



# MULTIPLYING

Innovation . Integration . Impact



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# MULTIPLYING

Innovation . Integration . Impact

DreamFolks, a pioneering Company with a reputation in making airport services accessible via technology, is committed to multiplying value across the board. We strive to achieve a multiplier effect by expanding our reach, improving service through scalable operations, and leveraging technology to enter new customer segments, services, and markets. Through this expansion, we aim to reach a broader audience, providing more individuals with access to premium airport, travel, and lifestyle services.

We stand resolute in pursuing excellence through three guiding principles: **Innovation, Integration, and Impact**. With a rich heritage of advancements, we consistently set new industry benchmarks, redefining possibilities.

Central to our ethos is a commitment to enhance consumer experiences to unprecedented heights. Through cutting-edge technology and curated experiences, we transcend conventional norms, fostering connections with our customers and operators. This cultivates a foundation built on loyal and enthusiastic stakeholders that propel our continued growth.

Leveraging change as an opportunity, DreamFolks pushes the boundaries of innovation with visionary leadership and a talented team. Continuously exploring uncharted territories, we stay ahead of the competition, by anticipating emerging trends. This progress establishes DreamFolks as the industry vanguard, delivering solutions that shape technology and services.

Furthermore, DreamFolks adheres to integration, weaving expertise into collaboration beyond barriers. Empowered by this holistic approach, we forge beneficial partnerships, nurturing an ecosystem of innovation and mutual growth.

Committed to making a meaningful impact, DreamFolks recognizes that long-term success is rooted in sustainable value creation. By fostering inclusivity and responsible practices, we are driving positive transformation as reliable corporate citizens.

As we continue our journey of growth and value creation, DreamFolks remains resolute in our dedication to expanding accessibility, leveraging technology, and forging everlasting connections. By unlocking new frontiers of success for all stakeholders involved, we not only solidify our position as an industry leader but also epitomize the transformative power of visionary leadership and purpose-driven innovation.



# ABOUT DREAMFOLKS

DreamFolks is India's leading airport services aggregator and provides an in-house proprietary technology platform that allows our clients such as Banks, Card Networks, Airlines, OTAs and Enterprises to create custom offerings for their end consumers. DreamFolks today manages the lounge and other benefits for most of the top Banks including the top credit card issuers in India, and enjoys a market share of over 95%\* in the domestic lounge access market. Our company has a global footprint extending to more than 1,500+ touch-points\* in 100+ countries, across the world.

Our Company's success can be attributed to the first-mover advantage and a strong commitment to fulfill the aspirations of everyday Indians by providing access to niche services that were earlier accessible to only business-class travelers. A strong focus on cutting-edge technology and innovation has helped us gain a leadership position in this industry. DreamFolks started as an airport lounge access aggregator - today, we have become a complete end-to-end technology solutions provider that enhance the airport experience. Our Company developed a scalable technology platform that has become a one-stop solution for all airport-related services. Our hi-end proprietary tech platform enables efficient management of cardholders' entitlements, making reconciliation easy for network/issuer banks by simplifying the process. Furthermore, we have unlocked new avenues of growth by providing additional value-added services to end consumers and strengthen our customer engagement and loyalty management, thereby creating ancillary revenue opportunities. Our bespoke airport solutions address common industry pain points such as problems of integration, deployment, support and fraud.

DreamFolks tech platform is PCI DSS compliant and provides real-time visibility of transactions to clients and consumers. Overall, we ensure that all the entities on or availing the platform i.e., clients, lounge operators, and consumers, have a seamless & 'hassle-free' experience.

Our Company's Chairperson & MD, Liberatha Kallat, has been leading our Company since 2014 and is responsible for conceiving and scaling operations since our inception. She has been recognized for her significant contribution to revolutionizing the airport service segment in India and has been named the Most Promising Business Leader of Asia 2023, Business Leader of the Year 2023 by Economic Times, Woman Entrepreneur of the Year 2022 by Entrepreneur India, Super Woman of Tourism for Business Leadership by TAFI Convention, Malaysia in 2022 and more.

\*(Source: Indian Airport Lounge Aggregators Market, 2022 by Frost & Sullivan (India) Private Limited)







# FY 2022 - 23

## HIGHLIGHTS

INR

**7,733** Mn

Revenue

INR

**1,022** Mn

EBITDA

INR

**725** Mn

Profit After Tax (PAT)

**16.5%**

Gross Profit Margin

**62.6%**

Return on Capital Employed

**60.4%**

Return on Equity

**8.2** MnPassengers Accessing  
Lounge Services





# Vision

Make premium travel and lifestyle experiences accessible to everyone.



# Mission

To empower seamless travel and lifestyle experiences through innovation and technology, and be the first choice for our clients and partners.



# Values

- Customer Centricity
- Innovation
- Trust





## KEY STRENGTHS

## 01

### A dominant player in the Indian airport lounge aggregation industry with strong tailwinds

We have achieved an impressive milestone of a 100% coverage in 60 Airport lounges across India. This extensive network allows us to cater to a substantial percentage of the total lounge traffic, ensuring that a significant portion of travellers can benefit from our services. Our commitment to providing exceptional lounge experiences remains unwavering as we continue to serve and enhance the journeys of more than 8 Million passengers across the country. As India's leading airport lounge access provider, we facilitated 80%\* of all domestic lounge access through credit and debit cards in FY2020. In FY2022, our estimated market share for card-based access to domestic lounges in India exceeded an impressive 95%.

## 02

### Robust business moat results from the flywheel effect driven by the client's and operators' network

The confluence of our commanding market position, clientele, widespread presence in the Indian airport lounge market, and diverse range of services synergistically fosters a flywheel effect. This potent combination of factors enables a virtuous cycle of growth and influence, propelling our business to even greater heights.

For more information, refer to page 24





## 03

### Our unique technology platform guarantees scalability

At DreamFolks, our advanced platform ensures a seamless experience for clients, operators, and consumers. Our hybrid model offers versatile access through bank cards, membership cards, banking apps, and our DreamFolks mobile application. Through real-time visibility and personalized campaigns based on usage patterns, we effectively minimize fraud risks and ensure a secure experience for all stakeholders.

For more information, refer to page 24

## 04

### Unlocking potential without incurring any direct customer acquisition costs

We can capitalize on the growing consumer base of air traffic passengers and card users without incurring any direct consumer acquisition costs. Given the nature of our business model, the acquisition of the consumers is done by our clients. Our senior management team boasts an unparalleled wealth of expertise, encompassing over two decades of hands-on experience in diverse facets of business operations across various sectors. Our senior management team has expertise, with more than twenty years of hands-on experience in business operations across different sectors. Their knowledge and acumen make them an exceptional force in steering our Company toward excellence.

For more information, refer to page 24

## 05

### A resource-efficient model with consistent growth

We demonstrate our prowess in efficient and prudent financial management through a trifecta of remarkable achievements: robust internal accruals, exceptional returns, and adept. These accomplishments stand as a testament to the Company's skillful handling of financial matters, exemplifying their ability to steer our Company toward prosperity with utmost proficiency.





# JOURNEY AND MILESTONES



## INITIAL PHASE

2013

The inauguration of our flagship 'Lounge Access Program' in collaboration with one of the Card Networks.

2016

- Engaged in direct collaborations with prominent Indian Card Issuers for lounge programs.
- Successfully attained ISO 27001 & PCI DSS certification.
- Forged partnerships with notable Indian Corporate Clients, including an airline Company.

## EXPANSION PHASE

2018

The membership card of DreamFolks was introduced as an integral component of the Global Lounge Program in collaboration with a Card Issuer and has been expanded globally by increasing touchpoints

2019

- Successfully started the deployment of our proprietary technology platform.
- Introduced real-time voucher issuance facilitated by APIs.
- Implemented our inaugural program for a telecommunications Company, incorporating complimentary lounge benefits as component of their mobile billing plan.





## GROWTH PHASE

# 2020

- We have expanded our operations by implementing a new global operating model and forming direct contractual agreements with operators across the world
- Successfully introduced the In-app integrated solution to cater to our clients.

# 2022

- Ventured into the railway sector to offer lounge access at all 12 railway lounges in India.
- Converted ourselves into a public limited Company and achieved a listing on the NSE and BSE

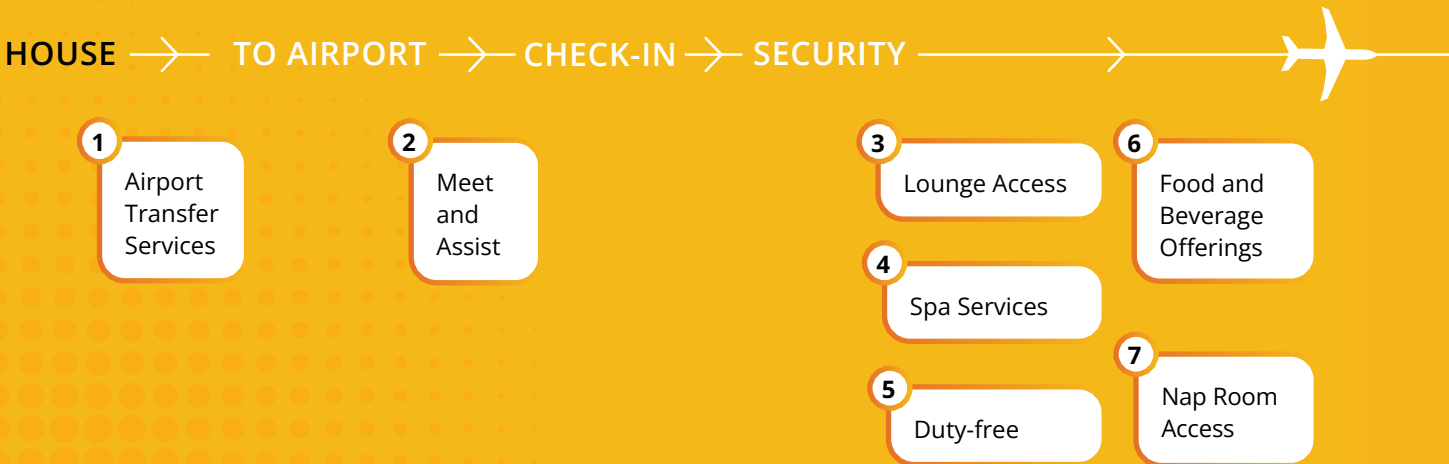
# 2023

- Introduced self-check-in kiosks at selected Indian airports.
- Acquired Golfklik Private Limited to present golf services as premium segment offerings to clients.
- Launched the 'web-access' tool that allows the end-users to seamlessly check benefits and generate access QRs digitally.



# SERVICE PORTFOLIO

Our services cover the entire consumer journey...



Our service offerings have experienced significant growth, and we have continuously expanded our client base over the years. Our client portfolio encompasses distinguished airlines, a prominent telecommunication Company, an online travel agency (OTA). These organizations consistently entrust us with providing services to their discerning customers.

Our primary source of revenue is derived from the unique frequency at which consumers avail the services (Pax), with our financial success intimately tied to the number of distinct instances in which these services are utilized.

As of March 31, 2023, an impressive 18 Million Paxes have availed our services since FY2020, exemplifying the unwavering quality and dependability of our offerings.

1



## Airport Transfer Services

Our airport transfer services ensure a seamless pick-up and drop experience. We have also partnered with top transport service providers, which enable us to offer top-notch airport transfer services. To request these premium transport services, our customers can utilize a range of user-friendly mechanisms that are mutually agreed upon with our clients. To cater to diverse customer preferences, we present a wide array of vehicles, ranging from hatchbacks to luxurious sedans, ensuring a seamless and tailored experience based on location and availability. As of March 31, 2023, this service offering was extended across several cities in India, including prominent hubs such as Mumbai, Delhi, Chennai, Kolkata, and Bengaluru, while also spreading to international locations.



## from the doorstep to the airport, and beyond

IMMIGRATION → LANGUAGE BARRIER → TO DESTINATION • AND BEYOND

2

Meet  
and  
Assist

1

Airport  
Transfer  
Services

8

Golf  
Courses

7

Transit  
Hotels

9

Railway  
Lounges

2

### Meet and Assist

Our meet and assist services are curated to suit the diverse needs of our consumers. Through our partnerships, we are proud to extend our meet and assist services to various countries, including Australia, Austria, Canada, Belgium, Brazil, France, Germany, the United Kingdom, the United Arab Emirates, and the United States of America.

For incoming travelers with medical needs, we offer an exclusive "medical meet & assist" service at select airports in India, ensuring their well-being is prioritized.



3



### Lounge Access

Our lounge access service guarantees a remarkable experience for consumers. With seamless access to a vast network of operational airport lounges across major Indian airports like Bengaluru, Chennai, Mumbai, and New Delhi and more, our lounge access service ensures a journey of unparalleled comfort and luxury.



4

## Spa Services

In collaboration with our key partners, we bring a carefully curated selection of massage therapies. These exceptional treatments are designed to melt away any travel stress and leave the consumer feeling completely refreshed and revitalized.



5



## Duty-free

We have forged strategic partnerships with duty-free providers, enabling us to offer an array of premium duty-free benefits and pre-booking services at handpicked airports worldwide.

6

## Food and Beverage Offerings

In these F&B outlets, consumers are presented with the opportunity to indulge in a meticulously crafted 'DreamFolks' menu, offering an extensive array of both vegetarian and non-vegetarian culinary delights, thoughtfully paired with a range of delectable beverages. The menu features an enticing selection of 'combo' offerings, allowing consumers to savor the perfect harmony of flavors and textures with every delectable bite and sip.

There are F&B outlets located across many prominent airports in India, catering to the diverse tastes and preferences of travellers with a wide array of culinary offerings.

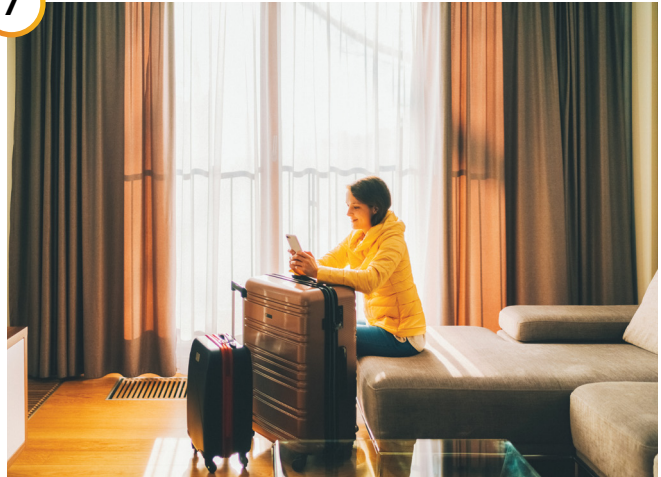




7

## Transit Hotels / Nap Room Access

In the cities of Mumbai and New Delhi, we have established valuable partnerships to provide travellers with access to exquisite hotel rooms. Additionally, in Bengaluru, Cochin, and Mumbai, we proudly facilitate exclusive nap rooms or sleeping pods. These specialized facilities offer passengers, particularly those in transit, a chance to rest and recuperate while traveling, with easy access to restrooms.



8



## Golf Courses

With the acquisition of Vidsur Golf, later rebranded as GolfKlik Private Limited, we embarked on a new journey to offer exclusive access to the finest golf courses and clubs, elevating the leisure experiences of end-users to new heights.

9

## Railway Lounges

We forayed into the railway sector in the year 2022 by providing lounge access at all 12 railway lounges in India. This strategic move is aimed at leaving a lasting impact on the travel landscape by providing exceptional hospitality to railway passengers.



**By consistently venturing into new domains and expanding our reach, we are dedicated to offering unmatched convenience and comfort to travellers, be it by air or rail. Our pursuit of excellence drives us to continuously elevate the standards of travel experiences for our valued customers.**







# MESSAGE FROM THE CHAIRPERSON AND MANAGING DIRECTOR

## Dear Shareholders,

I want to express my sincere gratitude for the trust and support we have received from all our stakeholders as we present our inaugural annual report since our successful public listing, taking this opportunity to share our performance update for the year. As I write to you, I am proud to share that we are the market leader in aggregating airport services and democratizing access to luxury services to our end user. Our journey began in 2013 as an airport lounge access aggregator and has since evolved into an end-to-end technology solutions provider, delivering a range of premium services that enhance the end-user's travel experience.

