

**IDream Film Infrastructure Company Limited**

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**Annual Report**

**2015 - 2016**



# Index

## BOARD OF DIRECTORS

Shri Suri Gopalan - Director  
Shri Santosh Apraj - Managing Director  
Mrs. Amola Patel - Director  
Shri Lalitkumar Kothari - Director  
Mrs. Shamika Kadam - CFO

## AUDITORS

M/s. Kanu Doshi Associates LLP  
Chartered Accountants  
Mumbai

## BANKERS

HDFC Bank Limited, Mumbai

## REGISTERED OFFICE

Flat No. B-4501 & B-4601,  
Lodha Bellissimo, Lodha Pavilion,  
Apollo Mill Compound, Mahalaxmi,  
Mumbai 400 011  
Tel.: 022 6740 0900

## REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited  
E/2-3, Ansa Industrial Estate,  
Saki-Vihar Road, Saki Naka,  
Andheri (East),  
Mumbai- 400 072  
Tel.: 022 4043 0200

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Thirty Fifth Annual General Meeting of the Company will be held on Friday, 30<sup>th</sup> September, 2016 at 4.00 P.M. at the Corporate Office of the Company at 161, Starcity Cinema, 2<sup>nd</sup> Floor, Trade View Building, Oasis Complex, Kamala Mills, Gate No.4, Pandurang Budhkar Marg, Lower Parel, Mumbai-400 013.



# Notice

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting of the Members of **IDream Film Infrastructure Company Limited** (formerly known as *Softipo Global Services Limited*) will be held on Friday, 30<sup>th</sup> September, 2016 at 4:00 p.m. at the Corporate office of the Company at 2<sup>nd</sup> Floor, Trade View Building, Oasis Complex, Kamala Mills, Gate No.4, Pandurang Budhkar Marg, Lower Parel, Mumbai- 400 013, to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.
2. To appoint a Director in place of Mr. Santosh Rajaram Apraj (DIN: 05197998), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

**For and on behalf of the Board**

**SANTOSH APRAJ  
MANAGING DIRECTOR  
(DIN 05197998)**

**Place: Mumbai**

**Date: 11<sup>th</sup> August 2016**

**Registered Office:**

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

Lodha Pavilion, Apollo Mill Compound,

Mahalaxmi, Mumbai 400 011

CIN No. L51900MH1981PLC025354

Tel.: 022 6740 0900 Fax: 022 6740 0988

Email: mca@ahaholdings.co.in

Website: www.idreamfilminfra.com

**NOTES:**

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

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying Voting Rights. Member holding more than 10 percent of the Total Share Capital of the Company carrying Voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

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

- B. The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- C. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Bigshare Services Private Limited having their registered office at E/2-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai - 400 072.
- D. Members, who wish to seek clarification on accounts, are requested to send their queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the Annual General Meeting.
- E. The physical copies of notice of this Annual General Meeting and the Annual Report 2015-16 will remain open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, upto the date of the Annual General Meeting.
- F. A brief resume of Director, proposed to be re-appointed, as per Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings is annexed hereto.
- G. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- H. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled in to M/s. Bigshare Services Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
- I. Members are requested to:
  - (a) intimate to the Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Limited at the above mentioned address, of changes if any, in the registered address at an early date, in case of shares held in physical form;
  - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
  - (c) send their email ID's to the Registrar and Share Transfer Agent of the Company / to the Company (for members holding shares in physical form);
  - (d) send / update their email ID's to the Depository Participant / Registrar and Share Transfer Agent of the Company (for members holding shares in Demat Form);
  - (e) quote their Folio numbers/Client ID/DP ID in all correspondence;
  - (f) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
  - (g) to bring their copies of the Annual Report, Notice and Attendance slip to the General Meeting. No copies will be distributed at the Meeting as a measure of economy.
- J. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the Electronic copy of the Notice of 35th Annual General Meeting of the Company inter alia including the manner and process of e-voting along with the attendance slip and proxy form along with copy of the Annual Report for 2016 is being sent to all the members whose email ID are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e voting along with attendance slip and proxy form are being sent in permitted mode.

- K Pursuant to Section 91 of the Companies Act, 2013 read with the Company (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015, the Register of Member and Share Transfer Books of the Company will remain close from Friday, 23<sup>rd</sup> September, 2016 upto Friday, 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of AGM.
- L. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year ended March 31, 2016 will also be available on the Company's website [www.idreamfilminfra.com](http://www.idreamfilminfra.com).
- M. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules 2015, and Regulation 44 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL) i.e. Remote e-Voting. The facility for voting through ballot paper, will also be made available at the venue of the Annual General Meeting and the members attending the Annual General Meeting, who have not already cast their votes by remote e-Voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again.  
The instructions for e-Voting are as under:

A In case of members receiving e-mail:

- (i) The voting period begins on 9.00 a.m. on Tuesday, 27<sup>th</sup> September, 2016 and ends on 5.00 p.m. on Thursday, 29<sup>th</sup> September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 23<sup>rd</sup> September, 2016, may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Any person who becomes a member of the Company after dispatch of the Notice of meeting and holding shares as on the cut-off date may obtain their USER ID and password in the manner as mentioned below. Person who is not a member as on the cut-off date should treat this Notice for Information purposes only.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders".
- (v) Now Enter your User ID  
 a. For CDSL: 16 digits beneficiary ID,  
 b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
 c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
  - (x) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the relevant EVSN for the IDream Film Infrastructure Company Limited on which you choose to vote.
  - (xiii) 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.
  - (xiv) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
  - (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page
  - (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xix) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.  
A scanned copy of the Board Resolution and Power of Attorney (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.
  - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- N) In case of share holders receiving the notice by post:  
 Fo share holders whose email IDs are not registered with the Company/Depository Participant(s) and who received the physical copy of the AGM Notice, the following instructions may be noted:
- a) The user ID and initial password is provided at the bottom of the Notice.
  - b) Please follow all the steps from i) to xx) mentioned above to cast your vote successfully.
- (O) Mr. Jayesh Shah, Practicing Company Secretary (Membership No. FCS 5637) Partner M/s. Rathi and Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process as well as voting at AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.



Based on the Scrutinizer's Report received on Remote e-Voting and voting at the Meeting, the Chairman or any other Director so authorized will declare the results of the voting forthwith. The Results along with the Scrutinizer's Report shall be placed on the Company's website [www.idreamfilminfra.com](http://www.idreamfilminfra.com) and will be communicated to BSE Limited on which the Company's equity shares are listed within forty-eight (48) hours of conclusion of the Annual General Meeting. The same shall also be placed on the website of CDSL.

- P) Route Map showing directions to reach the venue of the Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards -2 on 'General Meetings'.
- Q) Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants (DP) where the shares are held in dematerialized form. Shareholders holding shares in physical form can send their email address for registration to the Company's Registrar and Transfer Agent quoting the Folio Number and Name.

**For and on behalf of the Board**

**SANTOSH APRAJ  
MANAGING DIRECTOR  
(DIN 05197998)**

**Place: Mumbai**

**Date : 11<sup>th</sup> August, 2016**

**Registered Office:**

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

Lodha Pavilion, Apollo Mill Compound,

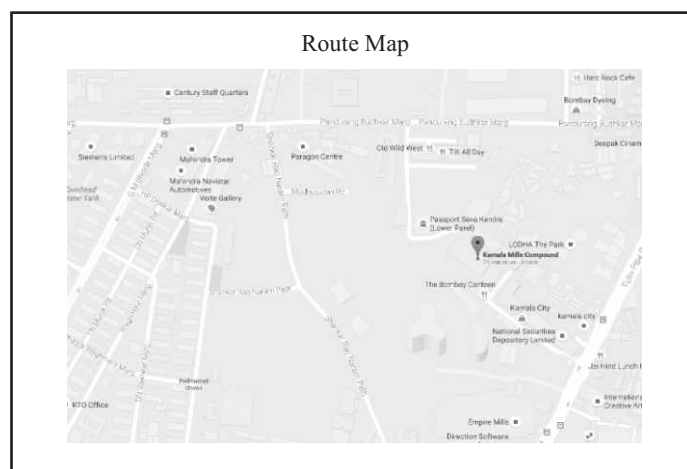
Mahalaxmi, Mumbai 400 011

CIN: L51900MH1981PLC025354

Tel.: 022 2438 1300 Fax: 022 6740 0988

Email: [mca@ahaholdings.co.in](mailto:mca@ahaholdings.co.in)

Website: [www.idreamfilminfra.com](http://www.idreamfilminfra.com)



**Details of Director seeking re-appointment at the Annual General Meeting:**

**[Pursuant to Regulation 36 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements)  
Regulations, 2015 and Secretarial Standards - 2 on General Meetings.]**

Name of the Director	<b>Mr. Santosh Rajaram Apraj</b>
Father's Name	Mr. Rajaram Gopal Apraj
Date of Birth	7 <sup>th</sup> April, 1975
Age	41 Years
Present residential Address	Flat No.504, 5 <sup>th</sup> Floor, GoraiNeha CHS Ltd, Plot No.104, RSC 37, Gorai (II), Borivali (West), Mumbai 400091
Qualification	C. A. , M. Com.
Experience/expertise in specific functional areas	One Year
Terms and conditions of re-appointment	Liable to retire by rotation and being eligible, offers himself for re-appointment
Details of remuneration	Mr. Santosh Apraj does not draw any remuneration from the Company
Date of first appointment on the Board	13 <sup>th</sup> February, 2015
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No Relationship
Number of Meetings of the Board attended during the year	5 out of 5 Board Meeting attended
Directorship in other Companies	Public Companies: AHA Parks Limited Private Companies AHA Holdings Private Limited Smash Amusement Park Private Limited
Membership/Chairmanship of the committees of other companies (consists membership/ chairmanship of Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	None

# Directors' Report

To

The Members

**IDream Film Infrastructure Company Limited**

*(formerly known as Softbpo Global Services Limited)*

Your Directors have pleasure in presenting the Thirty Fifth Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2016.

## 1. FINANCIAL STATEMENTS & RESULTS

### a. FINANCIAL RESULTS:

The Company's performance during the year ended 31<sup>st</sup> March, 2016 as compare to the previous financial year, is summarized below: (Rs.)

