rs.)	Tentative Timeline for utilization of proceeds	Mode in which funds will be kept until fully utilised
1	To meet working capital requirements for development of its existing business and to meet general corporate purpose which shall not exceed 25% of the Issue Size.	4,00,00,000 (Rupees Four Crore)	Within 12 months from the date of receipt of funds of equity shares.	Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the Company or it shall be parked in the form of Fixed Deposit(s) with the Schedule Bank.

## (II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 22/12/2025 has approved to issue not exceeding 40,00,000 (Forty lakh) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share aggregating up to Rs. 4,00,00,000/- (Rupees Four Crore) to Northvale Capital Partners Private Limited by way of preferential issue, subject to the approval of the members.

## (III) Intent of the promoters or their associates and relatives, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing promoters or their associates and relatives /Directors / KMP / Senior Management Personnel of the company, intends to subscribe to the equity shares of the company.

## (IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows:

Sr. No.	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding	
		No. of Equity shares	% of shares	Preferential issue by way of cash	Preferential issue for consideration other than cash (by swap)	No. of Equity shares	% of shares
A	<b>Promoters</b>						
1	Individuals/HUF	0	0.00	0	75042748	75042748	27.74
2	Body Corporate/ Trust	90000	60.00	4000000	120320464	124410464	45.98
	<b>Sub-Total (A)</b>	<b>90000</b>	<b>60.00</b>	<b>4000000</b>	<b>195363212</b>	<b>199453212</b>	<b>73.72</b>
B	<b>Non-Promoters</b>						
1	Institutions						
	A. Domestic	0	0.00	0	0	0	0.00
	B. Foreign	0	0.00	0	0	0	0.00

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2	Non-Institutions						
(i)	Individuals/HUF	48030	32.02	0	13075260	13123290	4.85
(ii)	NRIs	250	0.17	0	843007	843257	0.31
(iii)	Bodies Corporate	7520	5.01	0	57121801	57129321	21.12
(iv)	Any Other	4200	2.80	0	0	4200	0.00
	<b>Sub-Total (B)</b>	<b>60000</b>	<b>40.00</b>	<b>0</b>	<b>71040068</b>	<b>71100068</b>	<b>26.28</b>
	<b>Grand Total (A+B)</b>	<b>150000</b>	<b>100.00</b>	<b>4000000</b>	<b>266403280</b>	<b>270553280</b>	<b>100.00</b>

## Notes:

- Assuming that 40,00,000 Equity shares by way of cash and 26,64,03,280 Equity shares by way of share Swap as mentioned in the Resolution no. 4 and Resolution no. 5 respectively are fully subscribed to and allotted to the promoter & non-promoters.
- Since there has been no change in the shareholding pattern up to the date of the Board Meeting held on 22<sup>nd</sup> December, 2025, the above pre-issue shareholding pattern is based on the shareholding as of 30<sup>th</sup> September, 2025.

## (V) Time frame within which the preferential issue shall be completed and material terms:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

## (VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as non – promoter and pre & post preferential issue.

Sr. No.	Name of the proposed Allottee *	Category	Ultimate Beneficial Owners	Pre-Preferential Holding		No. of Equity shares to be allotted	* Post-Preferential Holding	
				No. of Shares	% of Holding		No. of Shares	% of Holding
1	Northvale Capital Partners Private Limited	Promoter	Baljit Singh	0	0	40,00,000	40,00,000	15.30

\*The Proposed allottee Northvale Capital Partners Private Limited (Acquirer) along with Norfolk Resources Private Limited (Pac-1), Norfolk Technologies Private Limited (Pac-2), HCMI (S) Private Limited (Pac-3), Yung Kug Kim (Pac-4), Woo Yeol Cho (Pac-5) and Jung Min An (Pac-6) (collectively referred as "PACs") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of Takeover Regulations requiring the Public Announcement ("PA") in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

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**Notes:** Assuming that 40,00,000 Equity shares by way of cash and 26,64,03,280 Equity shares by way of Swap as mentioned in the Resolution no. 4 and Resolution no. 5 respectively are fully subscribed to and allotted to the promoter & non-promoters.