At Dreamfolks we are committed to multiplying value. We strive to expand our services and provide seamless access through technology and enter new markets. Our guiding principles are Innovation, Integration and Impact. These principles guide us towards elevating consumer experience through innovation.

The dedication and insight of every member of our diverse team has contributed to propelling our Company forward. Looking back on the year, I am glad to share DreamFolks' remarkable achievements and milestones.





At Dreamfolks we are committed to multiplying value. We strive to expand our services and provide seamless access through technology and enter new markets. Our guiding principles are Innovation, Integration and Impact. These principles guide us towards elevating consumer experience through innovation.

## Embracing Transformation for Success

The global economy has shown resilience in the face of challenges, with the IMF reporting a notable surge in global Real GDP by 6.3% in 2021, rebounding from the pandemic-induced contraction in 2020. During the fiscal year 2023, the Indian economy demonstrated impressive growth, registering a remarkable expansion of 7.2%, further solidifying its position as a prominent player in the global financial landscape.

According to the United Nations World Tourism Organization (UNWTO), the travel industry has experienced a remarkable revival, as evidenced by a 12% year-on-year surge in international tourist arrivals during Q3 FY2023. This resurgence can be attributed to the reopening of borders and evolving travel trends such as revenge travel and increased leisure travel, promising a bright future for the aviation sector.

## Performance Scorecard

I am delighted to share that DreamFolks achieved exceptional financial performance in the fiscal year 2023. Our operational revenue experienced a significant surge of 174%, escalating from INR 2,824.98 Million in the fiscal year 2022 to a record high of INR 7,732.52 Million in the fiscal year 2023. Notably, we have managed to maintain a debt-free status, operating on an asset-light model, and maintaining a lean team structure. Our operating PAT reached an all-time high of INR 725.34 Million

and our consolidated ROE stood at an impressive 60.40%. The year also saw a record-breaking number of passengers availing our premium airport services, further reflecting our success and growth in the fiscal year 2023.

## Strengthening our Technology and Back-end Capabilities

At DreamFolks, we take immense pride in our robust tech platform – an exclusive and proprietary creation developed in-house, harnessing advanced cloud-based technology. A notable feature of our proprietary platform is that it seamlessly integrates with our clients' and operators' unique processes and systems, giving them unparalleled access to a wide range of facilities based on the applicable benefits. Moreover, our platform empowers lounges and operators to efficiently verify the privileges associated with consumers' cards, memberships and vouchers. This level of integration ensures a smooth experience for our clients, aligning perfectly with their individual needs and requirements.

## A Leading Player in the Airport and Railway Lounge Access

In the past year, the demand for airport lounges has witnessed a significant upswing. At DreamFolks, our focus remains on enhancing the consumer experience and providing top-notch facilities tailored to our customer's preferences. As a result of our industry expertise, strong relationships, and extensive network, we are proud to lead the industry with 100% coverage of airport lounges nationwide. The 'Amrit Bharat Station Scheme,' launched by the Ministry of Railways on December 27, 2022, aims at comprehensively upgrading railway station facilities beyond the basics. It focuses on areas such as entry/exit, waiting halls, restrooms, Wi-Fi, local product kiosks, passenger information, Executive Lounges, business meeting spaces, and landscaping. This will enhance our presence in railway lounges through the entirety of the country.



## A Commitment to Excellence and Diversification

We are dedicated to maintaining our commitment to excellent customer service by consciously expanding our range of premium offerings. While lounge access services continue to be our primary revenue source, we are actively diversifying our portfolio of services to ensure sustained growth. Our portfolio includes meet and assist services, food and beverage offerings, spa services, transit hotels, airport transfer services, and lounge access. In addition to our lounge services portfolio, we have also introduced duty-free benefits at select airports.

One significant milestone was our increased involvement in GolfKlik (erstwhile Vidsur Golf), after acquiring 60% ownership of the Company. This strategic move has provided our customers access to over 40 golf courses in India and an impressive 1,800+ golf courses worldwide.

Global expansion is a one of our key strategic objectives for continued growth. Another remarkable milestone during FY2023 was the establishment of a wholly owned subsidiary in one of the most exciting travel markets – Singapore. By re-positioning our strategy, we aim to offer a comprehensive range of airport-related services, including lounge operations and access, as well as running loyalty programs for our valued customers.

At DreamFolks, innovation and user experience remain at the core of our operations. We continue to invest in research and development efforts to enhance our service portfolio and deliver unparalleled experience to our customers worldwide. To further drive this vision, I am happy to announce the appointment of Mr. Sandeep Sonawane as our Chief Business Officer, who will lead our efforts in redefining airport services and advancing our business offerings.

## Building a Responsible Business

A stringent focus on ESG (Environment, Social, and Governance) has been integral to our journey and we recognize the importance of a well-crafted ESG agenda in creating a sustainable business. We are delighted to present our first BRSR (Business Responsibility and Sustainability Report), as a part of this commitment to responsible business practices in this year's Annual Report.

## The Journey Ahead

Our journey towards growth and success is accelerating, supported by the launch of new premium services to cross-sell and upsell to our existing clientele. Additionally, we are keen on expanding into new sectors to foster deeper customer engagement.

We are optimistic about the trend of premiumization in the country, with customers increasingly seeking luxury products and services. This, combined with rising consumer spending and the growing propensity to travel, presents us with ample opportunities for sustained growth.

With your continued support, DreamFolks is poised to achieve even greater heights. We remain dedicated to enhancing our offerings, leveraging cutting-edge technology, and staying ahead of the evolving demands of the travel sector.

I would like to extend my heartfelt gratitude and appreciation to all our valued customers, partner operators and other stakeholders for putting their trust in us. Your unwavering support and well-wishes for our Company have been truly uplifting and motivating. It is your belief in us that has contributed significantly to our continued growth and success.

I also want to take a moment to thank all our employees for their steadfast dedication in the Company. Your hard work and commitment are the driving force behind our achievements, and I am grateful to have such a talented and passionate team by my side.

Together, let us embark on a journey of continuous growth and success.

Warm regards,

---

**Liberatha Peter Kallat**  
Chairperson and Managing Director



# BOARD OF DIRECTORS

The triumph of our Company can be largely attributed to our visionary leadership, whose commitment to excellence and shared vision for the future drive our success. Our Company consistently reaches new heights of achievement through strategic decision-making, insightful guidance, and steadfast dedication.



## Liberatha Peter Kallat

**Chairperson and Managing Director**

Liberatha Peter Kallat is our Company's Promoter, Chairperson and Managing Director. With a science degree from Andhra University, she has been with us since 2014, driving our strategy and overall management. Her experience spans organizations like Taj GVK Hotels & Resorts, PepsiCo. India, and Pernod Ricard India. Ms. Kallat has received numerous awards, including the 'Woman Entrepreneur of the Year 2022', 'Woman Icon of the Year 2022', 'Business Leader of the Year 2023' and 'Most Promising Business Leaders of Asia 2022-23'. She serves as a remarkable source of inspiration, garnering commendation for her exceptional prowess and exemplary leadership.

## Mukesh Yadav

**Non-Executive Director**

Mukesh Yadav is our Company's Promoter and Non-Executive Director since 2011. With over 20 years of experience, he has directed companies like Whistling Heights Resorts Pvt. Ltd., Urban Land Management Pvt. Ltd., and Yashna Infratech Pvt. Ltd. He also played a vital role in the 'Amangani Peaceful Homes' residential project in Rewari, Gurugram.



## Dinesh Nagpal

**Non-Executive Director**

Dinesh Nagpal is our Company's Promoter and Non-Executive Director. He holds a Bachelor's degree in Arts from Maharishi Dayanand University, Rohtak, and has been with us since 2011. He has over 20 years of experience and has served as a director in companies like Ankur Propmart Pvt. Ltd., Urban Land Management Pvt. Ltd., and Yashna Infratech Pvt. Ltd. He is also associated with the 'Amangani Peaceful Homes' residential project in Rewari, Gurugram.





## Balaji Srinivasan

### Executive Director

Balaji Srinivasan is the Executive Director and Chief Technology Officer of our Company, having joined in 2019. He holds a Software and Systems Management Diploma from NIIT, New Delhi, and boasts experience in product design and technology. Prior to this, he held senior positions at start-up ventures like FarEye and was Vice-President at Genpact India Private Limited. Mr. Srinivasan has received several prestigious awards, including the Smart Innovator Award in 2019 and 2021, as well as the Global FinTech Excellence in Leadership Award in 2022.



## Sharadchandra Damodar Abhyankar

### Independent Director

Sharadchandra Damodar Abhyankar is our Company's Independent Director with extensive legal expertise. He holds a Bachelor in Arts (Economics and Commerce), Bachelor in Law, and a Master in Commercial Law from Bombay University. With 33+ years of experience, he is a partner at Khaitan & Co., Mumbai, focusing on mergers, acquisitions, and corporate advisory. He is also a part-time faculty at Government Law College Mumbai and a visiting faculty at the Department of Law, Mumbai University. He serves on the Advisory and Drafting Committee of the NSE Centre for Excellence in Corporate Governance.

## Mario Anthony Nazareth

### Independent Director

Mr. Mario Anthony Nazareth is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India since June 10, 1983, and a member of the Institute of Company Secretaries since July 20, 1983. He completed the Mahindra Universe Program from Harvard Business School and the 'Achieving Outstanding Leadership' program from Michigan Ross School of Business. With over 4 decades of dedicated service, he has also served as the Group Chief Internal Auditor (Executive Vice-President of Corporate Management Services) of Mahindra & Mahindra Limited.



## Sudhir Jain

### Independent Director

Sudhir Jain is an Independent Director in our Company. He is a member of the Institute of Chartered Accountants of India since July 13, 1981, and also a member of the Institute of Company Secretaries since October 1, 1988. Previously, he served as Executive Director & Group CFO at Minda Industries Limited for over 20 years.

# INNOVATE

DreamFolks' success is attributed to our relentless quest for innovation.

The remarkable accomplishments of our Company have been underpinned by our dedication to consistently explore innovative, technological solutions. By cultivating a corporate culture that reveres creativity, critical reasoning, and experimental pursuits, we have adeptly sustained a distinctive competitive edge. Central to the DreamFolks' dominion is our possession of proprietary technology, which distinguishes us from the commonplace solutions pervasive in the market. This technology is the culmination of extensive research, development, and intellectual investment, conferring upon DreamFolks an unprecedented level of command over our operations. Consequently, we possess the capacity to tailor and optimize our systems to cater to the ever-evolving demands of our clientele and partners.

Through a commitment to pioneering novelty, DreamFolks has risen as an eminent leader in the aggregator domain, establishing novel benchmarks within the industry and garnering widespread acclaim for our superlative excellence and visionary approach.



In Q4 FY23, we consummated a strategic endeavor with **Golfklik Private Limited** (previously Vidsur Golf), assuming control of a **60% stake** in the Company. This move was undertaken with the foresight of harnessing the potential of the golf market in the country and augmenting our services to encompass Golf Sessions and Golf Lessons.

Consequently, our clientele will have unprecedented access to an array of golf games and instructional sessions at premier golf clubs situated in India and on a global scale. This association integrates DreamFolks' proprietary tech platform with the golf provider's extensive inventory, seamlessly augmenting the inherent value propositions offered to our cherished customers.







# TECHNOLOGICAL PROWESS

**Boasting advanced cloud-based technology, our robust tech platform at DreamFolks stands as an exclusive and proprietary creation developed in-house. This seamless integration aligns with clients' unique processes and systems, offering them unparalleled access to a range of facilities based on the applicable benefits. It also empowers lounges and operators to efficiently verify the privileges associated with consumers' cards, memberships, or vouchers.**

The DreamFolks platform encompasses several vital components, including benefits configuration, a cutting-edge benefits engine, and a management layer, as well as data exchange APIs and integration options. By incorporating a hybrid access model, our platform adapts to the diverse preferences of our clients and consumers. We facilitate both physical and digital options including physical bank and DreamFolks membership cards, digital cards, and the convenience of accessing services through the clients' digital applications and the user-friendly DreamFolks App.

Real-time synchronization across various access modes ('hybrid') is a hallmark of our platform, ensuring the choice of access mechanisms for clients and consumers. This comprehensive approach not only ensures precise accounting but also guarantees and prevents any potential misuse or denial of services to consumers.

The implementation of self-check-in kiosks at prominent airports aims to provide a seamless and expedited experience for passengers seeking access to lounges, mitigating the extended wait times at conventional queuing points.

As technology continues to evolve, we observe an increasing trend among our clients to seamlessly integrate lounge benefits and access mechanisms directly into their mobile applications. This recent digital model integration elevates convenience and strengthens the bond between our clients and their consumers.

Our primary focus is on enhancing the capabilities of our client's product management by designing customized solutions using our exceptional platform toolset. This, in turn, will substantially reduce time-to-market for our clients, enabling them to channel their efforts towards elevating the consumer experience and tracking the effectiveness and usage of their programs. Furthermore, by fostering deeper integration of our clients within our platform, we shall garner the loyalty of our stakeholders.

In essence, our dedication to excellence is evident in our resolve to innovate and elevate the standards of our services. By adhering to our principles and implementing these strategic measures, we aim to provide unparalleled support to our valued clients.



## DreamFolks' Innovative Platform: Seamlessly Delivering Hassle-Free Travel Experiences

DreamFolks' cutting-edge proprietary technology platform redefines convenience by empowering seamless travel experience for consumers. With easy scalability, the platform streamlines transactions and processes, benefiting both clients and partners.

### CLIENTS

Card Networks | Banks & Issuers | OTAs | Airlines | Enterprise Set-ups

### HYBRID MODEL: PICK & CHOOSE MODE OF ACCESS



Issuer's  
Physical Card



Issuer's  
App



Web  
check-in



Issuer's  
Website



DreamFolks  
Card



DreamFolks  
App



Self check-in  
Kiosk

### PARTNERS

Lounges | Spas | F&B | Meet & Assist | Airport Transfer  
Golf Access | Nap Room / Pods / Hotels | Duty Free Outlets





# INTEGRATION

We demonstrate our ability to create synergies among a diverse range of stakeholders, showcasing our profound expertise in integration as a key growth strategy. This capability sets us apart as a distinguished industry leader.

Our platform's seamless integration with that of our customers and operators naturally enforces the flywheel effect. As our customer acquisition journey becomes smoother and positive. The ongoing cycle of integration and organic growth is building a self-sustaining momentum, and unlocking our limitless potential. Moreover, this integration coupled with seamless execution establishes the foundation for sustainable success and continuous expansion..





Incorporating railway stations as an integral component of our strategic expansion into untapped sectors has proven instrumental in fostering heightened customer engagement and expanding our customer base appreciably. At present, we proudly administer a total of 12 railway lounges across the nation, which represents 100% coverage. The considerable allocation of resources designated for the railway sector within the Union Budget serves as a robust testament to the ambitious trajectory envisioned, indicative of the expeditious advancement and enhancement of facilities in this domain.



Establishing a wholly-owned subsidiary in Singapore marks a significant stride in expanding our global presence. The primary focus of this new subsidiary lies in executing airport operation services, encompassing lounge management and access, as well as administering loyalty programs. By strategically incorporating this entity, we aim to strengthen our international footprint and enhance our service offerings to discerning travellers worldwide.



# VALUE CHAIN MODEL

With a higher number of users, our platform aims to establish an ever-expanding network of lounges, seamlessly integrating quality services and offerings for a growing community of clients. As the network expands, we become a magnet that attracts banks and renowned brands to join our dynamic ecosystem. This symbiotic relationship between our increasing network presence and prestigious partnerships contributes to a wider bank and client coverage, resulting in an attractive service offering that entices a continuously growing user base seeking access to premium services and amenities.

With our dominant position in the airport lounge access market, we have successfully established a strong connection between our clients and airport lounge operators. This unique position allows us to create mutually beneficial relationships through our unique value proposition, further solidifying our standing in the market.