Particulars	For the Year ended 31 <sup>st</sup> March 2016	For the Year ended 31 <sup>st</sup> March 2015
Total Income	5,625	362
Less: Expenses	996,692	7,48,938
<b>Loss before Exceptional and Extra-Ordinary item and tax</b>	<b>(991,067)</b>	<b>(7,48,576)</b>
Less: Exceptional Items	72,625	15,362
<b>Profit / (Loss) Before Tax</b>	<b>(1,063,692)</b>	<b>(7,63,938)</b>
Less: Provision for Tax	-	-
Income Tax of earlier years w/off	-	-
<b>Profit / (Loss) After Tax</b>	<b>(1,063,692)</b>	<b>(7,63,938)</b>
<b>Balance carried to Balance Sheet</b>	<b>(1,063,692)</b>	<b>(7,63,938)</b>

### b. OPERATIONS:

During the year under review, the Company did not undertake any business operations. The Company incurred a Net Loss of Rs. 1,063,692/- due to administrative and other fixed expenses.

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

The Company has one Wholly-owned Subsidiary Company viz. AHA Parks Limited which is an unlisted Public Company. During the year under review, your Company did not have any Associate or Joint Venture Company. The performance and financial position of the Subsidiary Company for the year ended 31<sup>st</sup> March 2016 is appended as **Annexure I** to this Report.

### d. DIVIDEND:

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

### e. TRANSFER TO RESERVES:

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

### f. REVISION OF FINANCIAL STATEMENT:

There was no revision of the financial statements for the year under review.

### g. DEPOSITS:

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

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

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

### **i. INTERNAL FINANCIAL CONTROLS:**

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

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

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

### **k. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:**

There were no transactions/contracts/arrangements entered by the Company which are falling under Section 188 of the Companies Act, 2013 with related party(ies) as defined under Section 2(76) of the Companies Act, 2013, during the financial year under review.

### **l. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

Full particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, during the financial year under review, are furnished in **Annexure II** and forms part of this Report.

### **m. SHARE CAPITAL:**

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

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

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

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

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

During the year under review, the shareholders of the Company approved the appointment of Mr. Lalitkumar Kothari (DIN: 07115770) as an Independent Director of the Company at their 34<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015, for a term of 5 (Five) years upto 17<sup>th</sup> March, 2020.

During the year under review, the shareholders of the Company also approved the appointment of Mr. Santosh Apraj (DIN: 05197998) as Director at their 34<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015.

Mr. Santosh Apraj (DIN: 05197998) was also appointed as a Managing Director of the Company at the meeting of the Board of Directors held on 14<sup>th</sup> August, 2015 which was subsequently approved by the shareholders at their 34<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015, for a period of 5 (Five) years from 14<sup>th</sup> August, 2015.

Further, Ms. Shamika Kadam (PAN: ATPPM9975J) was appointed as the Chief Financial Officer, designated as a Key Managerial Personnel of the Company with effect from 14<sup>th</sup> August, 2015.

In accordance with the provisions of the Act, none of the Independent Directors are liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Santosh Apraj (DIN: 05197998) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommend his appointment.

None of the Directors or Key Managerial Personnel of the Company have resigned during the year under review.

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**b. DECLARATIONS BY INDEPENDENT DIRECTORS:**

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

**3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND ITS POLICIES**

**a. BOARD MEETINGS:**

The Board of Directors met 5 (Five) times during the financial year ended 31<sup>st</sup> March, 2016 in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.

**b. DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2016, the Board of Directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**c. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of Directors was constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Companies Act, 2013.

Consequent to the appointment of Mr. Santosh Apraj as the Managing Director of the Company, the Nomination and Remuneration Committee was re-constituted by the Board of Directors at their meeting held on 14<sup>th</sup> August, 2015 to comply with the requirements of Section 178(1) of the Companies Act, 2013 and Mr. Suri Gopalan being a Non-Executive Director was inducted as a member of the Committee in place of Mr. Santosh Apraj. The composition of the said Committee as on 31<sup>st</sup> March, 2016 is as under:

1. Mr. Lalitkumar Kothari, Chairman - Independent Director
2. Mrs. Amola Patel, Independent Director and
3. Mr. Suri Gopalan, Non-Executive Director.

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

**d. AUDIT COMMITTEE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section and the composition of the Audit Committee as on 31<sup>st</sup> March, 2016 is as under:

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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1. Mr. Lalitkumar Kothari, Chairman - Independent Director
2. Mr. Santosh Apraj, Managing Director and
3. Mrs. Amola Patel, Independent Director.

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

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

The Board of Directors of the Company have pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed a 'Vigil Mechanism Policy' for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

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

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

**f. RISK MANAGEMENT POLICY:**

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

**g. INTERNAL CONTROL SYSTEMS:**

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

**h. ANNUAL EVALUATION:**

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

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

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

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

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

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

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

The Company has one Executive Director viz. Mr. Santosh Apraj who is the Managing Director of the Company and pursuant to the shareholders' resolution passed for his appointment at the 34<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015, he shall not draw any remuneration from the Company. During the year under review, Directors and Key Managerial Personnel were not paid any remuneration (except the sitting fees paid to Independent directors for attending the meetings of Board and Committees thereof) and hence no details are required to be furnished in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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

Mr. Santosh Apraj, Managing Director and Mrs. Shamika Kadam, Chief Financial Officer of the Company is in receipt of remuneration from the Holding Company viz. AHA Holdings Private Limited.

**4. AUDITORS AND REPORTS**

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

**a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016:**

The observations made by the Statutory Auditors in their report for the financial year ended 31<sup>st</sup> March 2016 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

**b. FRAUD REPORTING:**

During the year under review, there were no instances of material or serious fraud falling under Section 143(12) of the Companies Act, 2013 and Rule 13(1) of the Companies (Audit and Auditors) Rules, 2014, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit.

**c. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016:**

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandate Companies to which Secretarial Audit is applicable, to obtain a Secretarial Audit Report from a Practicing Company Secretary. Ms. Moushmi Mehta, Practicing Company Secretary having Certificate of Practice No. 10017 had been appointed to conduct the Secretarial Audit of the Company for the Financial Year 2015-16 and to issue a Secretarial Audit Report for the year under review.

The Secretarial Audit Report issued by Ms. Moushmi Mehta, Practicing Company Secretary in the prescribed Form MR-3 for the financial year 2015-16 is appended as **Annexure IV** and forms part to this Report

The said Report contains observation/comment:

*“Based on the representations made by the Officers of the Company, we have been given to understand that the Company is still in the process of searching for Company Secretary as Key Managerial Personnel pursuant to the requirements of Section 203 of the Companies Act, 2013. Due to Non-appointment of Company Secretary the appointment of Compliance officer as per Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations, 2015 have not been complied.”*

**Explanation:**

The Company is on the lookout of a qualified Company Secretary as Key Managerial Personnel having the requisite experience.

**d. RE-APPOINTMENT OF STATUTORY AUDITORS FOR THE FY 2016-17:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration Number 104746W/W100096), the Statutory Auditors of the Company, hold their office up to the conclusion of the ensuing Annual General Meeting. The consent of the Auditors along with certificate under Section 139 of the Companies Act, 2013 have been obtained from the Auditors to the effect that their appointment, if made, shall be in accordance with the prescribed conditions and that they are eligible to hold the office of Auditors of the Company. The Board recommends the re-appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

Necessary proposal for re-appointment of the said Auditors is included in the Notice of the ensuing Annual General Meeting for seeking approval of the members.

**5. OTHER DISCLOSURES**

Other disclosures as per provisions of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are furnished as under:

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

**a. EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return in Form MGT 9 for the financial year ended 31<sup>st</sup> March 2016 made under the provisions of Section 92(3) of the Act is attached as **Annexure V** which forms part of this Report.

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

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

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

**c. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

Since your Company did not have more than one thousand stakeholders at any time during the Financial Year 2015-16, it was not required to constitute the Stakeholders' Relationship Committee.

**d. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 were not applicable to your Company during the Financial Year 2015-16 and accordingly compliances with respect to the same were not applicable to the Company during the year under review.

**e. COST AUDITORS:**

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

**f. SEXUAL HARASSMENT POLICY:**

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

**g. CORPORATE GOVERNANCE:**

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

**h. MANAGEMENT DISCUSSION ANALYSIS:**

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

**6. ACKNOWLEDGMENTS AND APPRECIATION:**

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

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

**For and on behalf of the Board**

**SANTOSH APRAJ**  
MANAGING DIRECTOR  
DIN: 05197998

**LALIT KUMAR KOTHARI**  
DIRECTOR  
DIN: 07115770

**SHAMIKA KADAM**  
CHIEF FINANCIAL OFFICER  
PAN: ATPPM9975J

**Place: Mumbai**

**Date: 11<sup>th</sup> August, 2016**

**Registered Office:**

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

Lodha Pavilion, Apollo Mill Compound,

Mahalaxmi, Mumbai 400 011.

CIN: L51900MH1981PLC025354

Tel. No. 022-2438 1300 Fax No. 022-6740 0988

Email: mca@ahaholdings.co.in

Website: www.idreamfilminfra.com



**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

**ANNEXURE - I**

**Form AOC-1**

**PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

[Pursuant to first proviso to Sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

(Information in respect of each subsidiary/ Associate Companies/ Joint Venture Companies to be presented with amounts in Rupees)

**Part "A": Subsidiaries** (Amount in INR)

1.	Name of the Subsidiary	AHA Parks Limited Wholly owned Subsidiary Company
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting period of the said subsidiary company is not different from the Holding Company.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Not Applicable
4.	Share Capital	Rs. 500,000
5.	Reserves and Surplus	Rs. (2,874,478)
6.	Total Assets	Rs. 22,599,261
7.	Total Liabilities	Rs. 22,599,261
8.	Investments	-
9.	Turnover	-
10.	Profit Before Taxation	Rs. (58,533)
11.	Provision for Taxation	-
12.	Profit After Taxation	Rs. (58,533)
13.	Proposed Dividend	-
14.	% of Shareholding	100%
15.	Contribution to the overall performance of the Company during the period under report.	Not applicable since the Company has not undertaken any business operations during the year under review.

**Notes:**

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

**Part B Associates and Joint Ventures**

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

The Company did not have any Associate Company or Joint Venture during the Financial Year 2015-16.

**Notes:**

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

**For and on behalf of the Board**

**IDream Film Infrastructure Company Limited**

**Santosh Apraj**  
Managing Director  
DIN: 05197998

**Lalitkumat Kothari**  
Director  
DIN: 07115770

**Shamika Kadam**  
Chief Financial Officer  
PAN: ATPPM9975J

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

**ANNEXURE - II**

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

**DETAILS OF LOANS AND INVESTMENTS:**

<b>Name of the Party</b>	<b>Nature &amp; Purpose of transactions</b>	<b>Amount at the beginning of the year</b>	<b>Transactions during the year</b>	<b>Balance at the end of the year</b>
AHA Holdings Pvt Ltd.	Loan Received	3,02,63,044	10,60,198	3,13,23,242
AHA Parks Ltd.	Loan Given	2,48,76,328	72,625	2,49,48,953

**DETAILS OF GUARANTEES GIVEN:**

<b>Name of the Party</b>	<b>Purpose for giving Corporate Guranatee</b>	<b>Amount of Guarantee</b>
N. A.	N. A.	N. A.