**The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

Sr. No.	Name of the proposed Allottee	Current Status / Category	Proposed Status / Category
1	Northvale Capital Partners Private Limited	Not applicable	Promoter

**Change in control if any, in the Company that would occur consequent to the preferential issue:**

The proposed preferential issue shall result change in control of the Company. The Proposed allottee Northvale Capital Partners Private Limited (Acquirer) along with Norfolk Resources Private Limited (Pac-1), Norfolk Technologies Private Limited (Pac-2), HCMI (S) Private Limited (Pac-3), Yung Kug Kim (Pac-4), Woo Yeol Cho (Pac-5) and Jung Min An (Pac-6) (collectively referred as "PACs") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of Takeover Regulations requiring the Public Announcement ("PA") in terms of Regulation 13 (1) of the said Regulations. Further, Acquirers may further deposit 100% of offer consideration in escrow account, Accordingly there may be change in management/ control of the company after 15 working days from the date of publication of the detailed public statement in accordance with Regulation 24(1) of Takeover regulations or there may be change in management/ control of the company after 21 working days from the date of publication of the detailed public statement in accordance with Regulation 22(2) of Takeover regulations pursuant to transfer of shares under Share Purchase Agreement. Accordingly, After the said change in control, the above stated acquirers shall be classified as promoters in accordance with the provisions of Applicable Law.

**(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018, issuer hereby undertakes that:

- As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- If the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

**(VIII) Practicing Chartered Accountants Certificate:**

The Company has obtained a certificate dated 22/12/2025 from M/s. Vipul Rojasara & Co., Practicing Chartered Accountants (FRN No. 149236W), Ahmedabad certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address [www.idreamfilminfra.in](http://www.idreamfilminfra.in).

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## **(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:**

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 19/12/2025, which is thirty days prior to the date of Extra Ordinary General Meeting.

The Equity Shares of the Company are listed on BSE Limited (“BSE”). The Equity shares of the Company are **Infrequently traded**, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five percent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 22/12/2025 issued by CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra. The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link [www.idreamfilminfra.in](http://www.idreamfilminfra.in).

As per the Valuation Report, the price of equity share of the Company stands at Rs. 10/- per Equity share.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- per Equity Share which is not less than the price as determined by the registered valuer.

A Certificate is obtained from the Practicing Chartered Accountants confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

## **(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;**

Not Applicable as the allotment will be made for cash.

## **(XI) SEBI Takeover code:**

In the present case, The Proposed allottee Northvale Capital Partners Private Limited (Acquirer) along with Norfolk Resources Private Limited (Pac-1), Norfolk Technologies Private Limited (Pac-2), HCMI (S) Private Limited (Pac-3), Yung Kug Kim (Pac-4), Woo Yeol Cho (Pac-5) and Jung Min An (Pac-6) (collectively referred as “PACs”) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of Takeover Regulations requiring the Public Announcement (“PA”) in terms of Regulation 13 (1) of the said Regulations.

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**(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

**(XIII) Lock-in Period:**

The equity shares to be allotted on preferential basis shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited ("BSE"), where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

**(XIV) Listing:**

The Company will make an application to BSE Limited ("BSE") at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**(XV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, the Company has not made any preferential allotment.

**(XVI) Compliances:**

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**(XVII) Other disclosures/undertaking:**

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;

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6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

## **(XVIII) Monitoring Agency:**

Since the issue size is below Rupees One Hundred Crores, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

## **(XIX) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolutions, which would result in a further issuance of securities of the Company to promoter on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Accordingly, the Board recommends the Resolution set out at Item No. 4 seeking approval of the Members by way of a Special Resolution.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

## **ITEM NO. 5:**

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to 26,64,03,280 (Twenty-Six Crore Sixty-Four Lakh Three Thousand Two Hundred Eighty) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

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## A. Preferential allotment towards acquisition of 22,01,680 shares constituting 100% stake in E-TUNNEL INC. ("E-Tunnel").

The Company in order to achieve inorganic growth has identified a Companies, E-TUNNEL INC. ("E-Tunnel") whose details are furnished hereunder. For this purpose, the Company approached CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having Registered Address at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra, who conducted valuation of the companies (IDream Film Infrastructure Company Limited and E-TUNNEL INC.). The details of the company including ratios etc. are given below:

### Swap ratio for allotment of Equity Shares by the Company to the respective shareholders of E-TUNNEL INC. ("E-Tunnel"):

On the basis of Valuation Report of the Independent Registered Valuer, the following swap ratios have been identified. Accordingly, it is proposed to issue and allot upto 26,64,03,280 (Twenty Six Crore Sixty Four Lakh Three Thousand Two Hundred Eighty) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share aggregating upto Rs. 2,66,40,32,800/- (Rupees Two Hundred Sixty-Six Crore Forty Lakh Thirty-Two Thousand Eight Hundred) as consideration to the shareholders of acquiree Company i.e. E-TUNNEL INC. ("E-Tunnel") in the ratio of 1:121 i.e. for every 1 shares of face value of 500 KRW held in E-Tunnel, 121 Equity shares of Rs. 10/- each of IDream Film Infrastructure Company Limited.