## **Multiplying Value for our Clients:**

For our clients, our extensive airport lounge coverage in India and centralized access to all lounge operators play a pivotal role in managing customer loyalty and retention. Our app offers value-added services as part of our customer engagement and loyalty management programs, enhancing the overall customer experience. Additionally, our platform seamlessly integrates with our client IT (information technology) systems, effectively maintaining and monitoring details such as benefits for each card variant availed by consumers, and data related to consumer usage of lounge services. This comprehensive approach strengthens our relationship with clients, addressing the front end by providing lounge access, and the back end by efficiently managing the benefits and utilization of lounge services for end consumers.



## **Multiplying Value for Operators:**

Our partnerships with all card networks in India and some of the country's biggest card issuers ensure a steady stream of lounge users through our platform for lounge operators. In certain airports, our platform contributes to more than 80% of the total lounge traffic. Furthermore, a significant proportion (34%) of lounges in India have been associated with us for over 6 years. As of March 31, 2022, we have provided services for India-issued card-based passenger traffic at approximately 12 domestic lounges in 11 airports across India. This accounted for about 22.2% of the total access to domestic lounges available for India-issued credit cards and debit cards.







# GROWTH STRATEGIES

We are steadfast in our pursuit of opportunities that pave the way for the enduring expansion of our business. To accomplish this objective, we have meticulously devised a set of strategic priorities that shall guide our endeavors

01

02

03

## Our Strategic Priorities

Increase wallet share with clients

Maintain 100% lounge coverage

Tap into new sectors

## What does it Mean

We are focusing on increasing our wallet share with our existing clients by identifying cross-selling opportunities within our diversified set of services

We plan to consistently establish new relationships or extend existing relationships as and when the opportunity arises to capitalize on the expected growth in the number of airport lounges.

We are focusing on customer engagement and loyalty solutions for Corporate clients, and also plan to create ancillary revenue opportunities for Clients in the online travel agency and airlines industries.

## Our Target

- Offer a complete bouquet of services
- Cross-sell services

- 295 lounges by the year 2040
- Establish new relationships consistently

- Develop customer engagement and loyalty solutions for clients in the e commerce industry, new-age digital companies and neo banks





04

Expand client base in current sectors

We also plan to increase the number of our clients in the banking, telecommunications, OTA and airlines sectors by developing and building bespoke domain-specific solutions, tools, and portals for integration and management of various airport services.

- Onboard new telecommunications, OTA, and airline clients

05

Target new high growth markets globally

We plan to replicate our deep knowledge of the industry, technology innovation, process expertise, and business model across new high growth markets.

- Replicate the India model globally
- Leverage existing relationships
- Target CEMEA and South-East Asia

06

Further develop our tech platform

Our aim is to enhance the capability of our proprietary platform in designing customized solutions, reducing time to market, improving end-user experience, and better tracking of program effectiveness and usage.

- Deeper client integration
- Client stickiness - Ability to tailor products



# IMPACT





DreamFolks' success lies in our profound impact, driven by a mission to democratize luxury and make airport lounges accessible worldwide to everyone. Our vision envisions a future where the benefits of our premium offerings extend to countless individuals from diverse backgrounds, revolutionizing the travel experience. Our Company's dedication signals a paradigm shift, where comfort and refinement are no longer exclusive to the elite but accessible to a broader audience.



On September 6, 2022, an IPO was listed and garnered remarkable attention from investors, being over-subscribed by 56.6 times the initial price. The public issue saw high subscription rates across categories: **43.66 times** in the retail category, **70.53 times** among QIB, and **37.66 times** among NII. This demonstrates strong investor interest and confidence in the IPO and our Company's prospects.



# AWARDS AND ACCOLADES

At DreamFolks, we take immense pride in recognizing and celebrating the awe-inspiring accomplishments of both individuals and the collective Company as it has left an indelible mark. Our commitment to excellence is ingrained in our core values, and we believe in acknowledging those who have showcased unparalleled performance, dedication through groundbreaking contributions in their respective fields.

## Business of the Year 2023

Economic Times  
Dreamfolks Services Limited

## Business Leader of the Year 2023

ET Ascent  
Liberatha Kallat – Chairperson & MD

## Most Promising Business Leaders of Asia 2022-23

Economic Times  
Liberatha Kallat – Chairperson & MD

## Woman of Excellence

Indian Achievers' Forum  
Liberatha Kallat – Chairperson & MD

## Woman Entrepreneur of the Year 2022

Entrepreneur India  
Liberatha Kallat – Chairperson & MD

## Super Woman of Tourism for Business Leadership

TAFI Convention, Malaysia  
Liberatha Kallat – Chairperson & MD







### ET Inspiring Women Leaders (North)

Economic Times

Liberatha Kallat – Chairperson & MD

### Woman Icon of the Year

Women Empowerment Summit & GIWL Awards

Giya Diwaan – CFO



### FuTech Award 2022 - Best Use of Technology to Revolutionise Customer Experience

Financial Express

Dreamfolks Services Limited

### Global FinTech Excellence in Leadership

Elets Banking & Finance

Balaji Srinivasan – ED & CTO

### Innovator Award

BIG CIO Show & Awards, Trescon

Balaji Srinivasan – ED & CTO



### Best Brands of 2022

Economic Times

Dreamfolks Services Limited



# CORPORATE INFORMATION

## Board of Directors:

**Liberatha Peter Kallat** - Chairperson and Managing Director

**Mukesh Yadav** - Non-Executive Director

**Dinesh Nagpal** - Non-Executive Director

**Balaji Srinivasan** - Executive Director

**Sharadchandra Damodar Abhyankar** - Independent Director

**Mario Anthony Nazareth** - Independent Director

**Sudhir Jain** - Independent Director

**Aditi Balbir** - Independent Director

## Company Secretary & Compliance Officer

**Rangoli Aggarwal**

## Registered Office

501, Tower-2, Fifth Floor, Worldmark, Sector-65,  
Gurugram 122018, Haryana, India

## Website

<https://www.dreamfolks.in/>

## Management Team

**Liberatha Peter Kallat** - Chairperson and Managing Director

**Balaji Srinivasan** - Executive Director & CTO

**Giya Diwaan** - Chief Financial Officer

**Sandeep Sonawane** - Chief Business Officer

## Corporate Identity Number (CIN)

L51909DL2008PLC177181





## Registrars & Transfer Agents

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai 400 083

Call us at 0114 9411 000

Email at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

## Statutory Auditors

S.S. Kothari Mehta and Company

69, Okhla Industrial Area,

Phase III, New Delhi – 110 020, India.

Tel: +91 11 4670 8888

<https://sskmin.com/>

E-mail: delhi@sskmin.com

## Principal Bankers

ICICI Bank

Universal Trade Tower,

Sector – 49, Sohna Road,

Gurgaon – 122010, Haryana

Tel: +91 96504 98443

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

Contact Person: Suraj

Email: [suraj.bhat@icicibank.com](mailto:suraj.bhat@icicibank.com)

## Secretarial Auditors

DMK Associates

## Company Secretaries

31/36, Basement, Old Rajinder Nagar,  
New Delhi 110 060

Tel: 91-011-42432721

Email: [deepak.kukreja@dmkassociates.in](mailto:deepak.kukreja@dmkassociates.in)





# Management Discussion and Analysis

## Global Economy

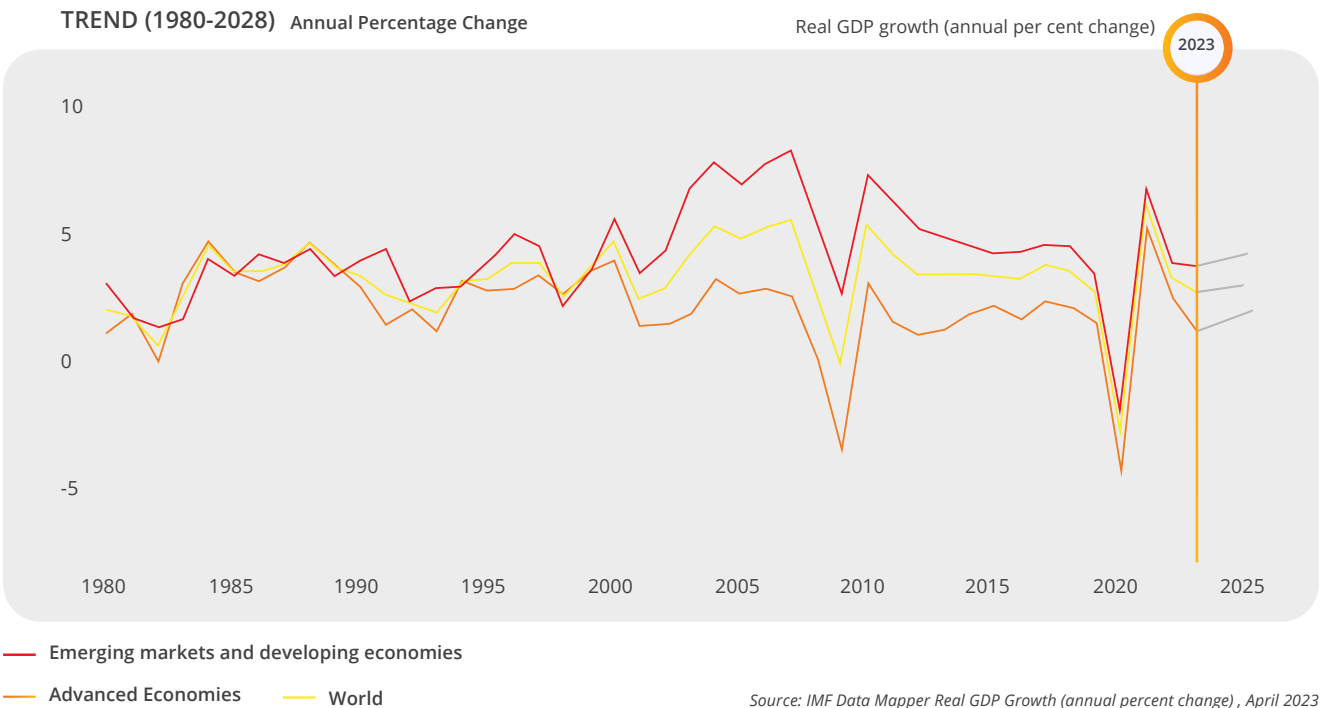
### OVERVIEW

According to the International Monetary Fund's (IMF) World Economic Outlook<sup>1</sup> Update (April 2023), the global Real Gross Domestic Product (GDP) grew by 3.4% in CY2022, following a 6.3% surge in CY2021. The substantial growth in 2021 was primarily due to the low-base effect of CY2020, a year that saw a 2.8% contraction in GDP due to the COVID-19 pandemic.

The global manufacturing sector experienced a notable rebound, with manufacturing activity showing significant improvement and surpassing its pre-pandemic levels. For instance, the J.P. Morgan Global Composite PMI Output Index<sup>2</sup> reached a record high of 54.4 following FY2023, indicating expansion in the sector. Additionally, industrial production indices from major economies, such as the United States, China and Germany, have shown consistent growth over FY2023.

There were encouraging signs of improvement in the travel and tourism industry too. The gradual easing of international travel restrictions in many countries increased travel and tourism activities. According to the United Nations World Tourism Organization (UNWTO), international tourist arrivals started to recover in the second half of 2022, with a Y-O-Y increase of 12% in Q3 FY2023.

Despite multiple positive trends, inflationary pressures were a significant feature of the 2022-2023 economic landscape, particularly in developed economies such as the United States, the United Kingdom and Europe. This led to more stringent monetary policies by central banks, which somewhat curtailed growth. The ongoing conflict between Russia and Ukraine disrupted global supply chains, leading to increased prices for food, commodities and energy. Additionally, a resurgence of COVID-19 in China further strained the global economy.





## OUTLOOK

Looking ahead, the International Monetary Fund (IMF) projects a deceleration in global economic growth to 2.8% in 2023<sup>3</sup>, followed by a slight uptick to 3.0% in 2024. Emerging and developing economies are expected to show stronger economic prospects compared to advanced economies. These economies, including Malaysia, Indonesia, Mexico and the like, have demonstrated resilience and adaptability, with many countries implementing effective policy measures to mitigate the impact of the pandemic. As a result, they are likely to experience a faster recovery and stronger growth rates.

China's economy, for example, expanded by 3.0% in 2022<sup>4</sup>, showcasing its resilience amid the pandemic. The IMF estimates a growth rate of 5.2% in 2023 and 4.5% in 2024<sup>5</sup>, following the relaxation of China's zero-tolerance policy on COVID-19. Other emerging economies, such as India, are also expected to rebound strongly. India's economy is projected

to grow at 6% for FY2024, driven by a combination of fiscal stimulus measures and structural reforms.

In contrast, advanced economies are facing challenges such as high debt levels, labor market imbalances and the after-effects of the 2023 US regional banking crisis. These factors are expected to result in slower growth rates. The IMF projects the United States Real GDP change to stand at 1.6% for 2023<sup>6</sup>, while the Eurozone's GDP expansion is forecasted at 0.9% in 2023 and 1.5% in 2024<sup>7</sup>.

The IMF expects global headline inflation to fall to 6.8% in 2023 and further decline to 5.2% in 2024<sup>8</sup>. This projection is based on the assumption of a gradual softening of interest rates. However, factors including changes in commodity prices, monetary policy decisions and global economic conditions can influence this.

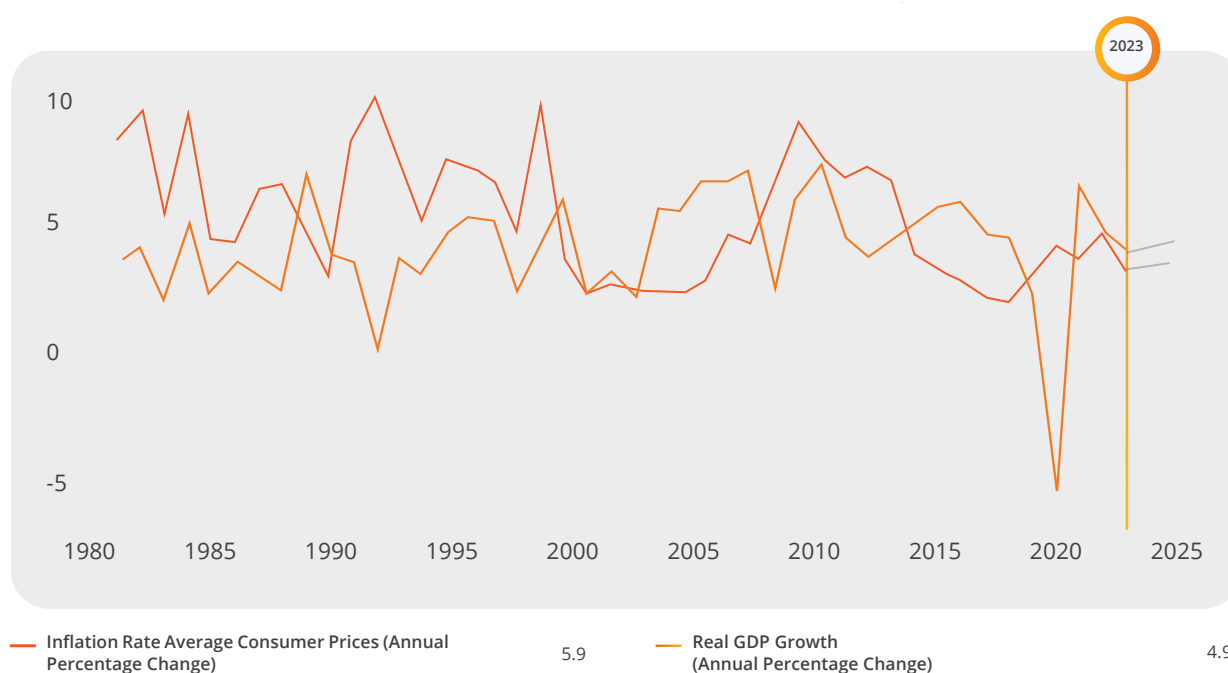
## Indian Economy

### OVERVIEW

The Indian economy displayed a positive trend, supported by various sectors such as space, defense, education and social infrastructure (including healthcare facilities, universities and housing). The government implemented measures to facilitate ease of doing business, particularly in financial markets, corporates and administration. These efforts have yielded positive results, as evidenced by India's improved ranking in the World Bank's Ease of Doing Business Index. India made a remarkable leap in the World Bank's Ease of Doing Business Ranking 2020, ascending by 79 positions from 142<sup>nd</sup> place in 2014 to a significantly improved 63<sup>rd</sup> position in 2019. Investments in education and social infrastructure have focused on improving access to quality education, healthcare facilities and basic amenities for all citizens.