**For and on behalf of the Board**

**IDream Film Infrastructure Company Limited**

**Santosh Apraj**  
**Managing Director**  
**DIN: 05197998**

**Lalitikumat Kothari**  
**Director**  
**DIN: 07115770**

**Shamika Kadam**  
**Chief Financial Officer**  
**PAN: ATPPM9975J**

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

**ANNEXURE - III**

**NOMINATION & REMUNERATION POLICY**

**Charter Purpose**

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

**Membership and organization**

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

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

**Responsibilities**

The committee shall have the following responsibilities and authority:

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

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

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

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

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

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

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

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

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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### **Advisors**

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

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

- In retaining or seeking advice from compensation consultants, outside counsel and other advisors, the committee must take into consideration the recommendation of the Board in this regards.

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

### **Meetings and reports**

The committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities.

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

### **Compensation**

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

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

**Santosh Apraj**  
Managing Director  
DIN: 05197998

**Lalitkumat Kothari**  
Director  
DIN: 07115770

**Shamika Kadam**  
Chief Financial Officer  
PAN: ATPPM9975J

**Place: Mumbai**  
**Date: 11<sup>th</sup> August, 2016**

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

**ANNEXURE - IV**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016

**To**

**The Members**

**IDream Film Infrastructure Company Limited**

*(formerly known as Softbpo Global Services Limited)*

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Idream Film Infrastructure Company Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, i hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **IDream Film Infrastructure Company Limited** for the financial year ended on 31<sup>st</sup> March, 2016 as given in the Annexure, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period)
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period);

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the Audit period);
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period);

(vi) Since there is no business activity, there are no other laws applicable to the company during the audit period.

I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and made applicable w.e.f. 1<sup>st</sup> July, 2015;
- b. The Listing Agreement entered into by the Company with Bombay Stock Exchange read with Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations, 2015 made applicable w.e.f. December 01, 2015

During the period under review the Company has, in our opinion, complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. However, the website of the company is not updated as per Companies Act, 2013 and SEBI (Listing and Obligation Disclosure Requirements) Regulations, 2015 and Listing Agreement

#### **I further report that**

The Board of Directors of the Company comprises of Non-executive Directors including a Woman Director. Based on the representations made by the Officers of the Company, however, I have been given to understand that the Company is still in the process of searching for Company Secretary as Key Managerial Personnel pursuant to the requirements of Section 203 of the Companies Act, 2013. Due to Non-appointment of Company Secretary the appointment of Compliance officer as per Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations, 2015 have not been complied.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under report, the Company has not undertaken any event/ action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**MOUSHMI MEHTA**  
**PRACTICING COMPANY SECRETARY**  
**CP No. 10017**

**Place: Mumbai**

**Date : 9<sup>th</sup> August, 2016**

## ANNEXURE

### List of documents verified

1. Memorandum & Articles of Association of the Company;
2. Annual Report for the financial year ended 31<sup>st</sup> March 2016;
3. Minutes of the meetings of the Board of Directors along with Attendance Register held during the financial year under report;
4. Minutes of General Body Meetings held during the financial year under report;
5. Statutory Registers viz.
  - Register of Directors & Key Managerial Personnel and their Shareholding
  - Register of Contracts with Related Party and Contracts and Bodies etc. in which Directors' are interested
  - Register of loans, guarantees and security and acquisition made by the Company
  - Register of Charges
  - Register of Renewed and Duplicate Share Certificate
6. Declarations received from the Directors of the Company pursuant to the provisions of section 184 of the Companies Act, 2013 and other declarations/intimations received under the Act, the Listing Agreement and SEBI (Listing obligation and disclosure requirements) regulations, 2015;
7. Intimations received from Directors and Designated Employees under the Internal Code for Prevention of Insider Trading;
8. E-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report;
9. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.
- 10 Representation letter received from Management of the Company.

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED****ANNEXURE - V****EXTRACT OF ANNUAL RETURN**As on financial year ended on 31<sup>ST</sup> March 2016*[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS:**

CIN	L51900MH1981PLC025354
Registration Date	03/10/1981
Name of the Company	IDream Film Infrastructure Company Limited <i>(Formerly known as Softbpo Global Services Limited)</i>
Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
Address of the Registered office and contact details	Flat No B-4501& B-4601, Lodha Bellissimo, Lodha Pavilion, Apollo Mill Compound, Mahalaxmi, Mumbai-400011
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	Big Share Services Private Ltd. E/2-3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai 72. Tel.: 91-22 4043 0200 Fax: 022 2847 5207

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated: During the year under review, the Company did not undertake any business operations.

SI. No.	Name and Description of main Product / Services	NIC Code of the Product	% of Total turnover of the Company
1.	N. A.	N. A.	N. A.

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	<b>AHA Holdings Private Limited</b> 2nd Floor, Trade View Bldg., Oasis Complex, Kamala Mills Gate No. 4, Pandurang Budhkar Marg, Lower Parel, Mumbai -13.	U65990M H2000PTC 127298	Holding	60	Section 2(87)(ii)
2.	<b>AHA Parks Limited</b> 2nd Floor, Trade View Bldg., Oasis Complex, Kamala Mills Gate No. 4, Pandurang Budhkar Marg, Lower Parel, Mumbai -13.	U93000M H2002PLC 135478	Subsidiary	100	Section 2(87)(ii)

\*The Registered office addresses of AHA Holdings Private Limited and AHA Parks Limited were changed to '2nd Floor, Trade View Building, Oasis Complex, Kamala Mills, Gate No.4, Pandurang Budhkar Marg, Lower Parel, Mumbai 400013' with effect from 3<sup>rd</sup> June, 2016 and 20<sup>th</sup> July, 2016 respectively.



**IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

**i. CATEGORY-WISE SHARE HOLDING:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
(a) Individual / HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	90,000	-	90,000	60.00	90,000	-	90,000	60.00	0
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>90,000</b>	<b>-</b>	<b>90,000</b>	<b>60.00</b>	<b>90,000</b>	<b>-</b>	<b>90,000</b>	<b>60.00</b>	<b>0</b>
(2) Foreign									
(a) NRIs / Individuals	-	-	-	-	-	-	-	-	-
(b) Other Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>90,000</b>	<b>-</b>	<b>90,000</b>	<b>60.00</b>	<b>90,000</b>	<b>-</b>	<b>90,000</b>	<b>60.00</b>	<b>0</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks / FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others Specify	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non Institutions									
(a) Bodies Corp.	13,620	-	13,620	9.08	13,570	-	13,570	9.05	(0.03)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
I) Individual Shareholders Holding Nominal share Capital upto Rs. 1 lakh	43,850	1,780	45,630	30.42	38,400	1,780	40,180	26.79	(3.63)
ii) Individual Shareholders Holding Nominal share Capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others									
i) clearing member	500	-	500	0.33	6,000	-	6,000	4.00	3.67
ii) Non Residential Indians	250	-	250	0.17	250	-	250	0.17	-
<b>Sub-total (B)(2)</b>	<b>58,220</b>	<b>1,780</b>	<b>60,000</b>	<b>40.00</b>	<b>58,220</b>	<b>1,780</b>	<b>60,000</b>	<b>40.00</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>58,220</b>	<b>1,780</b>	<b>60,000</b>	<b>40.00</b>	<b>58,220</b>	<b>1,780</b>	<b>60,000</b>	<b>40.00</b>	<b>-</b>
C. Shares held by the custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>148,220</b>	<b>1,780</b>	<b>150,000</b>	<b>100.00</b>	<b>148,220</b>	<b>1,780</b>	<b>150,000</b>	<b>100.00</b>	<b>-</b>

## ii. SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged encumbered to total Shares	
1.	AHA Holdings Private Limited	90,000	60	-	90,000	60	-	0
	<b>Total</b>	<b>90,000</b>	<b>60</b>	<b>-</b>	<b>90,000</b>	<b>60</b>	<b>-</b>	<b>0</b>

iii. **CHANGE IN PROMOTERS' SHAREHOLDING:**

There is no change in Promoters shareholding during the Financial year 2015-16.

Sr. No.	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding During the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the year	90,000	60	90,000	60
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	-	-	-	-
	<b>At the End of the Year</b>	<b>90,000</b>	<b>60</b>	<b>90,000</b>	<b>60</b>

iv. **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sr. No.	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding During the year	
		No. of shares	% of the total Shares of the Company	No. of shares	% of the total Shares of the Company
1	<b>Yogesh Chandrakant Asher</b>				
	At the beginning of the year	7,350	4.90	7,350	4.90
	No Change during the year	-	-	7,350	-
	At the end of the year	7,350	4.90	7,350	4.90
2	<b>Arwa Umesh</b>				
	At the beginning of the year	5,500	3.67	5,500	3.67
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)				
	Sale on 4 <sup>th</sup> March 2016	5,500	0	0	0
	At the End of the Year	0	0	0	0
3	<b>Integrated Master Securities Pvt Ltd.</b>				
	At the beginning of the year	0	0	0	0
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)				
	Acquisition 4 <sup>th</sup> March 2016	5,500	3.67	5,500	3.67
	At the End of the Year	5,500	3.67	5,500	3.67

Sr. No.	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding During the year	
		No. of shares	% of the total Shares of the Company	No. of shares	% of the total Shares of the Company
4	<b>Anju Advisory Services Pvt Ltd.</b>				
	At the beginning of the year	4,890	3.26	4,890	3.26
	No Change during the year	-	-	4,890	3.26
	At the end of the year	4,890	3.26	4,890	3.26
5	<b>Santosh Narayani Rathi</b>				
	At the beginning of the year	4,650	3.10	4,650	3.10
	No Change during the year	-	-	4,650	3.10
	At the end of the year	4,650	3.10	4,650	3.10
6	<b>Chander Sagar Kumbhat</b>				
	At the beginning of the year	2,400	1.60	2,400	1.60
	No Change during the year	-	-	2,400	1.60
	At the End of the Year	2,400	1.60	2,400	1.60
7	<b>Globe Capital Market Ltd.</b>				
	At the beginning of the year	2,150	1.43	2,150	1.43
	Date wise Increase /Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): Transfer on 10 <sup>th</sup> July, 2016 of 50 Equity Shares	2,100	1.40	2,100	1.40
	At the End of the Year	2,100	1.40	2,100	1.40
8	<b>Brain Search Consultants Private Limited</b>				
	At the beginning of the year	1,010	0.67	1,010	0.67
	No Change during the year	-	-	1,010	0.67
	At the End of the Year	1,010	0.67	1,010	0.67
9	<b>Sharekhan</b>				
	At the beginning of the year	950	0.63	950	0.63
	No Change during the year	-	-	950	0.63
	At the End of the Year	950	0.63	950	0.63
10	<b>Ramilaben Premchand Kataria</b>				
	At the beginning of the year	900	0.60	900	0.60
	No Change during the year	-	-	900	0.60
	At the End of the Year	900	0.60	900	0.60
11	<b>Neeta Himanshu Kamdar</b>				
	At the beginning of the year	900	0.60	900	0.60
	No Change during the year	-	-	900	0.60
	At the End of the Year	900	0.60	900	0.60
12	<b>Rupesh Mahendra Gal</b>				
	At the beginning of the year	900	0.60	900	0.60
	No Change during the year	-	-	900	0.60
	At the End of the Year	900	0.60	900	0.60

v. **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As on 31<sup>st</sup> March, 2016, none of the Directors and Key Managerial Personnel of the Company hold shares in the Company and therefore disclosure under this head is not applicable to the Company.