After the proposed allotment of equity shares, E-TUNNEL INC. will become a wholly own subsidiary of IDream Film Infrastructure Company Limited where in IDream Film Infrastructure Company Limited holds 100% in E-TUNNEL INC.

## B. Brief profile of the E-TUNNEL INC. ("E-Tunnel").

Particulars	Details
Name of the target entity, details in brief such as size, turnover etc.	<p>E-Tunnel Inc., South Korea</p> <p>E-Tunnel Inc., a company incorporated on December 14, 2021, registered in Seoul, Republic of Korea, bearing Registration Number 270-87-02480, and having its registered office at Room 1011–1015, Block C, H Business Park, 26, Beobwon-ro 9-gil, Songpa-gu, Seoul, Korea.</p> <p>The share capital of the Target Company is 22,01,680 Shares of face value 500 KRW each.</p> <p>The Target Company achieved a turnover of Rs. 21.14 Crore for the calendar year 2024.</p>
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	Not a related-party transaction. The transaction is undertaken on an arm's-length basis based on independent valuation.
Industry to which the entity being acquired belongs.	Biometric authentication hardware development and manufacturing, along with the manufacturing, wholesale, and retail trade of biometric devices.

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Phone No.: +91 86899 27213 | Email: [investors.idreamfilminfra@gmail.com](mailto:investors.idreamfilminfra@gmail.com) | Website: [www.idreamfilminfra.in](http://www.idreamfilminfra.in)

Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>The acquisition is aimed at enabling Idream to enter and expand within the high-growth global biometric security market by integrating e-Tunnel's proprietary finger-vein authentication technology, which is protected by patents across Korea, the U.S., Europe, and Japan.</p> <p>The transaction provides Idream strategic access to next-generation authentication solutions widely applicable in regulated industries such as fintech, digital identity management, and government security initiatives-including India's Aadhaar-linked authentication use-cases.</p>						
Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable						
Indicative time period for completion of the acquisition	Subject to necessary approvals of regulator (s) under SEBI (SAST) Regulations, as may be required, and subject to the approval of shareholders in their general meeting. It is expected to complete the acquisition within 12 months from the approval to be received from the SEBI for the open offer.						
Nature of consideration - whether cash consideration or share swap and details of the same	<p>Swapping of shares i.e., Other than Cash Consideration.</p> <p>Preferential Issue of up to 26,64,03,280 Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per share aggregating up to 26,640.32 Lakh for acquisition of 22,01,680 Shares of face value 500 KRW each i.e., 100.00% stake in "E-Tunnel".</p>						
Cost of acquisition or the price at which the shares are acquired	<p>The total consideration shall be Rs. 26,640.32 Lakh.</p> <p>Acquisition shall be done on share swap basis and there will be no cash outflow. Valuation report from the registered valuer is obtained and also available on the website of the Company.</p>						
Percentage of shareholding/ control acquired and / or number of shares acquired.	100% (22,01,680 shares) of E-Tunnel.						
Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>a. Brief background: as mentioned above</p> <p>b. Date of incorporation: 22/12/2021</p> <p>c. History of Last 3 calendar years turnover: (In Crore):</p> <table border="1"> <tr> <td>CY 2024</td><td>21.14</td></tr> <tr> <td>CY 2023</td><td>48.31</td></tr> <tr> <td>CY 2022</td><td>41.42</td></tr> </table> <p>d. The entity is present in Republic of Korea (South Korea)</p> <p>e. Any other significant information: Nil</p>	CY 2024	21.14	CY 2023	48.31	CY 2022	41.42
CY 2024	21.14						
CY 2023	48.31						
CY 2022	41.42						

For this purpose, the Company has obtained Valuation Report from CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having Registered Address at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra, who has conducted valuation of the above companies and on the basis of Valuation Report of the Independent Registered Valuer, a swap ratio for allotment of shares by the Company to the respective shareholders of the said Companies is identified.

# IDream Film Infrastructure Company Limited

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## C. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

### (I) Objects of the preferential issue/particulars of the offer:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition by acquiring 22,01,680 Shares of face value of 500 KRW each constituting 100% stake in E-TUNNEL INC. ("Target Company") from the Proposed Allotees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in Resolution at Item Number 5 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange, in the ratio of 1:121 (for every 1 shares of face value of 500 KRW held in E-Tunnel, 121 Equity shares of Rs. 10/- each of IDream Film Infrastructure Company Limited) based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

### (II) Maximum number of specified securities to be issued:

The resolutions set out in the accompanying notice authorizes the Board to create, offer, issue, and allot from time to time, up to 26,64,03,280 (Twenty-Six Crore Sixty-Four Lakh Three Thousand Two Hundred Eighty) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share, issued on swap basis, subject to the approval of members.