India's GDP recorded a growth rate of 7.2% during FY2023<sup>9</sup>, which follows a robust growth of 8.7% in FY2022. In January 2023, the National Statistical Office (NSO) of the Government of India released the First Advance Estimates of National Income<sup>10</sup> for FY2023. According to these estimates, the total consumption also grew by 7.0% in FY2023, with private consumption playing a significant role in driving this expansion. The estimates also projected the Gross Value Added (GVA) in the services sector to grow at 9.1% in FY2023, driven by 13.7% growth<sup>11</sup> in the contact-intensive services sector.

The country's services exports for FY2023 stood at USD 25.3 Billion<sup>12</sup>, as compared to USD 25.1 Billion as of May 2022. This growth in service exports was not limited to information



Source: IMF Data Mapper Inflation Rate, Average Consumer Prices (annual percent change), April 2023



technology services but extended to diverse sectors such as professional management and consultancy, research and development and the expansion of Global Capability Centers. India's ability to gain global market share propelled service exports to increase by over USD 60 Billion annually, reflecting the country's growing prominence in the international market.

While the Indian economy exhibited a K-shaped recovery from the pandemic, with certain sectors like information technology, e-commerce and financial services witnessing healthy rebounds, others including retail trade and consumer discretionary, faced significant challenges. However, the travel and hospitality industry emerged as a beneficiary of the economic recovery, showcasing its resilience and adaptability.

India's foreign currency reserves also saw a substantial increase, reaching USD 578.45 Billion as of March 31, 2023<sup>13</sup>. This impressive reserve level provides coverage for approximately nine months of imports, highlighting the effective interventions by the Reserve Bank of India to ensure stability and mitigate external risks.

Inflation management has been a focus area for the Indian government. The Consumer Price Index (CPI) inflation, which remained above 6% for the year, eased to 5.66% in March 2023<sup>14</sup>. This indicates successful efforts in containing inflationary pressures and maintaining price stability. Further, the Indian economy has witnessed significant growth in high-frequency indicators, reflecting its strong performance. Direct and indirect tax collections showed robust growth, indicating healthy revenue generation and improved economic activity.

## OUTLOOK

Looking ahead, the Indian economy is expected to maintain its growth trajectory, supported by various factors. The IMF projects a GDP growth rate of 5.9% for India in FY2024<sup>15</sup> and the continued focus on strengthening productive capacity in different sectors is likely to contribute to sustained economic growth.

However, it is important to remain vigilant of potential risks and challenges. Domestic inflation, slowing global growth

and geopolitical situations require careful monitoring and policy interventions. The Indian government's proactive risk management and policy measures will play a vital role in ensuring a stable and resilient economy.

Overall, with its movement towards progress in the fields of IT and business, India is well-positioned to continue its economic growth. Continued policy measures, along with proactive risk management, will be crucial in maintaining a stable and resilient Indian economy.

# Global Aviation Industry

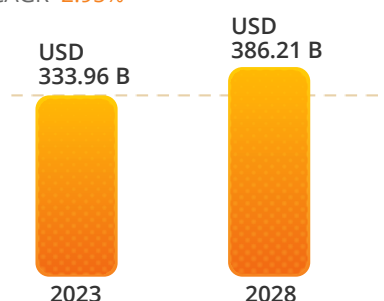
## OVERVIEW

The global aviation industry is a complex and dynamic sector that plays a crucial role in supporting economic growth and global connectivity. According to the International Air Transport Association<sup>16</sup> (IATA), global airline traffic measured by revenue passenger kilometers (RPKs) experienced a significant decline of 66% in 2020, compared to the pre-pandemic levels in 2019. The impact continued into 2021, with a 58% decline in airline traffic compared to 2019. These sharp reductions in air travel resulted in substantial economic losses of USD 244 Billion in 2020 and USD 146 Billion in 2021, affecting various sectors across the entire aviation value chain.

According to the latest analyses by International Civil Aviation Organization (ICAO), the global air transport seat capacity and passenger numbers have rebounded to approximately 80% of the levels<sup>17</sup> observed before the pandemic. Additionally, passenger revenue reached around 72% of its peak in 2019. However, the recovery of intra-region traffic within the Asia-Pacific region was slower, compared to inter-region traffic. This was a result of government-imposed restrictions on international travel. The Russia-Ukraine conflict also had a significant impact on the global aviation industry, resulting in travel and airspace restrictions between countries. Indirectly, higher fuel costs resulting from the conflict impacted airline tariffs and affordability.

### Aviation Market

Market Size in USD Billion  
CAGR 2.95%



Source : Mordor Intelligence

Source: Mordor Intelligence Aviation Market Size & Share Analysis-Growth Trends and Forecasts (2023-2028)

With economies rebounding, there was a surge in both passenger and cargo demand. Dealing with ever-growing air traffic in FY2023 called for better infrastructure. At the same time, technological advancements were reshaping the aviation industry. The adoption of digital technologies<sup>18</sup>,

Study Period	2018-2027
Market Size (2023)	USD 333.96 Billion
Market Size (2028)	USD 386.21 Billion
CAGR (2023 - 2028)	2.95%
Fastest Growing Market	Asia Pacific
Largest Market	Asia Pacific

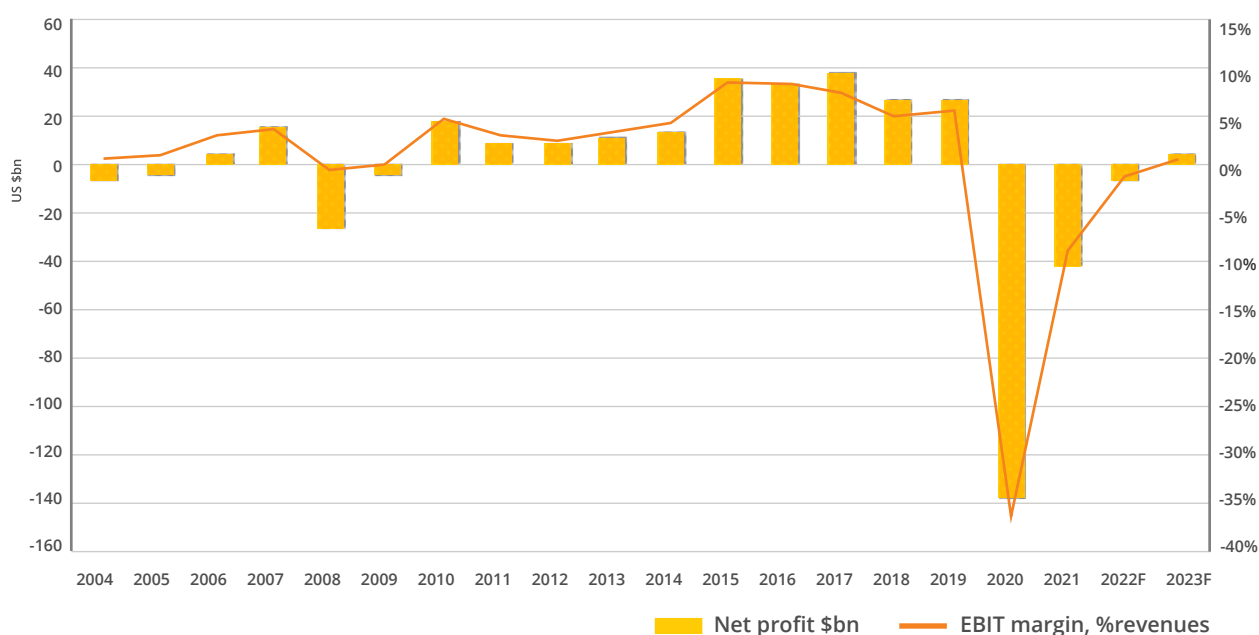
### Major Players



\*Disclaimer: Major players sorted in no particular order

such as artificial intelligence, machine learning and blockchain, improved operational efficiency and customer experience. For instance, AI and ML started being used for predictive maintenance, thereby reducing downtime and increasing aircraft utilization.

## Airline Industry Net Profit And EBIT Margin



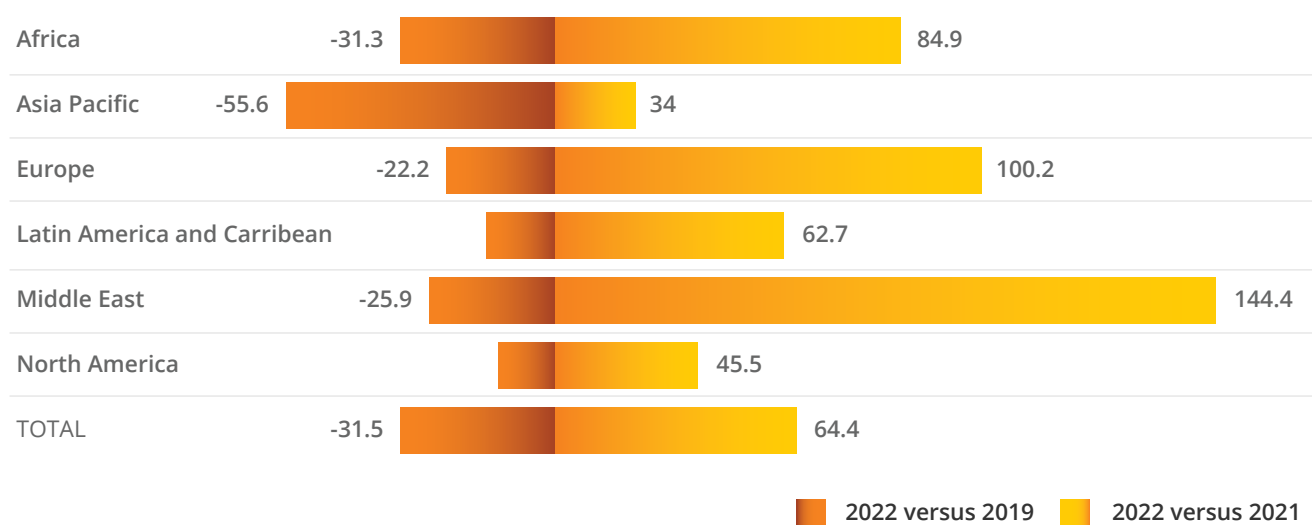
Source: KPMG Aviation Leaders Report 2023

The Carbon Offsetting and Reduction Scheme for International Aviation (CORSIA), implemented by the International Civil Aviation Organization (ICAO), aimed to stabilize CO<sub>2</sub> emissions at 2020 levels by offsetting growth in emissions from 2021 onwards. According to the Air Transport Action Group, the industry aims to reduce its net CO<sub>2</sub> emissions to half of 2005 levels by 2050. This led to increased investment in sustainable aviation fuels, carbon offset projects and sustainable airport infrastructure.

The aviation industry in America led in terms of financial performance, driven by strong consumer spending and robust air passenger demand. Europe too, showed a stronger-than-expected performance despite supply chain issues and capacity constraints posing challenges. On the other hand, the reopening of the Chinese market accelerated the recovery in the Asia Pacific region, contributing to the overall growth of the industry. Economic and social challenges impacted the aviation industry in Latin America, leading to mixed financial performance.

## Exhibit 2: Worldwide air passenger demand, December and full year 2022

### Percent Change



Note: Demand measured in revenue passenger kilometers (RPKs); traffic allocated to region where providing carrier is registered; Mexico is included in Latin America

Source: OliverWyman Airline Economic Analysis 2022-23



## OUTLOOK

In 2023, the global aviation industry is poised for a strong recovery, driven by pent-up demand, easing travel restrictions and improving economic conditions. For the whole of 2023, industry-wide revenue passenger kilometers (RPKs) are expected to reach 87.8% of the 2019 level<sup>19</sup>. The strong performance is attributed to pent-up demand, which remains buoyant despite economic headwinds.

According to Mordor Intelligence<sup>20</sup>, the Aviation Market is projected to experience growth during the forecast period (2023-2028), with its size anticipated to increase from USD 333.96 Billion in 2023 to USD 386.21 Billion by 2028, reflecting a Compound Annual Growth Rate of 2.95%. Growth will be driven by rising disposable incomes, urbanization and the growth of tourism and business travel. The industry is expected to return to profitability in 2023, only three years after the historic loss of USD 140 Billion in 2020. Total airline revenue is projected to recover to around 96% of the pre-Covid level in 2023. The demand for air travel is projected to double by 2040, growing at an annual average rate of 3.4%<sup>21</sup>.

The global airline ancillary services market was valued at USD 75.35 Billion in 2020. The market is expected to grow at a CAGR of 18.5% from 2019 to 2027<sup>22</sup>, reaching a value of USD 412.86 Billion by 2027. The growth of the airport ancillary services industry is driven by factors such as increasing air travel, rising passenger expectations for enhanced travel experiences and the need for airports to diversify revenue streams beyond traditional aeronautical activities. The industry is also witnessing the integration of advanced technologies, such as mobile applications, self-service kiosks and digital payment systems, to streamline operations and improve customer convenience.

Airports are increasingly focusing on providing personalized and seamless experiences to passengers through the expansion of retail and dining options, improved lounge facilities and providing spa treatments,

sleep pods and entertainment zones. This would be executed by placing great emphasis on sustainability, implementing eco-friendly practices and offering sustainable products and services to meet the growing demand for environmentally conscious travel experiences. This opens up prospects for growth and innovation in this area.

## Indian Aviation Industry

### OVERVIEW

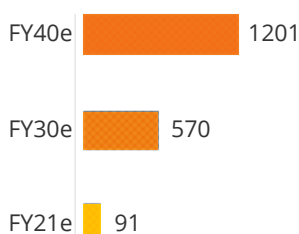
FY2023 was a pivotal period for the Indian aviation and airline ancillary industry. A significant rebound from the COVID-19 pandemic was observed following a surge in domestic and international travel demand and a strong recovery in passenger traffic. Domestic passenger traffic rebounded to pre-pandemic levels, reaching approximately 340 Million<sup>23</sup> in FY2023. The government's UDAN (Ude Desh ka Aam Naagrik) scheme which was aimed at making air travel affordable and widespread, played a crucial role in this recovery.

Under the scheme, the government has set a target to develop 100 airports<sup>24</sup> by 2024. As of 2023, there has been a significant increase in the number of operational airports, rising from 74 in 2014 to 148. A total of 68 underserved/unserved destinations, including 58 airports, 8 heliports and 2 water aerodromes, have been connected. This initiative has provided air connectivity to more than 29 states/UTs across the country. The scheme has been successful in benefiting over 1 Crore passengers, who have availed of its services. The scheme's progress, along with the ongoing privatization of existing airports, created immense investment opportunities in the Indian aviation sector.

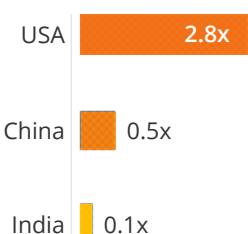
Additionally, the Greenfield Airports (GFA) Policy, established in 2008, outlines the requirements and procedures for constructing new Greenfield Airports in India. The government granted 'in-principle' approval

## Indian Air Travel Market - A Multi-Decade Growth Opportunity

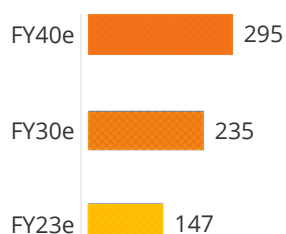
### Indian Air Travelers - Domestic & International (mn)



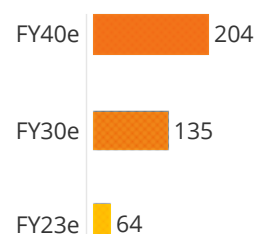
### India's Low Air Travel Propensity 0.1x - Huge growth headroom vs Global Peers



### Operational Airports (Nos)



### Airport Lounges (Nos)



Source: Frost & Sullivan Report

for 21 Greenfield Airports<sup>25</sup> across the country, including locations such as Mopa in Goa, Navi Mumbai, Shirdi, Sindhudurg in Maharashtra, Kalaburagi, Vijayapura, Hassan, Shivamogga in Karnataka, Dabra (Gwalior) in Madhya Pradesh and Kushinagar and Noida (Jewar) in Uttar Pradesh. Work for the first phase of the project was in full swing over FY2023 and at least 10 expansion projects were underway, including Chennai International Airport expansion and Rajiv Gandhi International Airport expansion.