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding During the year	
	No. of shares	% of the total Shares of the Company	No. of shares	% of the total Shares of the Company
<b>For each of the Directors and KMP</b>				
<b>At the beginning of the year</b>	-	-	-	-
Date wise Increase /Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
<b>At the End of the Year</b>	-	-	-	-

V **INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	30,236,251	-	30,236,251
ii) Interest Due but not paid	-	-	-	-
iii) Interest accrued but not due	-	26,793	-	26,793
<b>Total (i+ii+iii)</b>	-	<b>30,263,044</b>	-	<b>30,263,044</b>
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
Addition	-	960,000	-	960,000
Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	31,223,044	-	31,223,044
ii) Interest Due but not paid	-	-	-	-
iii) Interest accrued but not due	-	100,198	-	100,198
<b>Total (i+ii+iii)</b>	-	<b>31,323,242</b>	-	<b>31,323,242</b>

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

Mr. Santosh Rajaram Apraj, Managing Director is not in receipt of remuneration from the Company.

	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
		<b>Mr. Santosh Rajaram Apraj, Managing Director</b>	
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as% of profit	-	-
	- others, specify	-	-
5	Others, Please specify	-	-
	<b>Total (A)</b>	-	-
	<b>Ceiling as per the Act</b>	-	-

**B. REMUNERATION TO OTHER DIRECTORS:**

During the year under review, Independent Directors were not paid remuneration except the sitting fees for attending the meetings of Board and committees thereof.

Particulars of Remuneration	Name of Directors		Total Amount
	Amola Patel	Lalitkumar Kothari	
<b>1. Independent Directors</b>			
Fee for attending board / committee meetings	20,000	70,000	90,000
Commission	0	0	0
Others, Please Specify	0	0	0
<b>Total (1)</b>	<b>20,000</b>	<b>70,000</b>	<b>90,000</b>
<b>2. Other Non-Executive Directors</b>	<b>Suri Gopalan</b>		
Fee for attending board / committee meetings	-	-	-
Commission	-	-	-
Others, Please Specify	-	-	-
Total (2)	-	-	-
Total (B)=(1+2)	-	-	-
Total Managerial Remuneration	-	-	-
Overall Ceiling as per the Act	N. A.	N. A.	N. A.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

Particulars of Remuneration	Key Managerial Personnel	
	Shamika Umesh Kadam (CFO)	Total
1 Gross Salary		
a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-
b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-
c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-
2 Stock Option		
3 Sweat Quantity		
4 Commission		
- as % of profit		
- others, specify		
5 Others, Please Specify	2,500	2,500
<b>Total</b>	<b>2,500</b>	<b>2,500</b>

**VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / Court)	Appeal made if any (give Details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers in Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board

Santosh Apraj  
Managing Director  
DIN: 05197998

Lalitikumat Kothari  
Director  
DIN: 07115770

Shamika Kadam  
Chief Financial Officer  
PAN: ATPPM9975J

Place: Mumbai  
Date: 11<sup>th</sup> August, 2016

## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

### **ANNEXURE - VI**

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

The following Management Discussion and Analysis Report has been prepared in accordance with the Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a view to provide an analysis of the business and financial statements of the Company for the F.Y. 2015-16, hence it should be read in conjunction with the respective financial statements and notes thereon. The Company's management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the Company's state of affairs and profits for the year. Investors are cautioned that this discussion contains forward looking statements that involve risks and uncertainties. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

#### *Business Overview:*

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

#### *Economic Outlook:*

The Indian media & entertainment sector is expected to grow at a Compound Annual Growth Rate (CAGR) of 13.9 per cent year-on-year to reach Rs 196,400 crores (US\$ 29.11 billion) by 2019.

In 2015, the overall Media and Entertainment industry grew 11.7 per cent over 2014. The country has emerged as the fastest growing major economy and a safe haven for long-term growth, due to improvement in the macro-economic situation.

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

#### *Business Outlook:*

The Company has incurred a loss of INR 1,063,692 in the financial year 2015-16. Further, Company is making efforts to recommence its core business activities.

The Foreign Direct Investment (FDI) inflows in the Information and Broadcasting (I&B) sector (including Print Media) in the period April 2000 – March 2016 stood at US\$ 4.98 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).

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

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

#### *Risk Management:*

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



## **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

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### *Financial Performance:*

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

### *Opportunities and Threats:*

Due to changing demographics and economic conditions in India, coupled with consumers willing to spend more on a variety of leisure and entertainment services, the filmed entertainment business is set to grow in the years to come. With a proliferation of television channels and new platforms of delivery available today, there is a significant demand for quality programming in a variety of genres, formats and languages, putting content providers in the television space in an extremely favorable position. The Company is exposed to specific risks that are particular to its businesses and the environment within which it operates, including competition risk, interest rate volatility, human resource risk, execution risk and economic cycle.

### *Outlook:*

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

# Auditors Report

To

**The Members of**

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

**Report on the Standalone Financial Statement**

We have audited accompanying financial statements of **IDream Film Infrastructure Company Limited** (Formerly known as Softbpo Global Services Limited) (“the Company”), which comprise the Balance Sheet as at March 31<sup>st</sup>, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

**Management' Responsibility for the Standalone Financial Statements**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into Account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

### Emphasis of Matter:

We draw attention to note number 4(1) of the financial statements, the Company has incurred net losses in the past years and in current year also. The Company has accumulated losses which exceed its net worth at the balance sheet date resulting in negative net worth. However, the financial statements have been prepared on going concern basis in view of the undertaking from its holding company for continuous financial support. Our opinion is not modified in respect of above matter.

### Other Matters

According to information and explanation given to us, the Company has not been able to appoint full time company secretary as per Section 203 of the Companies Act, 2013. However, we are informed that management is under process of appointing a Company Secretary in due course of time.

### Report on other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss and

Cash Flow Statement dealt with by this report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors, as on March 31, 2016 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014; in our opinion and to the best of our information and according to the explanations given to us:
  1. The Company did not have any pending litigations as at March 31, 2016 which would impact its financial position;
  2. The Company did not have any long-term contracts including derivative contracts as at March 31, 2016;
  3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

### For Kanu Doshi Associates

Chartered Accountants

Firm Registration Number: 104746W/W100096

### Arati Parmar

Partner

Membership No: 102888

Place: Mumbai

Date: May 26, 2016

# Annexure A to Auditor's Report

(Referred to in paragraph 3 of Report on Other Legal and Regulatory Requirements of our Report of even date on the accounts of **IDREAM FILM INFRASTRUCTURE COMPANY LIMITED (Formerly known as SOFTBPO GLOBAL SERVICES LIMITED)** for the year ended 31<sup>st</sup> March 2016)

- (i) The Company does not have any fixed assets. Hence the question of maintaining proper records, carrying out physical verification and disposing off a substantial part of the fixed assets does not arise.
- (ii) The Company does not have any inventory. Hence the question of carrying out physical verification and maintaining proper records does not arise.
- (iii) As per information and explanations given to us, the Company has not granted loan, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the sub-clause (a) and (b) of clause (iii) are not applicable to the Company.
- (iv) The Company has not granted any loans or made any investments, or provided any guarantees or security as referred to Section 185 and 186 of the Companies Act, 2013. Therefore, the provision of clause 3(iv) of the said Order are not applicable to the Company.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (vi) The Central Government of India has not specified the maintenance of cost records under section 148 (1) of the Companies Act, 2013:
- (vii) a) According to the information and explanations given to us and on the basis of records produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth Tax, custom duty, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31<sup>st</sup> March, 2016 for a period of more than six months from the date they became payable.
  - b) There are no dues in respect of Income Tax, Service tax, and cess that have not been deposited with appropriate authorities on account of any dispute.
- (viii) As the Company does not have any loans or borrowings from any financial institutions or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of clause 3(viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised any moneys by way of public issue, further public offer (including debt instruments) and term loans. Accordingly, the provisions of clause 3(ix) is not applicable
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) The managerial remuneration paid by the company is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The company is not a Nidhi Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, provisions of clause 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

***For Kanu Doshi Associates LLP***

Chartered Accountants

Firm Reg. No: 104746W/

W100096

**Arati Parmar**

Place: Mumbai

Partner

Date: 26<sup>th</sup> May, 2016

Membership No: 102888

# Annexure B to Auditor's Report

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

We have audited the internal financial controls over financial reporting of **IDream Film Infrastructure Company Limited (Formerly known as Softbpo Global Services Limited)** ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