### (III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer:

None of the Existing promoters or their associates and relatives /Directors / KMP / Senior Management Personnel of the company, intends to subscribe to the equity shares of the company.

### (IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the shares are allotted on swap basis).

Sr. No.	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding	
		No. of Equity shares	% of shares	Preferential issue by way of cash	Preferential issue for consideration other than cash (by swap)	No. of Equity shares	% of shares
<b>A</b>	<b>Promoters</b>						
1	Individuals/HUF	0	0.00	0	75042748	75042748	27.74
2	Body Corporate/ Trust	90000	60.00	4000000	120320464	124410464	45.98
	<b>Sub-Total (A)</b>	<b>90000</b>	<b>60.00</b>	<b>4000000</b>	<b>195363212</b>	<b>199453212</b>	<b>73.72</b>
<b>B</b>	<b>Non-Promoters</b>						
1	Institutions						

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	A. Domestic	0	0.00	0	0	0	0.00
	B. Foreign	0	0.00	0	0	0	0.00
2	Non-Institutions						
(i)	Individuals/HUF	48030	32.02	0	13075260	13123290	4.85
(ii)	NRIs	250	0.17	0	843007	843257	0.31
(iii)	Bodies Corporate	7520	5.01	0	57121801	57129321	21.12
(iv)	Any Other	4200	2.80	0	0	4200	0.00
	<b>Sub-Total (B)</b>	<b>60000</b>	<b>40.00</b>	<b>0</b>	<b>71040068</b>	<b>71100068</b>	<b>26.28</b>
	<b>Grand Total (A+B)</b>	<b>150000</b>	<b>100.00</b>	<b>4000000</b>	<b>266403280</b>	<b>270553280</b>	<b>100.00</b>

**Notes:**

- Assuming that 40,00,000 Equity shares by way of cash and 26,64,03,280 Equity shares by way of Swap as mentioned in the Resolution no. 4 and Resolution no. 5 respectively are fully subscribed to and allotted to the promoter & non-promoters.
- Since there has been no change in the shareholding pattern up to the date of the Board Meeting held on 22<sup>nd</sup> December, 2025, the above pre-issue shareholding pattern is based on the shareholding as of 30<sup>th</sup> September, 2025.

**(V) Time frame within which the preferential issue shall be completed and material terms:**

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue.

Sr. No.	Name of proposed Allottee *	Category	Pre issue		Equity shares proposed to be allotted	Post issue		Ultimate Beneficial Owners
			holding	%		holding	%	
1	Northvale Capital Partners Private Limited	Promoter	0	0.00	3,72,96,435	3,72,96,435	15.30	BALJIT SINGH
2	HCMI (S) Private Limited	Promoter	0	0.00	2,82,47,208	2,82,47,208	10.44%	BALJIT SINGH
3	Norfolk Resources Private Limited	Promoter	0	0.00	2,90,92,756	2,90,92,756	10.75%	BALJIT SINGH
4	Norfolk Technologies Private Limited	Promoter	0	0.00	2,56,84,065	2,56,84,065	9.49%	BALJIT SINGH
5	Yung Kug Kim	Promoter	0	0.00	3,82,50,520	3,82,50,520	14.14%	--
6	Woo Yeol Cho	Promoter	0	0.00	1,85,43,129	1,85,43,129	6.85%	--
7	Jung Min An	Promoter	0	0.00	1,82,49,099	1,82,49,099	6.75%	--
8	Sangjoon Lee	Non-Promoters	0	0.00	37,71,086	37,71,086	1.39%	--
9	Dong Su KIM	Non-Promoters	0	0.00	37,71,086	37,71,086	1.39%	--
10	The Yaar Association	Non-Promoters	0	0.00	3,99,60,492	3,99,60,492	14.77%	YOU EUNKYUNG
11	G-Knot	Non-Promoters	0	0.00	1,33,20,164	1,33,20,164	4.92%	LEE WONKWANG
12	Ben Alan Murphey	Non-Promoters	0	0.00	16,85,772	16,85,772	0.62%	--
13	Limbaugh Capital LLC.	Non-Promoters	0	0.00	8,43,007	8,43,007	0.31%	MARTIN CRAIG

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14	Rajendra Raojibhai Patel	Non-Promoters	0	0.00	29,98,138	29,98,138	1.11%	--
15	Narinder Pal Yadav	Non-Promoters	0	0.00	8,43,007	8,43,007	0.31%	--
16	Kartik Rajnikant Patel	Non-Promoters	0	0.00	8,49,178	8,49,178	0.31%	--
17	Jayni Edge Wholesaler LLC	Non-Promoters	0	0.00	29,98,138	29,98,138	1.11%	PATEL TIRTH

\*The Proposed allottee Northvale Capital Partners Private Limited (Acquirer) along with Norfolk Resources Private Limited (Pac-1), Norfolk Technologies Private Limited (Pac-2), HCMI (S) Private Limited (Pac-3), Yung Kug Kim (Pac-4), Woo Yeol Cho (Pac-5) and Jung Min An (Pac-6) (collectively referred as "PACs") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of Takeover Regulations requiring the Public Announcement ("PA") in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**Notes:** Assuming that 40,00,000 Equity shares by way of cash and 26,64,03,280 Equity shares by way of Swap as mentioned in the Resolution no. 4 and Resolution no. 5 respectively are fully subscribed to and allotted to the promoter & non-promoters.