The provision of loans through the ECLGS scheme<sup>26</sup>, the offering of relief in TCS/TDS<sup>27</sup> and the reduction in ATF excise duty<sup>28</sup> had a positive impact on the industry. Indian carriers expanded their fleet size by introducing new aircraft, resulting in a total fleet of over 750 aircraft<sup>29</sup> as of March 2023. In less than five months this year, IndiGo and Air India have collectively made orders for a combined total of 970 aircraft<sup>30</sup>. This demonstrates the ambitious expansion strategies of both airlines and highlights the immense growth potential of the Indian aviation market.

Key developments during the year included the acquisition of Air India by the TATA group, the launch of a new airline called Akasa in August FY2023 and the progress made by Jet Airways in restarting operations. The direct impact of the Russia-Ukraine conflict on the Indian Aviation space was

### Indian Aviation Market

Market Size in USD Billion  
CAGR 2.87%



Source: Mordor Intelligence India Aviation Market Size

limited, given the low proportion of passengers travelling to and from Russia and Ukraine.

The airline ancillary industry also experienced substantial growth. This is because there was an increased importance attributed to services such as in-flight entertainment, onboard food and beverages to enhance passenger experience and generate additional revenue. The introduction of innovative services, such as personalized in-flight entertainment, enhanced airport lounge experience and premium food options, contributed to the industry's growth. Contactless passenger processing, digital payments and enhanced sanitization measures were implemented to restore passenger confidence.

Despite some challenges such as high fuel prices, regulatory uncertainties and infrastructural constraints, the industry demonstrated resilience and adaptability, positioning itself for future growth.

## OUTLOOK

Looking ahead, the Indian aviation and airline ancillary industry is poised for significant growth. The industry is expected to benefit from the continued recovery in travel demand and government initiatives to boost aviation infrastructure. The government's continued focus on the UDAN scheme is expected to further boost domestic air travel. The Union Civil Aviation Minister has also announced plans to construct an additional 200-220 airports<sup>31</sup>, heliports and water aerodromes across the country within the next five years. This is likely to make air travel more accessible and affordable for a larger section of the population. The development of aviation infrastructure over the years, which in turn has been fueled by an increase in domestic traffic, becomes evident with these numbers:

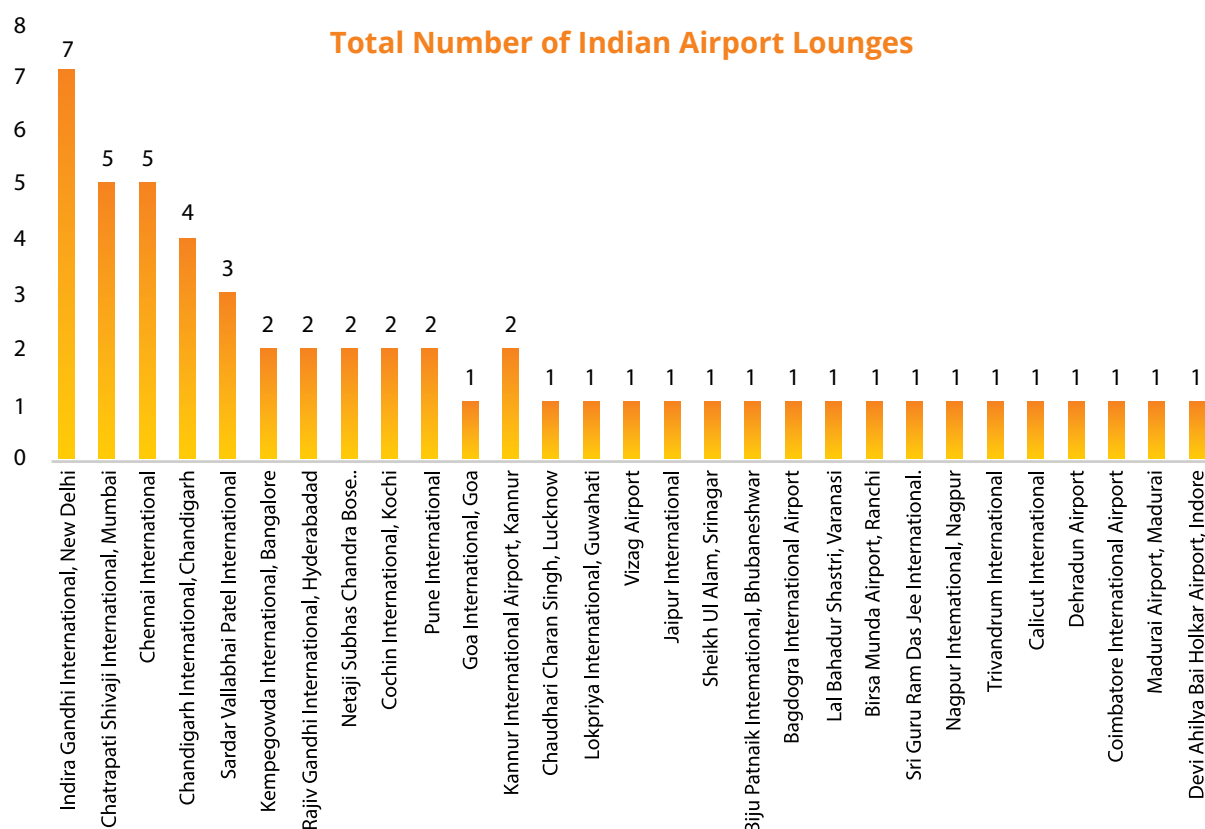
	CY2014	CY2020	CY2022	Jan'23 – Mar'23
Number of operational airports in India	74	102	133	148
Domestic passenger traffic (India)	67.3 Million	144.1 Million	123.2 Million	37.5 Million

Sources: PIB Record Growth in the Number of Airports in India and DGCA Data & Reports

According to Boeing's 2022 Commercial Market Outlook<sup>32</sup> (CMO) for India, the country is expected to require approximately 2,210 new aircraft over the next two decades. Out of this total, 1,983 units are projected to be single-aisle jets. Boeing also stated that India's domestic air traffic is anticipated to grow at an annual rate of nearly 7% until 2041. The report highlights that the recovery of the domestic market, which has reached 98% of pre-pandemic levels, has led to a shift from recovery to growth in India's air traffic. This is indicative of tremendous opportunities for the growth of the aviation industry.

The Airports Authority of India, along with other airport developers, has committed a substantial capital outlay of approximately INR 980 Billion for the development of associated infrastructure<sup>33</sup> over the next five years. This significant investment underscores their dedication to enhancing the aviation sector in India. Furthermore, the Ministry of Civil Aviation (MoCA) has been allocated a budget<sup>34</sup> of INR 3113.36 Cr for the fiscal year 2023-24, demonstrating the government's strong support and commitment to ensuring the successful completion of these ambitious projects. This financial backing will play a crucial role in driving the growth and modernization of airports across the country, ultimately improving the overall air travel experience for passengers and bolstering the aviation industry as a whole.





*Note: India and the Total Number of Lounges at each airport (Aggregator Access Lounges, Airlines Lounges are not considered)*

*Source: Frost & Sullivan Report*

The airline ancillary industry is also expected to witness robust growth. As airlines continue to focus on enhancing passenger experience and generating additional revenue, the demand for ancillary services is likely to increase. This is because of increasing urbanization, the need for ease and personalization and higher private consumption. The industry is also expected to benefit from the increasing trend of personalization, with airlines offering customized services based on passenger preferences. The adoption of digital technologies is expected to continue at a rapid pace, driven by the need for safety and hygiene in the wake of the pandemic. With the right strategies and initiatives, the industry is well-positioned to capitalize on the opportunities and overcome the challenges in the coming years.

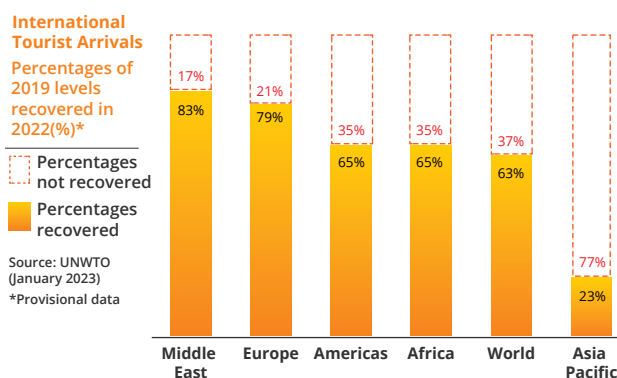
## Hospitality Industry

### OVERVIEW

The global hospitality industry experienced a significant recovery in 2022-23, as travel restrictions were gradually eased and the demand for travel increased. According to the United Nations World Tourism Organization (UNWTO), international tourist arrivals<sup>35</sup> for 2022 reached 917 Million, which was double the number of arrivals in 2021.

Europe, being a popular tourist destination, accounted for the largest share of global inbound tourism. The region witnessed 585 Million tourist arrivals in 2022, reaching nearly 80% of pre-pandemic levels. This growth can be

attributed to the reopening of borders and the successful implementation of health and safety protocols. The Middle East experienced the strongest relative increase in tourist arrivals among all regions. This was primarily due to hosting major international events such as Expo 2020 Dubai and the FIFA World Cup in Qatar. These events attracted a significant number of visitors and contributed to the region's tourism recovery. Africa and the Americas experienced a rebound in their visitor numbers, with approximately 65% of their pre-pandemic tourists returning. On the other hand, Asia and the Pacific region lagged behind, achieving only 23% of their previous visitor levels, mainly because of more stringent pandemic-related measures in place<sup>36</sup>.



*Source: UNWTO Impact Assessment of the Covid-19 Outbreak on International Tourism*

The growth of India's service sector and the rise in disposable income among professionals in this sector have fueled the demand for corporate travel and holidays. According to HSBC's Economic Research paper, the higher income levels and increased spending capacity of individuals working in the service sector have led to a rise in leisure trips. According to a recent report by IPK International, India experienced a remarkable recovery from the pandemic, with a 190% Y-O-Y increase<sup>37</sup> in outbound travelers in 2022. Despite ongoing travel restrictions, India emerged as the largest source market for outbound travel in Asia, surpassing China, South Korea and Japan, accounting for approximately 10 Million foreign trips<sup>38</sup>.

With hotels and resorts experiencing a surge in bookings from holidaymakers, a heightened emphasis on wellness and curated experiences has become increasingly paramount, particularly in the realms of wellness centers, spas and airport lounges. This shift is largely driven by a change in consumer behavior, as discerning customers now seek more than just basic amenities; they crave personalized, holistic experiences that cater to their physical, mental and emotional well-being. A study by the Global Wellness Institute reveals that the global wellness economy was valued at \$4.5 Trillion in 2018<sup>39</sup> with an annual growth rate of 6.4%, underscoring the significant potential of this market.

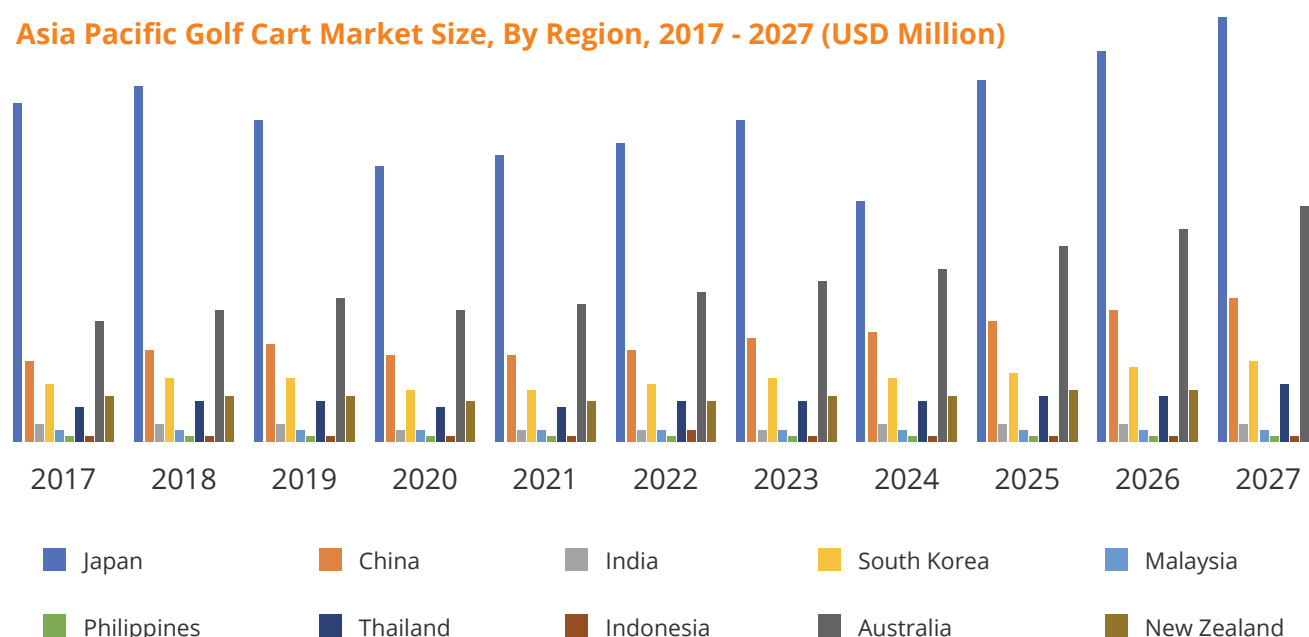
The transformation of airport lounges into wellness-oriented spaces is another significant development in the hospitality industry. According to a survey conducted by the Airports

Council International, 78% of airports worldwide now offer some form of wellness amenities. These amenities include sleep pods, shower facilities and healthy dining options, catering to the needs of health-conscious travelers. With a study revealing that 88% of travelers<sup>40</sup> are interested in wellness during their trips, there is a shift towards wellness-focused experiences. This demand has prompted hotels, resorts and other hospitality establishments to incorporate wellness elements into their offerings, creating immersive experiences that go beyond traditional amenities.

Another trend that was noticed with the rise in disposable income of the middle and upper-middle-class population was the increasing popularity of golf as a sport and leisure activity. The total number of golf courses in India has seen a steady increase, reaching approximately 276 by the end of FY2023<sup>41</sup>. This growth is a testament to the rising demand for golf facilities from domestic and international tourists. The southern and western regions of India have been particularly active in this expansion, with new golf courses and resorts being developed to cater to the growing demand.

The golf tourism sector has emerged as a significant contributor to the industry's growth. The government's proactive initiatives to promote golf tourism, such as the Incredible India Golf Circuit, have attracted a substantial number of international tourists. The revenue from golf tourism has seen a double-digit growth rate, contributing significantly to the overall industry revenue.

### Asia Pacific Golf Cart Market Size, By Region, 2017 - 2027 (USD Million)



Source: Graphical Research Asia Pacific Golf Cart Market Forecast 2027

### OUTLOOK

The outlook for the global hospitality industry in the coming years remains positive, with expectations of continued recovery and growth. The UNWTO projects that international tourist arrivals will reach 80% to 95% of pre-pandemic levels<sup>42</sup> in 2023. This indicates a gradual return to normalcy and a promising future for the industry.

In the Indian context, the industry has learned to work with volatility and adopt leaner cost structures. This has

contributed to higher profitability and strengthened the balance sheets of large hotel chains and hospitality companies. The Indian government's focus on promoting tourism, infrastructure development and ease of doing business is likely to create a conducive environment for the industry's growth. The hosting of international events and conferences in India presents an opportunity for the hospitality sector to attract a larger number of international visitors.



As per a joint report by Google and Boston Consulting Group<sup>43</sup>, it is projected that the online travel market in India will achieve a value of USD 13.6 Billion by the year 2023. The report further suggests that the market is expected to grow at a CAGR of 13.5% from 2023 to 2028. When it comes to domestic travel, similar growth trends have come to notice. Based on a recent report from KPMG<sup>44</sup>, it is anticipated that domestic travel within India will achieve a value of INR 9.5 Trillion by the year 2023. The report also highlights a compound annual growth rate CAGR of 13.1% from 2023.