### **Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of

he company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

***For Kanu Doshi Associates***

Chartered Accountants

Firm Reg. No: 104746W/W100096

**Arati Parmar**

Partner

Membership No: 102888

Place: Mumbai

Date: 26<sup>th</sup> May, 2016

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

Balance Sheet as at March 31, 2016

(Currency: Indian Rupees)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
<b>I EQUITIES AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	2 (1)	1,500,000	1,500,000
(b) Reserves and surplus	2 (2)	(32,953,250)	(31,889,558)
		<b>(31,453,250)</b>	<b>(30,389,558)</b>
<b>(2) Current Liabilities</b>			
(a) Short-term borrowings	2 (3)	31,323,242	30,263,044
(b) Trade payables	2 (4)	195,628	157,282
(C) Other current liabilities	2 (5)	35,432	25,480
		<b>31,554,302</b>	<b>30,445,806</b>
<b>TOTAL</b>		<b>101,052</b>	<b>56,248</b>
<b>II ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Non-current investments	2 (6)	-	-
(b) Long-term loans and advances	2 (7)	38,872	38,872
(c) Other Non-current assets	2 (8)	22,603	10,259
		<b>61,475</b>	<b>49,131</b>
<b>(2) Current Assets</b>			
(a) Cash and Cash Equivalents	2 (9)	32,159	7,117
(b) Short-term loans and advances	2 (10)	7,418	-
		<b>39,577</b>	<b>7,117</b>
<b>TOTAL</b>		<b>101,052</b>	<b>56,248</b>

*See accompanying notes to the financial statements, as under*

Significant Accounting Policies	1
Notes to the Balance Sheet	2
Other Notes	4

In terms of our report of even date  
**For Kanu Doshi Associates LLP**  
Chartered Accountants  
Firm Regn No: 104746W/W100096

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

**Arati Parmar**  
*Partner*  
Membership No: 102888  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Santosh Apraj**  
Managing Director  
DIN: 05197998  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Lalitkumar Kothari**  
Director  
DIN: 07115770

**Shamika Kadam**  
Chief Financial Officer



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

**Statement of Profit & Loss for the year ended March 31, 2016**

(Currency: Indian Rupees)

Particulars	Note No.	Year ended March 31, 2016	Year ended March 31, 2015
I Other Income	3 (1)	5,625	362
<b>Total Revenue</b>		<b>5,625</b>	<b>362</b>
II Expenses			
Finance Cost	3 (2)	111,331	29,955
Other expenses	3 (3)	885,361	718,938
<b>Total Expenses</b>		<b>996,692</b>	<b>748,938</b>
<b>Loss before exceptional and extraordinary items and tax</b>		<b>(991,067)</b>	<b>(748,576)</b>
Exceptional Items	4(7)	72,625	15,362
III Profit before tax		<b>(1,063,692)</b>	<b>(763,938)</b>
IV Tax Expenses :		-	-
V Profit / (Loss) for the period from continuing operations		<b>(1,063,692)</b>	<b>(763,938)</b>
VI Profit / (Loss) from discontinuing operations		-	-
VII Tax expense of discontinuing operations		-	-
VIII Profit / (Loss) from discontinuing operations (after tax)		-	-
<b>IX Profit / (Loss) for the year</b>		<b>(1,063,692)</b>	<b>(763,938)</b>

X Earning per equity share:	3 (3)		
(1) Basic		(7.09)	(5.09)
(2) Diluted		(7.09)	(5.09)

*See accompanying notes to the financial statements, as under*

Significant Accounting Policies	1		
Notes to the Statement of Profit and Loss	3		
Other Notes	4		

In terms of our report of even date  
**For Kanu Doshi Associates LLP**  
Chartered Accountants  
Firm Regn No: 104746W/W100096

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

**Arati Parmar**  
Partner  
Membership No: 102888  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Santosh Apraj**  
Managing Director  
DIN: 05197998  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Lalitkumar Kothari**  
Director  
DIN: 07115770

**Shamika Kadam**  
Chief Financial Officer

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

**Cash Flow Statement for the year ended March 31, 2016**

(Currency: Indian Rupees)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
<b>A. <u>Cash Flow from Operating Activities</u></b>		
Net Profit before taxation	(1,063,692)	(763,938)
<b>Operating Profit before Working Capital changes</b>	<b>(1,063,692)</b>	<b>(763,938)</b>
<u>Adjustments for:</u>		
Provision for loans & advances & Investments	72,265	15,362
(Increase) / Decrease in Other Non Current Assets	(12,344)	(10,259)
Increase / (Decrease) in Trade payables	38,346	113,753
(Increase) / Decrease in Short Term Loans and Advances	(7,418)	-
Increase / (Decrease) in Other Current Liabilities	9,952	17,858
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(962,531)</b>	<b>(627,224)</b>
Income tax Paid	-	-
<b>Net Cash inflow from / (outflow) from Operating activities</b>	<b>(962,531)</b>	<b>(627,224)</b>
<b>B. <u>Cash Flow from Investing Activities</u></b>		
Loan Given to AHA Parks Ltd.	(67,000)	(15,000)
Interest Receivable	(5,625)	(362)
<b>Net Cash inflow from / (outflow) from Investing activities</b>	<b>(72,625)</b>	<b>(15,362)</b>
<b>C. <u>Cash Flow From Financing Activities</u></b>		
Loan from Holding Company		
Loan received from AHA Holdings Private Limited	960,000	615,000
Interest Payable	100,198	26,793
<b>Net Cash inflow from / (outflow) from Financing activities</b>	<b>1,060,198</b>	<b>641,793</b>
<b>Net Increase / (decrease) in cash and cash equivalents</b>	<b>25,042</b>	<b>(793)</b>
<b>Opening Cash and Cash Equivalents</b>		
Cash in hand	660	660
Bank balances in Current Account	6,457	7,250
	<b>7,117</b>	<b>7,910</b>
<b>Closing Cash and Cash Equivalents</b>		
Cash in hand	660	660
Bank balances in Current Account	31,499	6,457
	<b>32,159</b>	<b>7,117</b>

**Note:**

- Cash & Cash Equivalents includes Cash in Hand, Bank Balances.
- The above cash flow has been prepared under the Indirect method as set out in Accounting Standards-3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006
- Previous year's figures have been Re-grouped/ Re-arranged, wherever considered necessary.

In terms of our report of even date  
**For Kanu Doshi Associates LLP**  
Chartered Accountants  
Firm Regn No: 104746W/W100096

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

**Arati Parmar**  
Partner  
Membership No: 102888  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Santosh Apraj**  
Managing Director  
DIN: 05197998  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Lalitkumar Kothari**  
Director  
DIN: 07115770

**Shamika Kadam**  
Chief Financial Officer

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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

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**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES:**

(To the extent applicable to the company)

**1. System of Accounting:**

The accounts have been prepared on the basis of Going Concern concept and under the historical cost convention. The Company adopts accrual basis in preparation of its accounts to comply in all material aspects with applicable Indian Generally Accepted Accounting principles (GAAP). GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

**2. Use of Estimates:**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the period in which the results are known/materialised.

**3. Revenue Recognition:**

Trading revenues and other revenues are recognized on the basis of actual sales.

Interest on deployment of funds is recognized on accrual basis.

**4. Cash and Cash Equivalent:**

Cash & Cash Equivalents includes Cash in Hand & Bank Balances.

**5. Investments:**

Investments in Subsidiary Company is long term and are valued at cost. The dividends if any declared by such subsidiaries are recognized as income. Provision is made to recognise any diminution other than temporary in the value of such investments. Current investments are carried at lower of cost or fair value.

**6. Borrowing Cost:**

Interest accrued on loan for acquiring assets is capitalised till the date the assets are put to use.

**7. Provision for Current and Deferred Tax:**

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

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

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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

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**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES:**

(To the extent applicable to the company)

**8. Earnings per Share:**

In determining earnings per share, the company considers the net profit after tax and includes the post-tax effect of any extra-ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

**9. Impairment of Assets:**

At the end of each accounting period, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with AS 28 on "Impairment of Assets" issued by the ICAI. An impairment, loss is charged to the Profit and Loss account in the period in which, as asset an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

**10. Contingencies / Provisions:**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

**11. Cash Flow Statement:**

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information .

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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

**NOTE 2: Notes to the Balance Sheet**

**2(1) - SHARE CAPITAL**

**a. Details of authorised, issued and subscribed share capital**

(Currency : Indian Rupees)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Authorised Capital</b> 65,00,000 (P.Y. 65,00,000) Equity Shares of Rs. 10/- each	65,000,000	65,000,000
<b>Issued Capital</b> 1,50,000 (P.Y. 1,50,000) Equity Shares of Rs. 10/- each	1,500,000	1,500,000
<b>Subscribed and Fully Paid up</b> 1,50,000 (P.Y. 1,50,000) Equity Shares of Rs. 10/- each	1,500,000	1,500,000
	<b>1,500,000</b>	<b>1,500,000</b>

**b. Details of shareholders holding more than 5% of Share Capital in the Company**

**Information on Shareholders**

Particulars	March 31, 2016		March 31, 2015	
	No. of Equity held	Percentage	No. of Equity held	Percentage
AHA Holdings Private Limited (Holding Company)	90,000	60.00%	90,000	60.00%

**c. Reconciliation of number of Shares**

**Equity Shares**

Particulars	March 31, 2016		March 31, 2015	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	150,000	150,000	150,000	150,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	150,000	150,000	150,000	150,000

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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

**NOTE 2: Notes to the Balance Sheet (Contd.)**

**d. Terms/rights attached equity shares**

The Company has only One class of Equity Share having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to One vote per share. In the event of Liquidation of the company, the holder of Equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**2(2) - RESERVES AND SURPLUS**

(Currency : Indian Rupees)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>a. Securities Premium Account</b>		
Opening Balance	1,000,000	1,000,000
Closing Balance	1,000,000	1,000,000
<b>b. Surplus</b>		
Opening balance	(32,889,558)	(32,125,620)
Add: Net Profit / (Net Loss) for the current year	(1,063,692)	(763,938)
Closing Balance	(33,953,250)	(32,889,558)
<b>TOTAL</b>	<b>(32,953,250)</b>	<b>(31,889,558)</b>

**2(3) - SHORT TERM BORROWINGS**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>(a) Loans and advances from related parties*</b>		
From Holding Company [Refer note 4(3) of Notes to Accounts]	31,323,242	30,263,044
<b>TOTAL</b>	<b>31,323,242</b>	<b>30,263,044</b>

**2(4) - TRADE PAYABLES**

Particulars	As at March 31, 2016	As at March 31, 2015
(a) Trade Payables	195,268	157,282
<b>TOTAL</b>	<b>195,268</b>	<b>157,282</b>

**2(5) - OTHER PAYABLES**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>a. Other current liabilities</b>		
Statutory Liabilities	35,432	25,480
<b>TOTAL</b>	<b>35,432</b>	<b>25,480</b>

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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

**NOTE 2: Notes to the Balance Sheet (Contd.)**

**2(6) - NON CURRENT INVESTMENTS**

(Currency : Indian Rupees)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Investments in Equity Instruments of Wholly Owned Subsidiary Companies</b>		
<b>Unquoted</b>		
<b>Not Trade Investment (At Cost)</b>		
50,000 (Previous year 50,000) shares of Rs 10/- each of AHA Parks Limited	500,000	500,000
Less: Provision for diminution	(500,000)	(500,000)
<b>TOTAL</b>	-	-