**The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

Sr. No.	Name of Proposed Allottees	Current Status / Category	Proposed Status / Category
1	Northvale Capital Partners Private Limited	Not applicable	Promoter
2	HCMI (S) Private Limited	Not applicable	Promoter
3	Norfolk Resources Private Limited	Not applicable	Promoter
4	Norfolk Technologies Private Limited	Not applicable	Promoter
5	Yung Kug Kim	Not applicable	Promoter
6	Woo Yeol Cho	Not applicable	Promoter
7	Jung Min An	Not applicable	Promoter
8	Sangjoon Lee	Not applicable	Non-Promoters
9	Dong Su KIM	Not applicable	Non-Promoters
10	The Yaar Association	Not applicable	Non-Promoters
11	G-Knot	Not applicable	Non-Promoters
12	Ben Alan Murphey	Not applicable	Non-Promoters
13	Limbaugh Capital LLC.	Not applicable	Non-Promoters
14	Rajendra Raojibhai Patel	Not applicable	Non-Promoters
15	Narinder Pal Yadav	Not applicable	Non-Promoters
16	Kartik Rajnikant Patel	Not applicable	Non-Promoters
17	Jayni Edge Wholesaler LLC	Not applicable	Non-Promoters

**Change in control if any, in the Company that would occur consequent to the preferential issue:**

The proposed preferential issue shall result change in control of the Company. The Proposed allottee Northvale Capital Partners Private Limited (Acquirer) along with Norfolk Resources Private Limited (Pac-1), Norfolk Technologies Private Limited (Pac-2), HCMI (S) Private Limited (Pac-3), Yung Kug Kim (Pac-4), Woo Yeol Cho (Pac-5) and Jung Min An (Pac-6) (collectively referred as "PACs") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of Takeover Regulations requiring the Public Announcement ("PA") in terms of Regulation 13 (1) of the said Regulations. Further, Acquirers may further deposit 100% of offer consideration in escrow account, Accordingly there may be change in management/ control of the company after 15 working days from the date of publication of the detailed public statement in accordance with Regulation 24(1) of Takeover regulations or there may be change in management/ control of the company after 21 working days from the date of publication of the detailed public statement in accordance

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with Regulation 22(2) of Takeover regulations pursuant to transfer of shares under Share Purchase Agreement. Accordingly, After the said change in control the above stated acquirers shall be classified as promoters in accordance with the provisions of Applicable Law.

**(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018, issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. If the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

**(VIII) Practicing Chartered Accountants Certificate:**

The Company has obtained a certificate dated 22/12/2025 from M/s. Vipul Rojasara & Co., Practicing Chartered Accountants (FRN No. 149236W), Ahmedabad certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address [www.idreamfilminfra.in](http://www.idreamfilminfra.in).

**(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:**

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 19/12/2025, which is thirty days prior to the date of Extra Ordinary General Meeting.

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The Equity shares of the Company are **Infrequently traded**, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five percent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 22/12/2025 issued by CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having office at 12D, White Spring,

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A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra. The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link [www.idreamfilminfra.in](http://www.idreamfilminfra.in).

As per the Valuation Report, the price of equity share of the Company stands at Rs. 10/- per share.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- per Equity Share which is not less than the price as determined by the registered valuer.

A Certificate is obtained from the Practicing Chartered Accountants confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

**(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;**

It was proposed to acquire 22,01,680 Shares of face value of 500 KRW each constituting 100% stake in E-TUNNEL INC. ("E-Tunnel"), from the shareholders of E-TUNNEL INC. ("E-Tunnel") for 26,64,03,280 Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share on swap basis in the ratio of 1:121 (i.e., for every 1 shares of face value of 500 KRW held in E-Tunnel, 121 Equity shares of Rs. 10/- each of IDream Film Infrastructure Company Limited will be issued) based on the Valuation Report of both the companies.

Justification mentioned at para (IX) above.