The integration of technology in the hospitality industry will be a game-changer in the coming years. From contactless check-ins and digital concierge services to personalized experiences based on guest preferences, technology will enhance operational efficiency and customer satisfaction. Hotels and resorts that embrace these advancements are likely to gain a competitive edge and attract discerning travelers. The focus on customization and wellness is likely

to increase as evidenced in a joint report by FICCI and EY<sup>45</sup> that projects the wellness tourism market in India to attain a value of INR 1.5 Trillion by the year 2023 and a CAGR of 20-25% from 2023.

The focus on sustainable and responsible tourism practices will continue to grow in the coming years. Travelers are increasingly conscious of their environmental impact and seek accommodations that prioritize sustainability. Hotels and resorts that adopt eco-friendly practices, promote local culture and engage in community development initiatives are expected to attract environmentally conscious travelers and gain a positive reputation. It is crucial for industry stakeholders to carefully adapt to changing market dynamics to ensure sustained growth and success in the hospitality sector.

## Card Industry

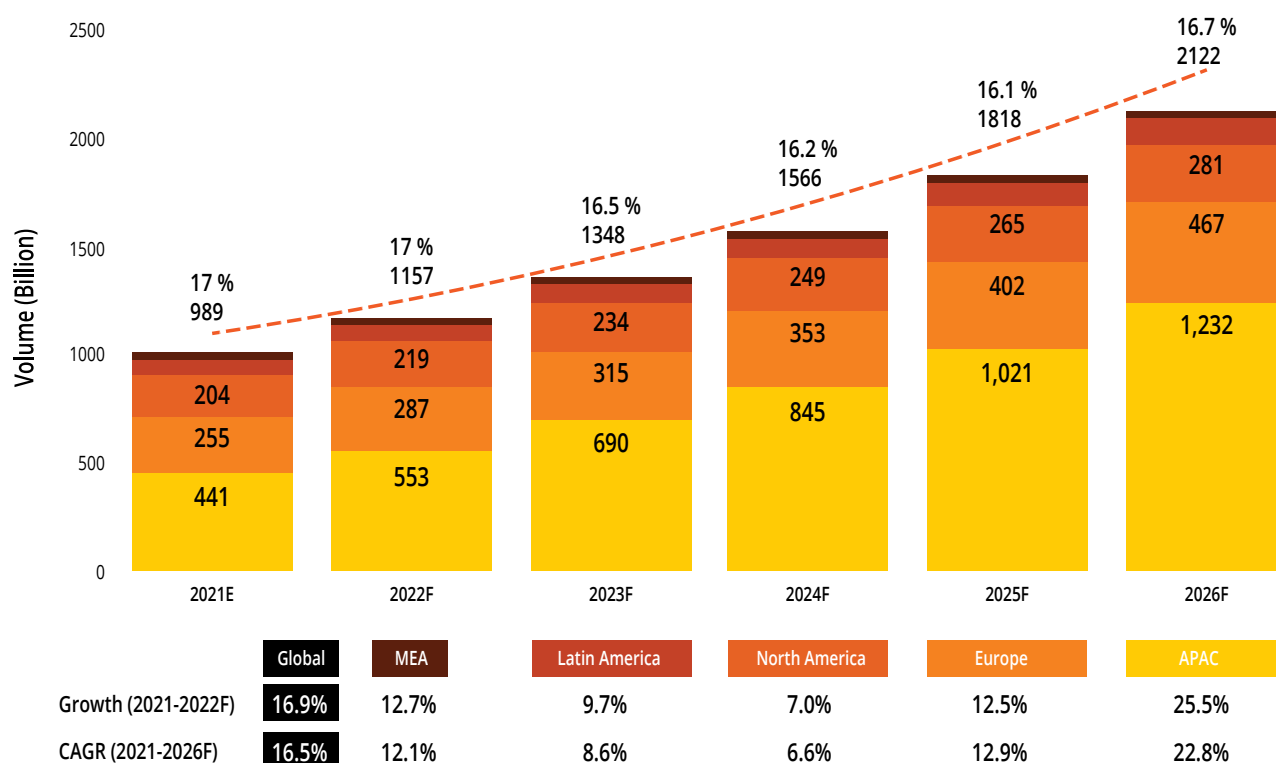
### OVERVIEW

For the global payment card industry, FY2023 was characterized by accelerated digital transformation, increased adoption of contactless payments and the continued growth of e-commerce. According to a report by the Nilson Report, the global card payments volume reached USD 40.1 Trillion in 2022<sup>46</sup>, a 4.4% increase over the previous year.

In the wake of the COVID-19 pandemic, consumers worldwide have shown a preference for digital and contactless payments over traditional cash transactions. This shift has been driven by the need for safety, convenience and the increasing penetration of smartphones and internet connectivity. The World Payments Report 2023 by Capgemini highlighted this surge in non-cash transactions:

### Worldwide non-cash transactions volume (2016-2026F, in billions)

CAGR (2021E-2026F): 16.5%



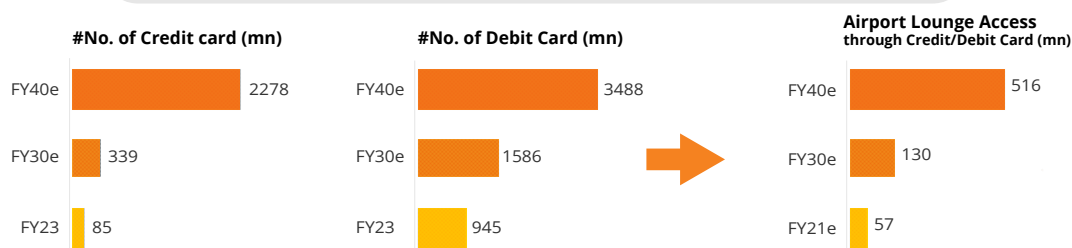
Source: Capgemini World Payments Report 2022

In India, the payment card industry witnessed a similar trend. In the realm of payment cards, it was evident that credit cards experienced a remarkable Y-O-Y surge of 41% in transactional volume during FY2023. In sharp contrast, the growth in transaction volume<sup>47</sup> for debit cards during

the same period was more moderate at 6%. This growth was primarily driven by the government's push towards digitalization, increased consumer confidence in digital payments and the proliferation of e-commerce.

## Card Penetration - Steadily Rising

For Card issuers, providing lounge access to their consumers at airport is increasingly becoming a key aspect of their customer acquisition and loyalty program



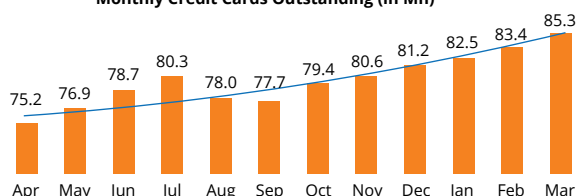
Expected Growth for Next 2 Decades

~33x

~4x

~10x

Monthly Credit Cards Outstanding (in Mn)



Both Debit & Credit Base is expected to ascend at Global Average

- Rising Disposable Income
- Favorable Demographic
- Digital Penetration
- Low, but steadily increasing Credit Card Penetration
- Increase in standard of Living

Source: Frost & Sullivan Report; RBI Data

A host of factors contributed to the increased relevance and development of the card industry. These include:

### 1. Rising Digital Payments Adoption

India has witnessed a remarkable increase in digital payments, driven by factors such as demonetization, government initiatives and the proliferation of smartphones. According to the Reserve Bank of India (RBI), the total number of digital transactions in India reached a record high of 5.3 Billion in 2022, representing a growth of 58% compared to the previous year. Consumers and merchants increasingly adopted contactless payment methods such as Near Field Communication (NFC) and Quick Response (QR) codes. The introduction of the National Common Mobility Card (NCMC) by the Ministry of Housing and Urban Affairs further accelerated the adoption of contactless payments across various sectors, including transportation. This surge in digital payments has been instrumental in driving the growth of the card industry in India.

### 2. Regulatory Reforms

The regulatory landscape surrounding the card industry in India witnessed several reforms aimed at enhancing security, promoting innovation and protecting consumer interests. The RBI introduced the Payment Aggregators and Payment Gateways (PAPG) guidelines in March 2022, which

mandated stricter norms for payment intermediaries, including the requirement for periodic audits and enhanced customer data protection measures. These guidelines aimed to strengthen the security and reliability of digital payment systems in the country.

### 3. Fintech Innovation and Collaboration

The Indian Card Industry experienced a surge in fintech innovation and collaboration in 2022. Fintech start-ups and established players collaborated to develop innovative payment solutions, including digital wallets, UPI-based apps and payment gateways. The introduction of Open Application Programming Interfaces (APIs) by the National Payments Corporation of India (NPCI) facilitated seamless integration between various payment systems, enabling interoperability and enhancing the overall user experience.

### 4. Influence of the e-commerce sector

The e-commerce sector's growth has also contributed significantly to the rise in card payments. As per a report by the Indian Brand Equity Foundation (IBEF), the Indian e-commerce market is expected to grow to USD 111.40 Billion by 2025 from USD 46.2 Billion as of 2020<sup>48</sup>, indicating a growing preference for online shopping and digital payments.



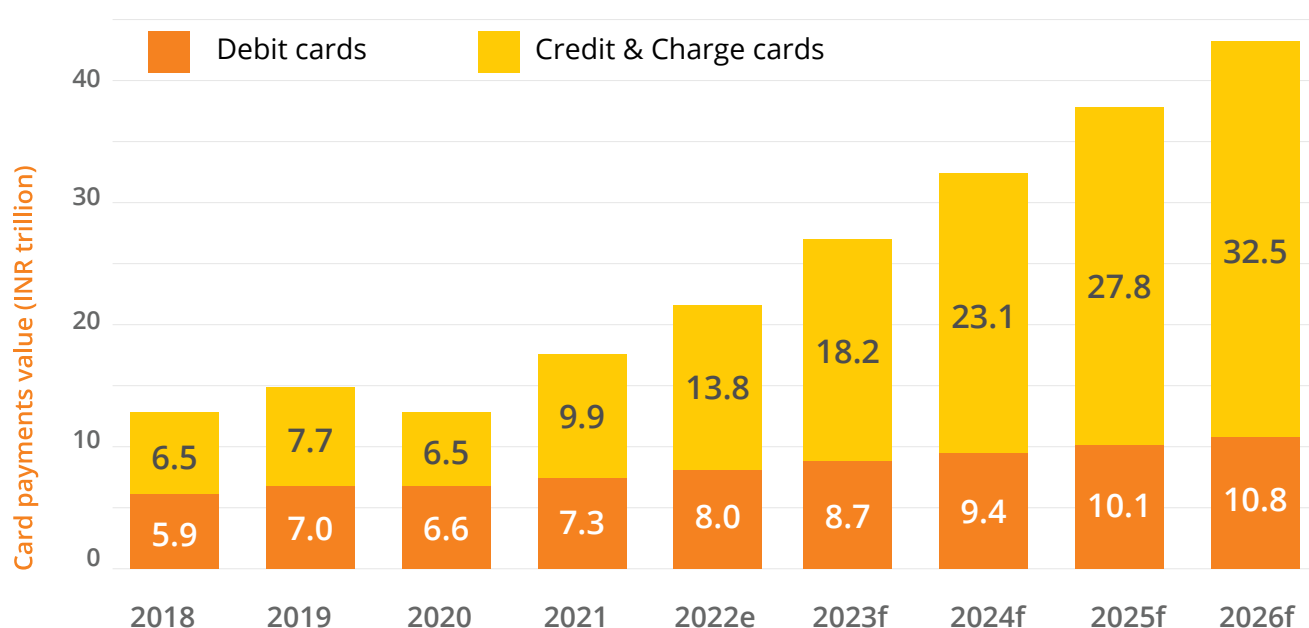
## OUTLOOK

Driven by technological advancements, evolving consumer preferences and the continued growth of e-commerce, the global payment card industry is poised for growth. According to a recently published report by Grand View Research, Inc., the global payment processing solutions market is projected to achieve substantial growth in the coming years. It is anticipated to reach a market size of USD 139.90 Billion by the year 2030<sup>49</sup>, with a compound annual growth rate (CAGR) of 14.5% from 2023 to 2030. This surge is attributed to the continuous advancement in payment technologies and the increasing adoption of digital payment methods worldwide. Contactless payments are expected to continue their upward trajectory, driven by the convenience

they offer and the ongoing COVID-19 pandemic. A study by Juniper Research<sup>50</sup> predicts that contactless payments will exceed USD 10 Trillion globally by 2027.

In the context of India, the payment card industry is expected to witness robust growth in the coming years. The RBI's vision document 'Payment and Settlement Systems in India: Vision 2021 – 2023 outlines a no-compromise approach towards the safety and security of payment systems, aiming to increase the digital payment transaction volume by at least four times by 2023. The introduction of innovative payment solutions, such as biometric authentication and tokenization, will enhance the security and convenience of card payments.

### India: Debit vs Credit and Charge Card Payments Value (INR trillion), 2018-26F



Note: "e" refers "estimated", whereas "f" refers "forecast"

Source: GlobalData Banking and Payments Intelligence Center

### 1. Continued Digital Payments Growth

Digital payments are expected to witness sustained growth in India, driven by factors such as increasing smartphone penetration, rising internet connectivity, and the government's focus on financial inclusion. The RBI's vision of reaching 10 Billion digital transactions per month by 2024 indicates the immense potential for further expansion in the PCI sector.

### 2. Emphasis on Security and Data Privacy

As digital payments become more prevalent, ensuring the security of transactions and protecting customer data will remain a top priority. Regulatory bodies, such as the RBI, are likely to introduce stricter guidelines and standards to enhance security measures and safeguard consumer interests. The adoption of technologies like tokenization, biometrics and artificial intelligence for fraud detection and prevention is expected to gain prominence.

### 3. Integration of Emerging Technologies

The integration of emerging technologies, such as blockchain, the Internet of Things (IoT) and artificial intelligence, is expected to revolutionize the card industry in India. Blockchain technology holds the potential to enhance security, transparency and efficiency in payment systems, while IoT can enable seamless and secure transactions through connected devices. Artificial intelligence and machine learning algorithms can be leveraged to detect and prevent fraud, personalize user experiences and improve risk management.

### 4. Focus on Financial Inclusion

The Indian Government's focus on financial inclusion and the expansion of digital payments to rural and underserved areas will drive the growth of the PCI industry. Initiatives like the Pradhan Mantri Jan Dhan Yojana (PMJDY) and the Bharat Bill Payment System (BBPS) aim to provide access to formal financial services and enable digital payments for all sections of society. The integration of Aadhaar, India's biometric identification system, with payment systems, will further facilitate financial inclusion.

## Business Overview

A comprehensive analysis of our Company's operations, strategic initiatives and performance aims to provide shareholders and investors with a clear picture of our Company's key functions, the markets we operate in, operational review and prospects. This serves as a foundation for the subsequent analysis and discussion of our Company's financial performance and risk factors.

### Company Overview

DreamFolks is India's largest airport service aggregator platform, offering a technology-driven platform to enhance the airport experience for passengers. With an asset-light business model, the comprehensive platform and services empower card networks, card issuers and corporate clients to create tailored solutions for airport services. Card networks and issuers can offer consumers complimentary lounge access and other services through eligible credit and debit card programs. They ensure seamless access across services.

Corporate clients leverage their solutions to extend benefits to their user base, providing various access mechanisms such as credit cards, debit cards, membership cards and digital solutions. We prioritize operators by offering a single point of access, consolidated data and technology for validating benefits.

DreamFolks facilitates access to various travel and lifestyle-related services, including airport lounges, food and beverage, spa, meet and assist, airport transfer and transit hotels/nap room access. This has allowed us to establish ourselves as a dominant player by providing access to 100% of the 72 lounges currently operational in India, both at airports and railway stations. In addition, we enjoyed a market share of over 95-97% of all India-issued credit card and debit card access to airport lounges in FY2023 (Source: Frost & Sullivan Estimates). Through partnerships with other service providers, our Company has a global footprint extending to 1,500+ touchpoints in over 100 countries, as of March 31, 2023.