**2(7) - LONG TERM LOANS AND ADVANCES**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured Considered good</b>		
Income Tax Payments	38,872	38,872
<b>TOTAL</b>	38,872	38,872

**2(8) - OTHER NON CURRENT ASSETS**

Particulars	As at March 31, 2016	As at March 31, 2015
Service tax input credit on reverse charge	22,603	10,259
<b>TOTAL</b>	22,603	10,259

**2(9) - CASH AND BANK BALANCES**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Cash and Cash Equivalents</b>		
a. Balances with Banks with Current Accounts	31,499	6,457
b. Cash in Hand	660	660
<b>TOTAL</b>	32,159	7,117

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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

**NOTE 2: Notes to the Balance Sheet (Contd.)**

**2(10)- SHORT-TERM LOANS AND ADVANCES**

(Currency : Indian Rupees)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured, Considered good</b>		
Loan to Subsidiary [(Refer to Note 4(3))]	24,958,953	24,876,328
Less : Provision for doubtful debt	(24,958,953)	(24,876,328)
Trad Advances	1,621	-
Prepaid Expenses	5,797	-
<b>TOTAL</b>	<b>7,418</b>	<b>-</b>

**2(11) CONTINGENT LIABILITIES TO THE EXTENT NOT PROVIDED FOR :**

Particulars	As at March 31, 2016	As at March 31, 2015
Bond in favour of The President of India for purpose of import and/or sourcing of Capital goods indigenously for the operations of the Company without payment of Customs duty and/or Central Excise	1,194,000	1,194,000

**2(12) DEFERRED INCOME TAX**

On the basis of prudence, no recognition of the Deferred Tax Assets of Rs.5,06,760/- (PY Rs.3,98,678) for the accumulated losses has been made, as the realisation of the said assets is not virtually certain.

**NOTE 3: Notes to the Statement of Profit and Loss**

**3(1) Other Income :**

Particulars	As at March 31, 2016	As at March 31, 2015
Interest Income	5,625	362
<b>TOTAL</b>	<b>5,625</b>	<b>362</b>

**3(2) Finance Cost :**

Particulars	As at March 31, 2016	As at March 31, 2015
Interest on Loan	111,331	29,955
<b>TOTAL</b>	<b>111,331</b>	<b>29,955</b>



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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

**NOTE 3: Notes to the Statement of Profit and Loss (Contd.)**

**3(3) - OTHER EXPENSES**

(Currency : Indian Rupees)

Particulars	As at March 31, 2016	As at March 31, 2015
Statutory Audit Fees	52,509	47,690
Advertisement and Publicity	82,176	59,145
Bank Charges	252	112
Custodial Fees	10,305	6,741
Director Sitting Fees	90,000	83,000
Domain Registration Fees	2,218	2,330
Interest on Late Payment	1,091	-
Professional fees	327,049	340,115
Listing Fees	224,720	112,360
Penalty on Service Tax	4,000	-
Postage & Telegram	-	1,502
Printing and Stationeries	27,391	24,696
Profession Tax	2,500	2,500
Registration and Filing Fees	14,080	11,318
Share Transfer Fees	46,170	27,473
<b>TOTAL</b>	<b>885,361</b>	<b>718,983</b>

**3(4) - EARNINGS PER EQUITY SHARES**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Basic Earnings per Share</b>		
Profit/(Loss) attributable to Equity shareholders	(1,063,692)	(763,938)
<b>Number of Shares</b>	150,000	150,000
<b>Face value per Share</b>	10	10
<b>Basic Earnings per Share</b>	(7.09)	(5.09)
<b>Diluted Earnings per Share</b>	(7.09)	(5.09)

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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

**NOTE 4 : OTHER NOTES TO THE ACCOUNTS**

1 It may be noted that the IDream Film Infrastructure Company Limited has incurred losses in the past years and current year. The accumulated losses exceed its net worth at the balance sheet date resulting in negative net worth. However the accounts are prepared on going concern basis in view of undertaking from its Holding company for continuous financial support.

2 There is no business activity in current year in the company, hence there is no reporting segment as per AS-17.

**3 Related Party Disclosures:**

**I Names of the Related Parties and description of Relationship**

**a) Key Management Personnel**

Mr. Suri Gopalan (Director)  
Mrs. Amola Patel (Director)  
Mr. Santosh Apraj (Managing Director)  
Mr. Lalitkumar Kothari (Director)  
Mrs. Shamika Kadam (CFO)

**b) Subsidiary Company**

AHA Parks Ltd.

**c) Holding Company**

AHA Holdings Pvt. Ltd

**II Transactions with related parties referred to in (I) above in the ordinary course of business:**

Nature of transaction	Referred in	Referred in	Referred in
	I (a) above	I (b) above	I (c) above
	Rs.	Rs.	Rs.
Investments in Subsidiary (Opening Balance)	-	500,000	-
	-	(500,000)	-
Less: Provision made	-	(500,000)	-
	-	(500,000)	-
Balance as at year end	-	-	-
	-	-	-
Loan to Subsidiary (Net) (Opening Balance)	-	24,876,328	-
	-	(24,785,966)	-
Add: Given during the year	-	67,000	-
	-	(15,362)	-
Less: Provision made	-	24,943,328	-
	-	(24,876,328)	-
Balance as at year end	-	-	-
	-	-	-
Loan from Holding Company (Opening Balance)	-	-	30,263,044
	-	-	(29,621,251)
Add: taken during the year	-	-	1,060,198
	-	-	(641,793)
Balance as at year end	-	-	31,323,044
	-	-	(30,263,044)

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

**Accompanying notes to the financial statements for the year ended March 31, 2016**

**NOTE 4 : OTHER NOTES TO THE ACCOUNTS**

Nature of transaction	Referred in I (a) above  Rs.	Referred in I (b) above  Rs.	Referred in I (c) above  Rs.
<b>Interest Expense</b>			
Loan from Holding Company	-	-	111,331 (29,955)
<b>Interest Income</b>			
Loan from Subsidiary	-	5,625 (362)	-
<b>Remuneration to CFO</b>			
Mrs. Shamika Kadam	2,500	-	-
	-	-	-
<b>Directors Sitting Fees</b>			
Mrs Amola Patel	20,000 (28,000)	-	-
Vinod Kumar	-	-	-
	(50,000)	-	-
Mr. Lalitkumar Kothari	70,000	-	-
	(5,000)	-	-

Note :

- 1) Related parties are being recognised/ identified by the management and relied upon by the auditors.
- 2) Previous Year's figures are given in bracket.
- 4 Trade Payables and Loans and Advances are subject to confirmation and reconciliation, if any.
- 5 In terms of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006 the outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of information about registration of the enterprise under the above Act, the required information could not be furnished. In view of above and in absence of relevant information the Auditors have relied upon the same.
- 6 The company has invested Rs. 5,00,000 in equity shares of its wholly owned subsidiary AHA Parks Private Limited and also given a loan of Rs. 2,49,48,953 to its subsidiary. Networth of the subsidiary company has been fully eroded therefore the Company has made provision for the above totalling to Rs. 2,54,48,953.
- 7 In the opinion of the board, the Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all known Liabilities and for Depreciation is adequate and not in excess of the amount reasonably necessary.
- 8 Previous year's figures have been regrouped/recast wherever necessary.
- 9 Figures are rounded off to the nearest of Rupee.

In terms of our report of even date  
**For Kanu Doshi Associates LLP**  
Chartered Accountants  
Firm Regn No: 104746W/W100096

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

**Arati Parmar**  
*Partner*  
Membership No: 102888  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Santosh Apraj**  
Managing Director  
DIN: 05197998  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Lalitkumar Kothari**  
Director  
DIN: 07115770

**Shamika Kadam**  
Chief Financial Officer

# Consolidated Auditors Report

To

**The Member of**

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

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **IDream Film Infrastructure Company Limited (Formerly Known as Softbpo Global Services Limited) (“the Holding Company”)** and its subsidiary (the Holding Company and its subsidiary constitute 'the Group'), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”)

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors are responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the respective assets of the Companies included in the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of these consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these

consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2016;
- b) in the case of the consolidated Profit and Loss Account, of the loss for the year ended on that date; and
- c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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### Emphasis of Matter:

1. We draw attention to note number 4(2) of the consolidated financial statements which describes the Capital Expenditure and Advances made for Theme Park and Family Entertainment Centre. Since there is no further development in the said project, we are unable to comment on recoverability of the said advances and availability of future economic benefits from the expenditure incurred.
2. We draw attention to note number 4(5) of the consolidated financial statements, the company has incurred net losses in the past years and in current year also. The Company has accumulated losses which exceed its net worth at the balance sheet date resulting in negative net worth. However, the financial statements have been prepared on going concern basis in view of the undertaking from its holding company for continuous financial support. The company's ability to continue as going concern significantly depends on its ability to successfully implement the Theme Park and Family Entertainment Centre Project.

Our opinion is not modified in this matter.

### Other Matters

According to information and explanation given to us, the Company has not been able to appoint full time company secretary as per Section 203 of the Companies Act, 2013. However, we are informed that management is under process of appointing a Company Secretary in due course of time.

### Report on other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company and Subsidiary Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and Subsidiary Company, none of the directors of the Group companies is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014; in our opinion and to the best of our information and according to the explanations given to us:
  1. The Group does not have any pending litigation which would impact its financial position.
  2. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  3. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Group.

### For Kanu Doshi Associates LLP

Chartered Accountants

Firm Registration Number.: 104746W/W100096

### Arati Parmar

Partner

Membership No.: 102888

Place: Mumbai

Date: May 26, 2016

# Annexure A to Auditor's Report

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

In conjunction with our audit of the Company as of and for the year ended March 31, 2016, We have audited internal financial controls over financial reporting of **IDream Film Infrastructure Company Limited (Formerly Known as Softpo Global Services Limited)** (hereinafter referred as "the Holding Company" and its subsidiary company), which are companies incorporated in India, as of that date.