Name of the Registered Valuer: CA Bhavesh M Rathod, Independent Registered Valuer Address: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra

**(XI) SEBI Takeover code:**

In the present case, The Proposed allottee Northvale Capital Partners Private Limited (Acquirer) along with Norfolk Resources Private Limited (Pac-1), Norfolk Technologies Private Limited (Pac-2), HCMI (S) Private Limited (Pac-3), Yung Kug Kim (Pac-4), Woo Yeol Cho (Pac-5) and Jung Min An (Pac-6) (collectively referred as "PACs") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of Takeover Regulations requiring the Public Announcement ("PA") in terms of Regulation 13 (1) of the said Regulations.

**(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

**(XIII) Lock-in Period:**

The equity shares to be allotted on preferential basis shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited ("BSE"), where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

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## **(XIV) Listing:**

The Company will make an application to BSE Limited ("BSE") at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

## **(XV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, the Company has not made any preferential allotment.

## **(XVI) Compliances:**

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

## **(XVII) Other disclosures/undertaking:**

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.

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11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

## **(XVIII) Monitoring Agency:**

Since the issue does not involve any inflow of cash i.e., the total consideration being other than cash, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

## **(XIX) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Accordingly, the Board recommends the Resolution set out at Item No. 5 seeking approval of the Members by way of a Special Resolution.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

## **ITEM NO. 6:**

The Board of Directors of the Company, at its meeting held on December 03, 2025, appointed Mr. Milan Vinod Chitalia (DIN: 02019612) as an Additional Director in the capacity of Independent Director for a term of five (5) consecutive years commencing from December 03, 2025, subject to the approval of the Members at the members.

Pursuant to Section 149 of the Companies Act, 2013, an Independent Director may hold office for a term of up to five (5) consecutive years and shall not be liable to retire by rotation.

Mr. Milan Vinod Chitalia (DIN: 02019612) is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. The Company has also received a declaration from him confirming that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulations 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board of Directors, Mr. Milan Vinod Chitalia (DIN: 02019612) possesses extensive experience in strategic advisory, tax planning, corporate structuring, and financial governance. His professional background and analytical expertise are expected to provide valuable guidance in strengthening the Company's governance framework and long-term strategic decision-making. He fulfills all the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure

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Phone No.: +91 86899 27213 | Email: [investors.idreamfilminfra@gmail.com](mailto:investors.idreamfilminfra@gmail.com) | Website: [www.idreamfilminfra.in](http://www.idreamfilminfra.in)

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Requirements) Regulations, 2015 for his appointment as an Independent Director and is independent of the management of the Company.

A draft copy of the appointment letter of Mr. Milan Vinod Chitalia (DIN: 02019612) as an Independent Director setting out the terms and conditions of appointment is available for physically inspection by the Members at the Registered Office of the Company during business hours on any working day between 10.00 A.M. to 5.00 P.M.

Mr. Milan Vinod Chitalia (DIN: 02019612) does not hold any equity shares of the Company and is not related to any Director or Key Managerial Personnel of the Company.

Accordingly, the Board of Directors recommends the Special Resolution set out in Item No. 6 for approval by the Members.

Except Mr. Milan Vinod Chitalia (DIN: 02019612), being an appointee, None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

## **ITEM NO. 7:**

The Board of Directors of the Company, at its meeting held on December 03, 2025, appointed Mrs. Suchita Prashant Shah (DIN: 07745623) as an Additional Director in the capacity of Independent Director for a term of five (5) consecutive years commencing from December 03, 2025, subject to the approval of the Members at the members.

Pursuant to Section 149 of the Companies Act, 2013, an Independent Director may hold office for a term of up to five (5) consecutive years and shall not be liable to retire by rotation.

Mrs. Suchita Prashant Shah (DIN: 07745623) is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company. The Company has also received a declaration from her confirming that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulations 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board of Directors, Mrs. Suchita Prashant Shah (DIN: 07745623) possesses extensive experience in strategic advisory, tax planning, corporate structuring, and financial governance. Her professional background and analytical expertise are expected to provide valuable guidance in strengthening the Company's governance framework and long-term strategic decision-making. she fulfils all the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director and is independent of the management of the Company.

A draft copy of the appointment letter of Mrs. Suchita Prashant Shah (DIN: 07745623) as an Independent Director setting out the terms and conditions of appointment is available for physically inspection by the Members at the Registered Office of the Company during business hours on any working day between 10.00 A.M. to 5.00 P.M.

Mrs. Suchita Prashant Shah (DIN: 07745623) does not hold any equity shares of the Company and is not related to any Director or Key Managerial Personnel of the Company.

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Accordingly, the Board of Directors recommends the Special Resolution set out in Item No. 7 for approval by the Members.