In Q4 FY23, our Company acquired a 60% stake in Golfklik Private Limited, expanding our services to include golf sessions and lessons. This strategic move allows the customers unprecedented access to premier golf clubs in India and globally, integrating our tech platform with Golfklik's inventory for enhanced value propositions.

With operations beginning in 2013, with the facilitation of lounge access services for Mastercard consumers, our Company provides services to all major card networks operating in India. We also serve prominent card issuers in India, such as ICICI Bank, Axis Bank, Kotak Mahindra Bank, HDFC Bank and SBI Cards. Over the years, our Company has evolved from being an airport lounge access aggregator to an end-to-end technology solutions provider, focusing on designing and delivering services that enhance the airport experience, with a market share of over 90% (Frost & Sullivan Estimates) in the domestic lounge access market.

DreamFolks offers a comprehensive range of services to enhance the airport experience for passengers. These include:

### Airport Lounge Access

Our Company provides access to a network of all operational airport lounges in India, including lounges in major airports such as Bengaluru, Chennai, Mumbai, New Delhi, and Hyderabad. We provide coverage across all 60 airport lounges in India.

### Food and Beverage Offerings

Through partnerships with various entities, our Company facilitates access to around many restaurants and food and beverage outlets across Indian airports. Consumers can choose from a curated menu of vegetarian and non-vegetarian combo offerings.

### Spa Services

In collaboration with our Spa partners, our Company offers specified massage therapies such as head, neck and shoulder massage as well as foot reflexology. These services aim to make air travel as enjoyable and relaxing as possible.

### Meet and Assist

Our Company provides end-to-end assistance to consumers at select airports in India. Our meet and assist services are available at arrival and departure terminals, offering a wide range of services such as, check-in assistance and lounge access. We have also partnered with an international airport concierge service provider to offer meet-and-assist services at various airports worldwide.

### Airport Transfer Services

Facilitating airport transfers, our Company offers pick-up and drop-off facilities in cities across India and cities outside India. This service ensures convenient transportation for passengers to and from the airport.

### Transit Hotels / Nap Room Access

In Mumbai and New Delhi, our Company enables access to hotel rooms through our partnerships in New Delhi International Airport T-3. We also provide access to specialized facilities like nap rooms or sleeping pods in Bengaluru, Cochin and Mumbai, allowing transit passengers to rest in private rooms or compartmentalized sleeping quarters.

### Railway Lounge Access

Expanding beyond airports, our Company has entered the railway sector and secured contracts to provide lounge access at 12 railway lounges across 9 railway stations in India, further enhancing the travel experience for passengers.

### Golf Courses

Through the acquisition of Vidsur Golf, which was later rebranded as Golfklik Private Limited, we embarked on an exciting venture to provide unparalleled access to top-tier golf courses and clubs. This initiative aims to enhance the leisure experiences of our valued customers. This integration provides our customers access to 40+ golf courses in the country and 1,800+ globally.



## Duty-free

By establishing strategic partnerships with renowned duty-free providers, we have unlocked a range of premium benefits and pre-booking services at carefully selected airports across the globe. These collaborations enable us to offer our customers an exceptional duty-free shopping experience, ensuring convenience and luxury at every step.

## Human Resource

Our team at DreamFolks comprises 68 permanent employees and 4 contractual staff. We deeply value the contributions our employees make in shaping our success. We demonstrate this by prioritizing a safe and healthy working environment for all team members. Upon joining, employees participate in thorough orientations designed to equip them with the tools to excel in their roles, while also providing essential health and safety information from

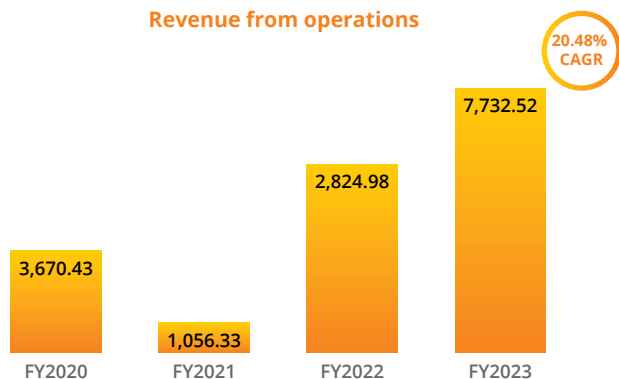
the outset. We actively implement measures to maintain occupational health and safety standards, including providing clean restrooms, proper waste disposal, and comprehensive hygiene provisions. This commitment is further underscored by our provision of first aid facilities and comprehensive Health and Accident Insurance coverage, reflecting our unwavering values.

## Financial Review

During FY2023, our Company experienced significant growth and achieved impressive financial results. The operating revenue witnessed a remarkable Y-O-Y increase of 174%, reaching INR 7,733 Mn compared to INR 2,825 Mn in the previous year. This growth was primarily driven by the continuous rise in passenger volumes, a steady increase in ticket size and the growing preference for availing lounge access facilities.

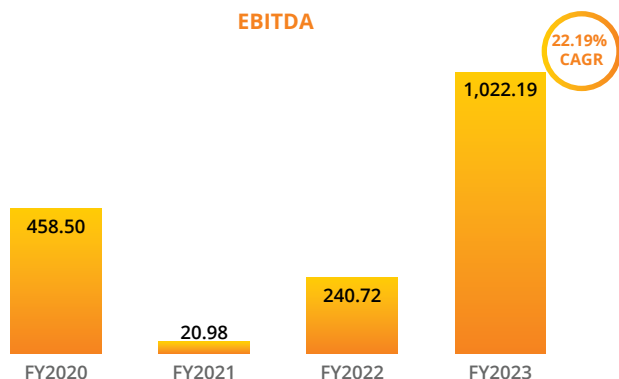
The PAT for the entire fiscal year reached INR 725.3 Mn, marking a remarkable increase of 346% compared to the previous year. The PAT margin for FY2023 was 9.38%, a significant improvement from 5.72% in the previous year.

### Revenue from operations

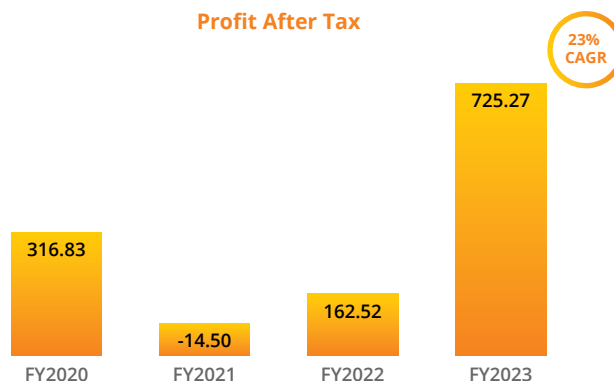


The EBITDA for the year stood at INR 1,022.2 Mn, a significant increase from INR 240.7 Mn in the previous fiscal year. EBITDA margins improved notably, rising from 8.48% in FY2022 to 13.16% in FY2023.

### EBITDA



### Profit After Tax



The Company's Return on Equity (RoE) and Return on Capital Employed (RoCE) for FY23 have shown a significant improvement compared to the previous year, with RoE of 60.4% and RoCE of 62.6%. This indicates the Company's enhanced profitability and efficient utilization of its capital resources.

With a lean organizational structure and efficient operations, our Company managed to keep major expenses linked to employee compensation at INR 174.4 Mn, which accounts for 2.26% of the operating revenue. This demonstrates our ability to maintain a cost-effective approach while driving sustainable growth.

## Significant changes in key financial ratios:

Key Financials Ratios	2022-23	2021-22	Differences (%)	Reasons for variance
Debtors' turnover	5.29	4.34	21.82%	
Interest coverage ratio	305.72	32.26	847.69%	Higher profit from operations for the year ended March 31, 2023 resulted in an improvement in the interest service coverage ratio compared to the previous year.
Current ratio (in times)	1.93	1.65	16.55%	
Debt equity ratio (in times)	0.01	0.02	57.94%	Due to profit from operations the reserves and surplus increased during the year and the value of outstanding debt also declined due to repayment of debts resulting in a decrease in Debt-Equity ratio from 0.02 for the year ended March 31, 2022 to 0.01 for the year ended March 31, 2023.
Net profit margin (in %)	9.38%	5.75%	63.13%	Higher profit from operations for the year ended March 31, 2023 resulted in an improvement in the Net profit ratio compared to the previous year.
Return on Net worth	60.41%	22.66%	166.59%	Higher profit from operations for the year ended March 31, 2023 resulted in an improvement in the Return on Net worth compared to the previous year.

## Operational Review

Our Company has taken great strides in expanding our offerings and strengthening our position in the market. We have successfully launched new channels like kiosks and web-access products, which provide consumers with convenient access to lounges and other services. These tools allow users to check or register their cards, view available benefits and services, check utilization and generate QR codes for lounge access. Additionally, our Company has introduced features that enable users to track their visit history and bring friends and family along through a paid model.

The cloud-based platform, which has been developed in-house, supports real-time monitoring of consumer benefits and facilitates access to facilities based on eligible benefits. This technology ensures accurate accounting, prevents system misuse and enhances customer service by minimizing valid denials.

Furthermore, we have expanded our omnichannel access through credit cards, debit cards, card issuer apps, our app, self-check-in kiosks, web-based portals and the newly introduced web access tool. This has enabled clients,

### The DreamFolks Advantage



#### Clients

- Aggregating multiple airport services and operators
- Designing and delivering bespoke airport programs
- Real time tracking and accounting of Consumer benefits



#### Operators

- Single point access to consumers of all leading card networks, issuers and corporates
- Significant passenger traffic



#### Consumers

- Get access to services
- View benefits & utilization
- Purchase additional visits

#### Card Network Providers

#### Card Issuers

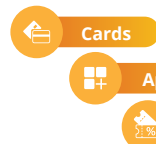
#### Corporate Clients

Clients tie up with DreamFolks...

**DreamFolks**

In-house developed proprietary tech platform

Access through omni-channel hybrid model



...enables end Consumers to access multiple services during their journey and at the airport



Lounge Access



Meet & Assist



Spa & Wellness



F&B Offers



Airport Transfer



Golf Courses



Sleeping Pods/  
Transit Hotel



such as banks, to integrate the benefits provided by the Company into their apps, providing a seamless experience for end consumers. To stay ahead of industry trends, we continue to invest in our in-house talent alongside research and development efforts. Our ongoing commitment to innovation and product development positions us well for future growth and ensures that our tech platform remains at the forefront of the industry.

In addition to serving the consumers of our card issuers, we have also established contractual arrangements with leading corporate clients in various sectors. These clients include most of the leading Indian LCCs (low cost carriers), OTAs (online travel agents), as well enterprises.

The acquisition of Vidsur Golf, now known as GolfKlik, has further enhanced our Company's value proposition by integrating our global inventory with our proprietary tech platform. This strategic move allows us to offer extended benefits to our clients and end consumers.

The establishment of a wholly-owned subsidiary in Singapore represents a significant advancement in our global expansion efforts. This new subsidiary will primarily focus on delivering airport operation services, such as managing and granting access to lounges, as well as overseeing loyalty programs. By strategically incorporating this entity, we aim to bolster our international presence and elevate the quality of services provided to discerning travelers worldwide.

These strategic partnerships and contractual agreements have significantly contributed to our Company's growth and success. They have allowed us to expand our reach and provide high-quality services to a diverse range of consumers. We continue to explore new opportunities for collaboration and expansion to enhance our service offerings and deliver exceptional experiences to our valued customers.

## Information Technology

Our Company's information technology (IT) systems have played a crucial role in enhancing operational efficiency, improving customer experience and driving business growth. Leveraging cloud-based technology, we have built a proprietary platform, the DreamFolks platform, which has revolutionized the way the industry operates, right from the way the banks offer the benefits to the access of the services to the end-consumer, touching every point of the lifecycle.

Our Company's IT infrastructure is entirely cloud-based, offering scalability, flexibility and cost-effectiveness. This cloud-based approach enables our Company to create an industry platform, adapt to the requirements of different clients, change business needs and efficiently handle increasing volumes of data. Moreover, it ensures that operators can access consumer benefits and validate them in real-time, thereby enhancing the overall efficiency of our services. It also allows our Company to push the boundaries by creating newer solution sets and have rapid adoption due to concentrated market share.

Recognizing the importance of data security and cybersecurity, our Company has implemented robust security measures and protocols and is fully PCI DSS compliant. With the increasing reliance on IT systems, protecting against cyber threats and ensuring the security of data have become paramount. Our IT team

continuously monitors and updates the systems to identify and address vulnerabilities.

Furthermore, our IT systems enable personalized and tailored experiences for consumers. Leveraging data analytics and insights, our Company provides a deep understanding of consumer preferences and behavior to Clients as relevant. This allows our Company's Clients to offer targeted promotions and benefits, enhancing consumer satisfaction, driving loyalty and fostering repeat business.

## Opportunities

Our Company has identified several key opportunities that have the potential to drive growth and enhance its position in the market. These opportunities are aligned with our strategic objectives and are expected to contribute to our long-term success. They include:

### Industry tailwinds

The Indian aviation and airline ancillary industry is poised for accelerated growth due to several factors. The recovery in travel demand, driven by a growing middle class and increasing disposable incomes, is expected to fuel the industry's progress. Industry reports project a surge in air passenger traffic in India, with an estimated annual growth rate of 9% over the next two decades<sup>51</sup>. To meet this rising demand, the Indian government has announced plans to construct 100 new airports by 2035, along with expanding existing ones, which will greatly improve air connectivity and accessibility. The government's focus on the UDAN scheme, aimed at promoting regional air connectivity, is also expected to boost domestic air travel. Furthermore, the rapid adoption of digital technologies is revolutionizing the airline ancillary sector, transforming the way passengers interact with airlines. From mobile check-ins and digital boarding passes to personalized travel recommendations and in-flight connectivity, technology is enhancing convenience and enabling airlines to generate additional revenue through targeted advertising and personalized ancillary services.

### Increasing demand for airport services

The global travel industry is witnessing a rise in demand for airport services due to increased business and leisure travel. To capitalize on this trend, we plan to invest in technology and infrastructure to enhance the customer experience. Improving service quality, streamlining operations and implementing innovative solutions are among the strategies to meet evolving traveler needs. Leveraging data analytics and customer feedback will also help tailor services for a more personalized experience.

### Pent-up demand in corporate travel and workcations

The pandemic-induced shift in work patterns has led to the emergence of workcations, where people combine work and travel experiences. This trend has transformed the travel industry, resulting in tailored products and marketing strategies. Workcations have also encouraged the exploration of lesser-known destinations, benefiting local economies. Additionally, there is pent-up demand for corporate travel, with conferences and industry events being the top impetus for business trips. Our Company intends to benefit from this trend by tailoring services catering to the needs of our customers.

## Technological advancements

Embracing technological advancements provides opportunities for operational improvement and better customer experiences. Our Company plans to invest in cutting-edge technologies such as AI, machine learning, and data analytics to streamline processes and offer personalized services.

AI-powered chatbots will enhance customer support, while data analysis will inform service customization based on customer preferences and feedback. Research and development investments will further advance capabilities, including card-based and digital access and billing services, attracting more operators and consumers, and increasing market share and revenue.

## Low card penetration in the country

In India, the level of card penetration is quite low. However, this presents a great opportunity for our Company to

capitalize on the increasing financial inclusion scheme in the country. As more people are introduced to the benefits of debit and credit cards, we plan to offer attractive incentives and rewards to encourage their use of our platform. With our innovative solutions and customer-centric approach, we are confident in the growth of the card industry in India.

## Rise in discretionary spending

As the pandemic nears its end, individuals are finding themselves with increased disposable income. This has led to a rise in discretionary spending, resulting in an influx of individuals opting to allocate their funds toward travel. Following a prolonged period of isolation, it is unsurprising that individuals are seeking to venture into new territories and immerse themselves in novel cultural experiences. The surge in discretionary spending has enabled us to leverage our products and services to cash in on this opportunity.

# Threats

In the dynamic landscape of the travel industry, DreamFolks acknowledges the presence of potential threats that demand vigilant attention. In this day and age, cybersecurity vulnerabilities pose a risk to our operations. For this reason, we understand that the adoption of robust security measures is important to protect consumer data. By investing in state-of-the-art cybersecurity technologies and regularly updating our protocols, DreamFolks aims to safeguard the privacy and trust of our customers.