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

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

### **Auditors' Responsibility**

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

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

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

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

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

## IDREAM FILM INFRASTRUCTURE COMPANY LIMITED

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the *internal* control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

***For Kanu Doshi Associates LLP***  
Chartered Accountants  
Firm Reg. No: 104746W/W100096

Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Arati Parmar**  
Partner  
Membership No: 102888

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

**Consolidated Balance Sheet as at March 31, 2016**

(Currency: Indian Rupees)

<b>Particulars</b>	<b>Note No.</b>	<b>As at March 31, 2016</b>	<b>As At March 31, 2015</b>
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	2 (1)	1,500,000	1,500,000
(b) Reserves and surplus	2 (2)	(10,378,775)	(9,329,175)
		(8,878,775)	(7,829,175)
<b>(2) Current liabilities</b>			
(a) Short-term borrowings	2 (3)	31,323,242	30,263,044
(b) Trade payables	2 (4)	220,414	181,639
(C) Other current liabilities	2 (5)	35,432	25,480
		31,579,088	30,470,163
<b>TOTAL</b>		<b>22,700,313</b>	<b>22,640,988</b>
<b>II ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Fixed Assets			
i) Capital work-in progress		22,343,556	20,443,073
		22,343,556	20,443,073
(b) Long-term loan and advances	2 (6)	254,324	2,154,807
(c) Other Non-current assets	2 (7)	47,230	32,789
		301,555	2,187,597
<b>(2) Current Assets</b>			
(a) Cash and Bank Balances	2 (8)	47,784	10,318
(b) Short Term Loan & Advances	2 (9)	7,418	-
		55,202	10,318
<b>TOTAL</b>		<b>22,700,313</b>	<b>22,640,988</b>

*See accompanying notes to the financial statements, as under*

Significant Accounting Policies	1
Notes to the Consolidated Balance Sheet	2
Other Notes	4

In terms of our report of even date  
**For Kanu Doshi Associates LLP**  
Chartered Accountants  
Firm Regn No: 104746W/W100096

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

**Arati Parmar**  
*Partner*  
Membership No: 102888  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

<b>Santosh Apraj</b> Managing Director DIN: 05197998 Place: Mumbai Date: 26 <sup>th</sup> May, 2016	<b>Lalitkumar Kothari</b> Director DIN: 07115770	<b>Shamika Kadam</b> Chief Financial Officer
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**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**

**Consolidated Statement of Profit & Loss for the year ended March 31, 2016**

(Currency: Indian Rupees)

Particulars	Note No.	Year ended March 31, 2016	Year ended March 31, 2015
I Other income	3 (1)	2,097	2,281
<b>II Total Revenue</b>		<b>2,097</b>	<b>2,281</b>
III Expenses :			
Finance Cost	3 (2)	111,331	30,317
Other expenses	3 (3)	940,366	773,334
<b>Total Expenses</b>		<b>1,051,697</b>	<b>803,651</b>
IV Profit before tax		(1,049,600)	(801,370)
V Tax Expenses :		-	
VI Profit / (Loss) for the period from continuing operations		(1,049,600)	(801,370)
VII Profit / (Loss) from discontinuing operations (after tax)		-	
<b>VIII Profit / (Loss) for the year</b>		<b>(1,049,600)</b>	<b>(801,370)</b>
IX Earning per equity share:	3 (4)		
(1) Basic		(7.00)	(5.34)
(2) Diluted		(7.00)	(5.34)

*See accompanying notes to the financial statements, as under*

Significant Accounting Policies	1
Notes to the Consolidated Statement of Profit and Loss	3
Other Notes	4

In terms of our report of even date  
**For Kanu Doshi Associates LLP**  
Chartered Accountants  
Firm Regn No: 104746W/W100096

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

**Arati Parmar**  
Partner  
Membership No: 102888  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

<b>Santosh Apraj</b> Managing Director DIN: 05197998 Place: Mumbai Date: 26 <sup>th</sup> May, 2016	<b>Lalitikumar Kothari</b> Director DIN: 07115770	<b>Shamika Kadam</b> Chief Financial Officer
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**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
**(Formerly known as Softbpo Global Services Limited)**

**Consolidated Cash Flow Statement for the year ended March 31, 2016**

(Currency: Indian Rupees)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before taxation	(1,049,600)	(801,370)
<u>Adjustments for:</u>		
Interest received	(2,097)	(2,281)
<b>Operating Profit before Working Capital Changes</b>	<b>(1,051,697)</b>	<b>(803,651)</b>
<u>Adjustments for:</u>		
(Increase) / Decrease in Long-term loans and advances	1,900,483	(240,495)
(Increase) / Decrease in Non-current assets	-	(1,919)
(Increase) / Decrease in Short-term loans and advances	(7,418)	-
(Increase) / Decrease in Other current assets	(14,441)	(10,259)
Increase / (Decrease) in Trade payables	38,775	117,885
Increase / (Decrease) in Other Current liabilities	9,952	17,858
<b>CASH GENERATED FROM OPERATIONS</b>	<b>875,654</b>	<b>(920,581)</b>
Income tax Paid	-	-
<b>Net Cash inflow from / (outflow) from Operating activities</b>	<b>875,654</b>	<b>(920,581)</b>
<b>B. Cash Flow from Investing Activities</b>		
Interest on Fixed Deposit	2,097	2,281
Capital Work-in progress	(1,900,483)	240,495
<b>Net Cash inflow from / (outflow) from Investing activities</b>	<b>(1,898,386)</b>	<b>242,776</b>
<b>C. Cash Flow From Financing Activities</b>		
Loan from Holding Company		
Loan taken from AHA Holdings Private Limited	960,000	615,000
Interest Payable	100,198	26,793
<b>Net Cash inflow from / (outflow) Financing activities</b>	<b>1,060,198</b>	<b>641,793</b>
<b>Net Increase / (Decrease) in cash and cash equivalents</b>	<b>37,466</b>	<b>(36,013)</b>
<b>Opening Cash and Cash Equivalents</b>		
Cash in hand	1,961	1,960
Bank balances in Current Account	8,358	44,371
	<b>10,318</b>	<b>46,331</b>
<b>Closing Cash and Cash Equivalents</b>		
Cash in hand	1961	1,960
Bank balances in Current Account	45,824	8,358
	<b>47,784</b>	<b>10,318</b>

**Note:**

- Cash & Cash Equivalents includes Cash in Hand, Bank Balances.
- The above cash flow has been prepared under the Indirect method as set out in Accounting Standards-3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006
- Previous year's figures have been Re-grouped/ Re-arranged, wherever considered necessary.

In terms of our report of even date  
**For Kanu Doshi Associates LLP**  
Chartered Accountants  
Firm Regn No: 104746W/W100096

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

**Arati Parmar**  
Partner  
Membership No: 102888  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Santosh Apraj**  
Managing Director  
DIN: 05197998  
Place: Mumbai  
Date: 26<sup>th</sup> May, 2016

**Lalitkumar Kothari**  
Director  
DIN: 07115770

**Shamika Kadam**  
Chief Financial Officer

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

**Accompanying notes to the consolidated financial statements for the year ended March 31, 2016**

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**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES:**

**1. Principles of consolidation**

The financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the accounting standard on Consolidated Financial Statements as specified in the Companies (Accounting Standards) Rules, 2006. The financial statements of IDream Film Infrastructure Company Ltd (Formerly known as SoftBPO Global Services Ltd ) and AHA Parks Ltd (Formerly known as Valuable Advisors Ltd.) have been combined on a line-by line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized gain/ loss. The consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

**2.** Investments other than in subsidiary Company has been accounted as per the Accounting Standard (AS-13) on "Accounting for investments" issued by the Institute of Chartered Accountants of India.

**3. Other significant Accounting policies**

These are set out under "Significant Accounting Policies" as given in the financial statements of IDream Film Infrastructure Ltd (Formerly known as SoftBPO Global Services Ltd) and its subsidiary AHA Parks Ltd (Formerly known as Valuable Advisors Ltd).

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

Accompanying notes to the consolidated financial statements for the year ended March 31, 2016

**NOTE 2: Notes to the Consolidated Balance Sheet**

**2(1) - SHARE CAPITAL**

**a. Details of authorised, issued and subscribed share capital**

(Currency : Indian Rupees)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Authorised Capital</b> 65,00,000 (P.Y. 65,00,000) Equity Shares of Rs. 10/- each	65,000,000	65,000,000
<b>Issued Capital</b> 1,50,000 (P.Y. 1,50,000) Equity Shares of Rs. 10/- each	1,500,000	1,500,000
<b>Subscribed and Fully Paid up</b> 1,50,000 (P.Y. 1,50,000) Equity Shares of Rs. 10/- each	1,500,000	1,500,000
	<b>1,500,000</b>	<b>1,500,000</b>

**b. Details of shareholders holding more than 5% of Share Capital in the Company**

Name of Shareholder	Relationship	As at March 31, 2016	
		No. of Equity shares held	Percentage
AHA Holdings Private Limited	Holding Company	90,000	60%

Name of Shareholder	Relationship	As at March 31, 2015	
		No. of Equity shares held	Percentage
AHA Holdings Private Limited	Holding Company	90,000	60%

**c. Reconciliation of number of shares**

**Equity Shares**

Particulars	As at March 31, 2016	
	Number	Rs.
Shares outstanding at the beginning of the year	150,000	1,500,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	150,000	1,500,000

**Equity Shares**

Particulars	As at March 31, 2015	
	Number	Rs.
Shares outstanding at the beginning of the year	150,000	1,500,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	150,000	1,500,000

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

**Accompanying notes to the consolidated financial statements for the year ended March 31, 2016**

**NOTE 2: Notes to the Consolidated Balance Sheet (Contd.)**

**d. Terms/rights attached equity shares**

The Company has only One class of Equity Share having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to One vote per share. In the event of Liquidation of the company, the holder of Equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**2(2) - RESERVES AND SURPLUS**

(Currency : Indian Rupees)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>a. Securities Premium Account</b>		
Opening Balance	1,000,000	1,000,000
Closing Balance	1,000,000	1,000,000
<b>b. Surplus</b>		
Opening balance	(10,329,175)	(9,527,805))
Add: Net Profit / (Net Loss) for the current year	(1,049,600)	(801,370)
Closing Balance	(11,378,775)	(10,329,175)
<b>TOTAL</b>	<b>(10,378,775)</b>	<b>(9,329,175)</b>

**2(3) - SHORT TERM BORROWINGS**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>(Unsecured)</b>		
<b>(a) Loans and advances from related parties*</b>		
From Holding Company	31,323,242	30,263,044
<b>TOTAL</b>	<b>31,323,242</b>	<b>30,263,044</b>

**2(4) - TRADE PAYABLES**

Particulars	As at March 31, 2016	As at March 31, 2015
(a) Trade Payables	220,414	181,639
<b>TOTAL</b>	<b>220,414</b>	<b>181,639</b>