Except Mrs. Suchita Prashant Shah (DIN: 07745623), being an appointee, None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING EXTRA-ORDINARY GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:**

Name of the Director	Mr. Milan Vinod Chitalia (DIN: 02019612)	Mrs. Suchita Prashant Shah (DIN: 07745623)
Designation/Category	Independent Director / Non-Promoter	Independent Director / Non-Promoter
Date of Birth	28/10/1978	29/11/1987
Age	47 Years	38 Years
Nationality	Indian	Indian
Qualification	Chartered Accountant	Chartered Accountant
Date of first appointment on the Board of the Company	03/12/2025	03/12/2025
No. of Board Meetings attended during the Year 2024-25	Not Applicable	Not Applicable
Expertise in specific functional area	Strategic advisory, tax planning, and corporate finance	Accounts and Finance
Brief Profile	Mr. Milan Vinod Chitalia brings 23 years of extensive experience in strategic advisory, tax planning, and corporate finance. He has played a pivotal role in the establishment, development, and expansion of a leading professional services firm, strengthening its capabilities across multiple service verticals and geographical branches. His professional approach emphasizes integrity, long-term value creation, and relationship-driven advisory, resulting in consistent delivery of strategic solutions and measurable organizational benefits. Mr. Chitalia is widely regarded for his analytical expertise, governance insight, and sustained commitment to excellence in corporate practice.	Mrs. Suchita Shah brings 15 years of professional experience with a strong record of delivering assurance services through a results-oriented and innovative approach. She has significantly contributed to the operational expansion of a leading professional services firm across India, demonstrating strong leadership and strategic capability. Her forward-looking vision is now directed toward international growth initiatives, with a continued emphasis on maintaining high standards of quality, integrity, and professional excellence.

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Terms and conditions of appointment or re-appointment	He as an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and shall not be included in the total number of Directors for retirement by rotation.	She as an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and shall not be included in the total number of Directors for retirement by rotation.
Remuneration Last drawn	Nil	Nil
Shareholding in the Company in the listed entity, including shareholding as a beneficial owner	Nil	Nil
Directorship in the other Board (Other than Idream Films Infrastructure Company Limited)	Two	Four
Membership/Chairpersonship in Committees (Other than Idream Films Infrastructure Company Limited)	Nil	Nil
Listed entities from which the person has resigned in the past three years as Director	Nil	Nil
Relationship with other Director(s), Manager and KMP	None	None
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (In case of independent directors)	As given in item no. 6 of the Explanatory Statement.	As given in item no. 7 of the Explanatory Statement.

By Order of the Board of Directors  
**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

Place: Mumbai  
Date: 22/12/2025

**KALPANA SHRIPAL MORAKHIA**  
Managing Director  
DIN: 00336451

## REGISTERED OFFICE

B-4501 & 4601, Lodha Bellissimo,  
Lodha Pavilion, Apollo Mills Compound,  
Mahalaxmi, Mumbai- 400 011, Maharashtra

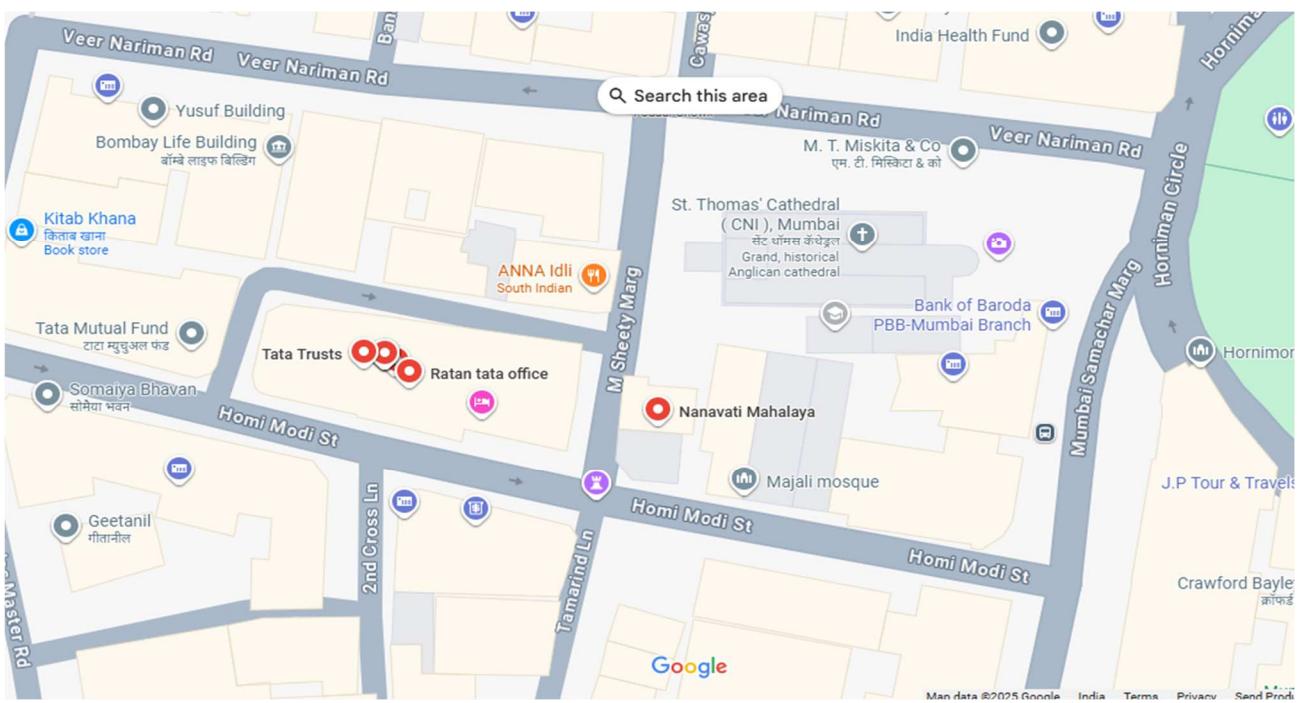
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## Route Map of EGM Venue:



Source: Google Map

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## ATTENDANCE SLIP

### EXTRAORDINARY GENERAL MEETING

Registered Folio / DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	
Number of Shares held	

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company held on **Monday, the 19<sup>th</sup> January, 2026 at 11:30 A.M. at 5<sup>th</sup> floor, Nanavati Mahalaya, Homi Modi Street, Near Bombay House, Fort, Mumbai – 400001, Maharashtra** and at any adjournment thereof.

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Name of Member/Proxy\*/  
Authorised Representative  
**(in Block Letters)**

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Signature of Member/Proxy\*/  
Authorised Representative

\* Strike out whichever is not applicable.

**Notes:**

1. Please bring the Attendance Slip duly signed and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Members/Proxy holders are requested to bring the copy of the Notice of Extraordinary General Meeting and the attendance slip to the Extraordinary General Meeting.
3. Members receiving the Notice of Extraordinary General Meeting along with the Attendance Slip and Proxy Form through email at the address registered with the Registrar/Depository Participants are requested to print the copy of this Attendance Slip and bring the same duly signed and hand it over at the Entrance of the Meeting Hall.
4. The facility for voting, through Ballot paper shall be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting will be able to exercise their right at the meeting through Ballot paper.
5. The Company has engaged the services of Central Depository Services Limited (“CDSL”) as authorised agency to provide remote e-voting facilities. The e-voting particulars are set out below:

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number <b>(EVEN)</b>	USER ID	PASSWORD

Note: Please read the instructions for remote e-voting given in Notice convening the Extraordinary General Meeting carefully before voting electronically. Members who have cast their vote electronically shall not be allowed to vote again at the meeting.

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**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 Member(s)	
Registered Address	
E-Mail ID	
Folio No. / *Client ID	
*DP ID No.	

\*Applicable for holders holding shares in demat/ electronic mode

I/We, being the member (s) of .....shares of the above-named Company, hereby appoint.

Name			
Address			
E-mail Id	or failing him/her	Signature	
Name			
Address			
E-mail Id	or failing him/her	Signature	
Name			
Address			
E-mail Id	or failing him/her	Signature	

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on **Monday, the 19<sup>th</sup> January, 2026 at 11:30 A.M. at 5th floor, Nanavati Mahalaya, Homi Modi Street, Near Bombay House, Fort, Mumbai – 400001, Maharashtra** and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution No.	Resolution(s)
1	Increase in authorised share capital and amendment in capital clause of the Memorandum of Association.
2	Making investments / extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate under section 186 of the Companies Act, 2013.
3	Acquisition of 22,01,680 shares of E-TUNNEL INC. ("e-tunnel")
4	Issue of upto 40,00,000 equity shares to M/s. Northvale Capital Partners Private Limited (UEN: 201619164E) on preferential basis.
5	Issue of upto 26,64,03,280 equity shares on preferential basis for consideration other than cash on swap basis.
6	Appointment of Mr. Milan Vinod Chitalia (DIN: 02019612) as Independent Director.
7	Appointment of Mrs. Suchita Prashant Shah (DIN: 07745623) as Independent Director.

As witness my / our hand (s) this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of Shareholder: \_\_\_\_\_

Affix a  
Rs. 1/-  
Revenue  
Stamp

Signature of Signature of the Proxyholder: \_\_\_\_\_

**Notes:** The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.