**2(5) - OTHER CURRENT LIABILITIES**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>a. Other current liabilities</b>		
Other Payable against Statutory Liabilities	35,432	25,480
<b>TOTAL</b>	<b>35,432</b>	<b>25,480</b>

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

Accompanying notes to the consolidated financial statements for the year ended March 31, 2016

**NOTE 2: Notes to the Consolidated Balance Sheet (Contd.)**

**2(6) - LONG-TERM LOANS AND ADVANCES**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured, Considered good</b>		
a. Capital Advances	-	1,900,483
b. Income Tax Payments	254,324	254,324
<b>TOTAL</b>	<b>254,324</b>	<b>2,154,807</b>

**2(7) - OTHER NON-CURRENT ASSETS**

Particulars	As at March 31, 2016	As at March 31, 2015
Service tax Input credit on reverse charge	22,603	10,259
FD with bank of India	24,627	22,530
<b>TOTAL</b>	<b>47,230</b>	<b>32,789</b>

**2(8) - CASH AND BANK BALANCES**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Cash and Cash Equivalents</b>		
a. Balance with Banks	45,824	8,358
b. Cash on hand	1,960	1,960
<b>TOTAL</b>	<b>47,784</b>	<b>10,318</b>

**2(9) - SHORT TERM LOANS AND ADVANCES**

Particulars	As at March 31, 2016	As at March 31, 2015
Trade Advances	1,621	-
Prepaid Expenses	5,797	-
<b>TOTAL</b>	<b>7,418</b>	

**2(10) - CONTINGENT LIABILITIES TO THE EXTENT NOT PROVIDED FOR :**

Particulars	As at March 31, 2016	As at March 31, 2015
Bond in favour of The President of India for purpose of import and/or sourcing of Capital goods indigenously for the operations of the Company without payment of Customs duty and/or Central Excise	119,400	1,194,000

**2(11)- INCOME TAX/DEFERRED TAX**

On the basis of prudence, no recognition of the Deferred Tax Assets of Rs.6,33,246/- (PY Rs.5,15,116) the accumulated losses has been made, as the realisation of the said assets is not virtually certain.

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

Accompanying notes to the consolidated financial statements for the year ended March 31, 2016

**NOTE 3: Notes to the Consolidated Statement of Profit and Loss Account**

**3(1) - OTHER INCOME**

(Currency : Indian Rupees)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest Income	2,097	2,281
<b>TOTAL</b>	<b>2,097</b>	<b>2,281</b>

**3(2) - FINANCE COST**

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest on Loan	111,331	30,317
<b>TOTAL</b>	<b>111,331</b>	<b>30,317</b>

**3(3) - OTHER EXPENSES**

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Advertisement & Publicity	82,716	59,145
Audit Fees	80,052	71,247
Bank Chargea	364	112
Custodial Fees	10,305	6,741
Professional Fees	340,009	365,609
Interest on Late Payment	1,091	-
Listing Fees	224,720	112,360
Penalty on Service Tax	4,000	-
Postage & Telegram	-	1,502
Printing and Stationeries	27,391	24,696
Profession Tax	5,000	5,000
Registration & Filing Fees	26,330	14,118
Share Transfer Fees	46,170	27,473
Director Sitting Fees	90,000	83,000
Domain Registration Charges	2,218	2,330
<b>TOTAL</b>	<b>940,366</b>	<b>773,334</b>

**3(4) - EARNINGS PER EQUITY SHARES**

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
<b>Basic Earnings per Share</b>		
Profit/(Loss) attributable to Equity shareholders	(1,049,600)	(801,370)
Weighted average number of equity shares	150,000	150,000
<b>Basic Earnings Per Share</b>	<b>(7.00)</b>	<b>(5.34)</b>
<b>Dilutes Earnings Per Share</b>	<b>(7.00)</b>	<b>(5.34)</b>
Face value per share	10	10

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**Accompanying notes to the consolidated financial statements for the year ended March 31, 2016**

**NOTE 4: Other Notes on Accounts for Consolidated Accounts:**

1. Holding Company has changed its name on 17<sup>th</sup> December, 2009 from Softbpo Global Services Ltd to IDream Film Infrastructure Company Limited which would signify and indicate the group who has acquired the management control of the Company.
2. The company has preliminary and pre-operative expenses of Rs. 2,23,43,556 for setting up development of Theme Park and Family entertainment project. The said expenses have been incurred prior to 01/04/2010. In view of business exigencies the further development of the project is not carried on. The said project has been continued and is carried as of date. The management is of the view that it has intrinsic value in developing the project.

**3. The subsidiary company considered in the consolidated financial statements is :**

Name of the subsidiary	Country of incorporation	Proportion of Ownership interest
AHA Parks Limited	India	100%

**4. Segmental Information :**

There is no business activity in the current year in the holding company and in subsidiary company, AHA Parks Limited, capital expenditure relating to Theme Parks (w.e.f. 15-12-09) have been incurred which is considered as the only line of Business activity. Hence there is no segment reporting.

5. It may be noted that the IDream Film Infrastructure Company Limited has incurred losses in the past years and current year. The accumulated losses exceed its net worth at the balance sheet date resulting in negative net worth. However the accounts are prepared on going concern basis in view of undertaking from its Holding company for continuous financial support.

**6. Related Party Disclosures:**

**I a) Key Management Personnel**

Mr. Suri Gopalan (Director)  
Mrs. Amola Patel (Director)  
Mr. Santosh Apraj (Managing Director)  
Mr. Lalitkumari Kothari (Director)  
Mrs. Shamika Kadam (CFO)

**b) Holding Company**

AHA Holdings Pvt. Ltd. (formerly known as IDream Holdings Pvt. Ltd.)

**II Transactions with related parties referred to in (I) above in the ordinary course of business:**

Nature of transaction	Referred in I (a)above Rs.	Referred in I (b)above Rs.	Outstanding as on 31.03.2016 Rs.	Maximum Outstanding during the year Rs.
Loan from Holding Company (Net)	Nil	1,060,198 (641,793)	31,323,242 (30,263,044)	31,323,242 (30,263,044)
Interest Expense	Nil	111,331 (29,955)	- -	111,331 (29,955)
Remuneration to CFO	2,500 -	- -	- -	- -

Note :

- 1) Related parties are being recognised / identified by the management and relied upon by the auditors.
- 2) Previous Year's figures are given in bracket.



**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
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**Accompanying notes to the consolidated financial statements for the year ended March 31, 2016**

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**NOTE 4: Other Notes on Accounts for Consolidated Accounts (contd).**

7. In terms of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006 the outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of information about registration of the enterprise under the above Act, the required information could not be furnished. In view of above and in absence of relevant information the Auditors have relied upon the same.
8. Previous year's figures have been regrouped/recast wherever necessary.
9. Figures are rounded off to the nearest of Rupee.

In terms of our report of even date

For and on behalf of the Board of Directors of

**For Kanu Doshi Associates LLP**

**IDream Film Infrastructure Company Limited**

Chartered Accountants

Firm Regn No: 104746W/W100096

**Arati Parmar**

*Partner*

Membership No: 102888

Place: Mumbai

Date: 26<sup>th</sup> May, 2016

**Santosh Apraj**

Managing Director

DIN: 05197998

Place: Mumbai

Date: 26<sup>th</sup> May, 2016

**Lalitkumar Kothari**

Director

DIN: 07115770

**Shamika Kadam**

Chief Financial Officer



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

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

Tel.: 022 6740 0900 Fax: 022 6740 0988

Email: mca@ahaholdings.co.in Website: www.idreamfilminfra.com

**CIN No. : L51900MH1981PLC025354**

**FORM NO. MGT- 11**

**PROXY FORM**

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

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 35<sup>th</sup> Annual General Meeting of IDream Film Infrastructure Company Limited to be held on Friday, 30<sup>th</sup> September 2016 at 2<sup>nd</sup> Floor, Trade View Building, Oasis Complex, Kamala Mills, Gate No. 4, Panurang Bhudkar Marg, Lower Parel, Mumbai - 400 013 at 4.00 P.M. and at any adjournment thereof in respect of resolutions, as indicated below:

Resolution No.	Resolution	Type of resolution Ordinary / Special	I/We assent to the resolution (For)*	I/we dissent to the resolution (Against)*
<b>Ordinary Business</b>				
1.(a)	Adoption of the Audited Standalone Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2016 together with the reports of the Board of Directors and Auditors thereon.	Ordinary		
1.(b)	Adoption of the Audited Consolidated Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2016 together with the reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	Appointment of Director in place of Mr. Santosh Rajaram Apraj who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
3.	Re-appointment of Statutory Auditors, M/s. Kanu Doshi & Associates LLP, Chartered Accountants and authorizing the Board of Directors to fix their remuneration.	Ordinary		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

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

AFFIX  
RE.1  
REVENUE  
STAMP

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the 35<sup>th</sup> Annual General Meeting.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
5. If a member holding more than 10% of the total share capital carrying voting rights, such a member may appoint a single person as proxy and such person shall not act as proxy for any other member.
6. In case of joint holders, the vote of the senior who tenders as vote, whether in person or by Proxy, shall be accepted to the exclusion to the vote of the other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
7. This is optional. Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against', In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/ she thinks appropriate.

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**  
*(Formerly Softbpo Global services Limited)*

**Registered Office:** Flat No. B-4501 & B-4601, Lodha Bellissimo, Lodha Pavillion,  
Apollo Mill Compound, Mahalaxmi, Mumbai 400 011.  
Tel.: 022 6740 0900 Fax: 022 6740 0988  
Email: mca@ahahholdings.co.in Website: www.idreamfilminfra.com  
**CIN No. : L51900MH1981PLC025354**

**ENTRANCE PASS / ATTENDANCE SLIP**  
**(To be presented at the entrance)**

**35<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, 30<sup>TH</sup> SEPTEMBER, 2016 AT 2<sup>ND</sup> FLOOR, TRADE VIEW BUILDING, OASIS COMPLEX, KAMALA MILLS, GATE NO.4, PANDURANG BUDHKAR MARG, LOWER PAREL, MUMBAI - 400 013, AT 4.00 P.M**

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

I/We hereby record my/our presence at the 35<sup>th</sup> Annual General Meeting of the Company held on Friday, the 30<sup>th</sup> day of September, 2016 at 4.00 P.M. at 2<sup>nd</sup> Floor, Trade View Building, Oasis Complex, Kamala Mills, Gate No.4, Pandurang BudhkarMarg, Lower Parel, Mumbai - 400 013 and/or any adjournment thereof.

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

Note:

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





## **IDream Film Infrastructure Company Limited**

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