We also acknowledge the need to adapt to evolving market dynamics, especially because the travel industry is constantly influenced by changing consumer preferences,

technological advancements and global events. We closely monitor market trends and consumer behavior to ensure that our offerings remain relevant and competitive. By leveraging data analytics and market research, we strive to anticipate shifts in customer demands and tailor our services accordingly. In addition to that, we have established effective contingency plans to mitigate the impact of events like natural disasters, political instability and epidemics that can put the travel industry in jeopardy. Through a proactive risk management approach, DreamFolks aims to stay ahead of the curve so that we can tackle the impact of any potential threats in the near future.

# Risk Management

Risk Management is a set of processes followed by our Company to identify, assess, respond to, monitor and report the risks that have the potential to hinder the efficient functioning of our business unless kept under check. The risks could be caused by internal or external factors.

Risk Source Category	Factors	Mitigations
Operational	<ol style="list-style-type: none"> <li>1. Strong relationships with card networks and financial institutions are crucial for revenue.</li> <li>2. Failure to retain or negotiate contracts could harm margins and financial performance.</li> <li>3. Contracts with operators and airport service providers, especially lounge operators, are vital for consumer access and revenue.</li> <li>4. Heavy reliance on the air travel industry poses operational risks, especially during crises like COVID-19.</li> <li>5. External factors like fuel prices, government policies, and airline dynamics can impact revenue and financial condition.</li> </ol>	Our Company focuses on diversifying revenue streams beyond banks and networks, maintain good and fruitful relationships with our providers, and add new services beyond the traditional lounge and airport services, while focusing on innovation and disruption.



Risk Source Category	Factors	Mitigations
Market	<ol style="list-style-type: none"> <li>1. Potential saturation of Indian markets</li> <li>2. Changes in regulations related to banking, financial services, airport operations, or the travel industry</li> <li>3. Adverse effects of long-term penalties or restrictions on prominent clients</li> </ol>	<p>Our Company recognizes the need for expansion into global markets, where it competes with global operators. While we currently enjoy a dominant position in India, the entry of new competitors or consolidation among existing competitors could also impact its market share and financial performance.</p>
Strategic	<ol style="list-style-type: none"> <li>1. Timely and budget-conscious execution of strategies</li> <li>2. Dependence on favorable external conditions for success</li> <li>3. Strong leadership and resource allocation crucial for successful implementation</li> <li>4. Strategic risk due to resource constraints</li> <li>5. Demands substantial resources from senior management and others</li> <li>6. Insufficient resources may hinder effective strategy execution</li> <li>7. Adequate resource allocation and strategic planning are needed to mitigate risk and support growth objectives.</li> </ol>	<p>Our Company prioritizes effective planning, resource management, and stakeholder engagement. Regular evaluation of strategies, alignment with market trends, and customer needs are emphasized. Resource allocation is optimized, with potential investments in talent acquisition and development. Open communication and proactive stakeholder engagement are key to managing expectations and maintaining strong relationships.</p>
Cybersecurity	<ol style="list-style-type: none"> <li>1. Disruption to information technology systems leading to service interruptions and damage to reputation.</li> <li>2. Risk of cyber-attacks compromising sensitive data, resulting in potential litigation and loss of clients.</li> <li>3. Need to protect proprietary data from unauthorized access and theft.</li> <li>4. Potential impact of intellectual property theft and unauthorized use on business operations and reputation.</li> </ol>	<p>Our Company prioritizes robust security measures, employee training, and cyber insurance to handle potential financial losses in case of incidents.</p>
Financial	<ol style="list-style-type: none"> <li>1. Potential delays or defaults in client payments</li> <li>2. Credit risk from outstanding receivables</li> <li>3. Impact on profits, cash flow, and financial stability</li> <li>4. Restrictions from financing agreements</li> <li>5. Foreign exchange rate fluctuations</li> <li>6. Impact on results of operations</li> <li>7. Legal proceedings involving the Company and related entities</li> <li>8. Adverse effect on business, cash flows, and financial condition.</li> </ol>	<p>Our Company proactively manages legal risks, seeks legal counsel when necessary, and maintains adequate provisions.</p>

## Outlook

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DreamFolks Services Limited prioritizes broadening its revenue mix while maintaining a focus on long-term growth and market expansion. Although lounge access services currently account for the majority of the income, our Company is actively pursuing additional premium solutions to further diversify our portfolio. Specialized access to renowned golf courses is one of these thrilling outings, offering valued clients the chance to indulge in leisure and luxury on an exclusive basis.

Additionally, our Company plans to make use of the enterprise sector's untapped potential because we see it as a promising area for future growth. We seek to establish strategic alliances with a range of businesses, including lodging establishments, e-commerce sites, digital services, and banking institutions, with a focus on offering customized client engagement and loyalty solutions. Our Company wants to increase customer involvement and establish long-term relationships, which will lead to greater expansion and success. To do this, we will provide customized solutions that are tailored to the specific needs of these industries.

DreamFolks Services Limited embraces changing market dynamics and we are fiercely ready to profit from the current premiumization trend. With rising interest in premium services like lounge access, private golf outings and rising demand for luxury automobiles and expensive timepieces, we are well-positioned to meet the changing needs of affluent customers.

Our Company stays steadfast in its dedication to offering exceptional services and revolutionizing the travel experience for its esteemed customers, anticipating sustained customer expenditure and a continued uptick in air travel. Our Company is well-positioned to preserve our enviable market position, capture new opportunities, grow our clientele, and provide unrivalled long-term value to our stakeholders through innovation, investment in our brilliant workforce and an uncompromising focus on customer-centricity.

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## Internal control systems and their adequacy

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DreamFolks Services Limited has established robust internal control systems in line with our Company's size and industry, reflecting our strong commitment to integrity and ethics. These internal control mechanisms are designed to facilitate efficient business operations, protect assets, prevent fraud and errors and ensure compliance with regulatory requirements. The internal control framework undergoes regular monitoring to assess the adequacy, effectiveness and usefulness of financial and operational controls. The internal audit function plays a crucial role in evaluating and monitoring our Company's internal controls and processes. This includes conducting risk-based audits and periodic reviews of financial, operational and compliance controls. The Audit Committee, consisting of the Board of Directors, oversees the annual audit plan and examines key audit findings. Any deviations identified through these processes are promptly addressed and appropriate corrective measures are implemented to strengthen the internal control framework. This ensures that we maintain a robust system of internal controls, fostering a culture of accountability and compliance.

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## Cautionary statement

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The management of our Company has taken responsibility for the preparation of the financial statements presented in this report. These statements have been prepared by the generally accepted accounting principles in India and include amounts that are based on well-informed judgments and estimates. It is important to note that all projections, estimates and expectations mentioned in this report should be considered 'forward-looking statements,' which are subject to the influence of various internal and external risks. Risks related to the market, strategy, technology, operations and stakeholders can have a significant impact on the business. Therefore, the actual results may differ substantially or materially from what is expressed or implied in this report. It is crucial to consider the inherent uncertainties and unpredictable factors that can affect the accuracy of these forward-looking statements.



# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT 2022-2023

PURSUANT TO REGULATION 34(2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 THE COMPANY HAS MADE DISCLOSURES IN ITS BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT, WHICH CONTAINS THE FOLLOWING THREE SECTIONS:

**SECTION A:** Presents a Comprehensive outline of the Company, Encompassing Its Range of Products And Services, Its Operational Reach, Workforce, Affiliations, Corporate Social Responsibility, and Commitment to Openness.

**SECTION B:** Entails Disclosures Regarding Management and Procedures tied to The Company's Operations. These Disclosures are designed to showcase the Frameworks, Guidelines, and Methods that have been implemented to align with the NGRBC Principles and Core Elements.

**SECTION C:** Furnishes detailed revelations linked to specific metrics, aligned with the nine fundamental principles of NGRBC in accordance with the BRSR.

This report additionally showcases the company's endeavours and methodology in pursuing diverse United Nations Sustainable Development Goals (UNSDG). These efforts drive the business strategy in fulfilling its overarching mission of bringing happiness to individuals' lives

DreamFolks Services Limited (hereinafter 'The Company' or 'us' or 'we') is a technology-driven platform that aggregates airport services in India and globally. The platform offers a wide range of services to passengers, including access to lounges, food and beverages, spas, meet & assist services, airport transfers, and even access to transit hotels or nap rooms.

The Company has evolved beyond just aggregating lounge access and has become a comprehensive technology solutions provider that designs and delivers services that enhance the entire airport journey.

The company follows an asset-light business model that brings together global card networks, credit and debit card issuers, and other corporate clients in India, including airline companies, airport lounge operators, and various other airport service providers, on a single, unified technology platform.

## 14. Products/services

Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Airport Services	Lounge Access (The company offer a unique value proposition to their Clients by enabling access to the Consumers to a network of all operational airport lounges in India, and other lounges globally.)	96.42%

Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Other passenger Airport Services (Lounge Access)	51109	96.42%

## SECTION A: GENERAL DISCLOSURES

### I. DETAILS OF THE LISTED ENTITY

**1. Corporate Identity Number (CIN) of the Listed Entity** - L51909DL2008PLC177181

**2. Name of the Listed Entity** - Dreamfolks Services Limited

**3. Year of incorporation** - 2008

**4. Registered office address** - 22,DDA Flats Panchsheel Park, Shivalik Road New Delhi 110017 India

**5. Corporate address** - 501, Tower-2, Fifth Floor, Worldmark, Sector-65, Gurgaon 122018 Haryana, India

**6. E-mail** - [compliance@dreamfolks.in](mailto:compliance@dreamfolks.in)

**7. Telephone** - 0124-4037306

**8. Website** - [www.dreamfolks.in](http://www.dreamfolks.in)

**9. Financial year for which reporting is being done** - 2022-23

**10. Name of the Stock Exchange(s) where shares are listed**

Name of the Exchange	Stock Code
BSE Ltd.	543591
National Stock Exchange of India Limited	DREAMFOLKS

**11. Paid-up Capital** - INR 10,45,00,000

**12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report** - Ms. Rangoli Aggarwal Ph. No. - 0124-4037306 Email: [compliance@dreamfolks.in](mailto:compliance@dreamfolks.in)

**13. Reporting boundary** - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).  
- The disclosures under this report are made on Standalone basis for DreamFolks Services limited.

## 15. Operations

Location	Number of plants	Number of offices	Total
National	Nil	23	23
International	Nil		

\*Note: No. of offices (National) includes 1 corporate office 1 registered office Others are for GST Registration (Virtual offices)

## 16. Markets served by the entity:

- a. Number of locations

Locations	Number
National (No. of States)	25
International (No. of Countries)	109

- b. What is the contribution of exports as a percentage of the total turnover of the entity?

**0.16% for FY 23**

- c. A brief on types of customers

**The company serves more than 50 customers. The primary customers/clients of DreamFolks are Banks, Card Network, Card issuers, and Corporate Clients.**

## 17. Employees

Details as at the end of Financial Year:

- a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	68	55	80.08	13	19.12
2.	Other than Permanent (E)	4	3	75.00	1	25.00
3.	Total employees (D + E)	72	58	80.55	14	19.44
WORKERS						
4.	Permanent (F)					
5.	Other than Permanent (G)					
6.	Total workers (F + G)					

The Company does not have any workers

- b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)					
2.	Other than Permanent (E)					
3.	<b>Total differently abled employees (D + E)</b>					
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)					
5.	Other than permanent (G)					
6.	<b>Total differently abled workers (F + G)</b>					

The Company does not have any differently abled employees.

The Company does not have any differently abled workers.



## 18. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	2	25.00
Key Management Personnel	4	3	75.00

## 19. Turnover rate for permanent employees and workers

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
<b>Permanent Employees</b>	18.95	30.30	21.88	19.35	25.00	20.51	15.05	33.33	18.02
<b>Permanent Workers</b>	The company does not have any workers								

## 20. Holding, Subsidiary and Associate Companies (including joint ventures)

## (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% Of shares held by listed entity	Does the entity indicated at column A participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Dreamfolks Hospitality Private Limited	Subsidiary	90.00	No, the Subsidiary Company does not participate in the Business Responsibility initiatives.
2.	Golfklik Private Limited	Subsidiary	60.00	No, the Subsidiary Company does not participate in the Business Responsibility initiatives.

## 21. CSR Details

## (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes

- Turnover (in Rs.) - **INR 7765.33 million- FY 23**
- Net worth (in Rs.) - **INR 1567.23 million - FY 23**

## 22. Transparency and Disclosures Compliances

Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2022-23			FY 2021-22		
		(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year
Shareholders	Yes	996	0		0	0	
Communities	The Company is engaged in B2B business engagements: their clients and partners can reach them out via their Account managers directly. In addition, consumers can send in their complaints calling the toll free no. or by writing to the DreamFolks helpdesk, The employees of the company for any kind of grievances can write an email to the HR, and the HR team resolves the grievances in a time bound manner. The company also has in place provisions for grievance redressal under its policies such as POSH, Whistleblower Policy, etc.						
Investors (other than shareholders)							
Employees and workers							
Customers							
Value Chain Partners	Additionally, the Company has not received any complaints for both the reporting years.						

**23. Overview of the entity's material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Data Security	Risk	The Company being an airport services aggregator through technology-driven platform, operates in a way that handles sensitive client data, the risk of unauthorized access, data breaches, or leaks are high. The company acts as an intermediary, aggregating data and services from various sources to deliver value to its clients. However, this aggregation process also exposes the company to potential data security risks.	The company employs effective legal and technological safeguards to mitigate potential risks. It has embraced comprehensive data privacy, information security, and backup and recovery policies as responsible measures to proactively counter these risks.	Negative
2	Employee Engagement, Diversity & Inclusion	Opportunity	The Company is committed to cultivating a vibrant and all-inclusive workforce. The collective reservoir of knowledge, mentorship, and technical expertise that the employees contribute forms the bedrock of their accomplishments, setting them apart in the industry. The Company also acknowledge the profound importance of diversity, wholeheartedly embracing the diverse origins, viewpoints, and life experiences that each team member brings to enrich their endeavors.  Furthermore, the company places paramount emphasis on ensuring a safe and healthy working environment for all its dedicated employees.	NA	Positive

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes



Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
c. Web Link of the Policies, if available	<b>Policies present in the Company's website are:</b> <ol style="list-style-type: none"> <li>1. Policy for Determining Material Subsidiaries (P1, P4): (<a href="https://www.dreamfolks.in/img/policy/Policy-for-determining-material-subsidiaries.pdf">https://www.dreamfolks.in/img/policy/Policy-for-determining-material-subsidiaries.pdf</a>)</li> <li>2. Anti-bribery &amp; Anti-corruption Policy: (P1) (<a href="https://www.dreamfolks.in/img/policy/anti_bribery_and_anti_corruption_policy.pdf">https://www.dreamfolks.in/img/policy/anti_bribery_and_anti_corruption_policy.pdf</a>)</li> <li>3. Dividend Distribution Policy (P 3, P4): (<a href="https://www.dreamfolks.in/img/policy/Dividend-Distribution-policy.pdf">https://www.dreamfolks.in/img/policy/Dividend-Distribution-policy.pdf</a>)</li> <li>4. Policy on Board Diversity (P1): (<a href="https://www.dreamfolks.in/img/policy/Policy-on-Board-Diversity.pdf">https://www.dreamfolks.in/img/policy/Policy-on-Board-Diversity.pdf</a>)</li> <li>5. Policy on CSR(P4, P8): (<a href="https://www.dreamfolks.in/img/policy/Policy-on-Corporate-Social-Responsibility_Dreamfolks-Services-Limited_v1.pdf">https://www.dreamfolks.in/img/policy/Policy-on-Corporate-Social-Responsibility_Dreamfolks-Services-Limited_v1.pdf</a>)</li> <li>6. Policy on Materiality of Information and Events (P1, P4): (<a href="https://www.dreamfolks.in/img/policy/Policy-on-Materiality-of-Information-and-Events_Dreamfolks-Services-Limited_v1.10.pdf">https://www.dreamfolks.in/img/policy/Policy-on-Materiality-of-Information-and-Events_Dreamfolks-Services-Limited_v1.10.pdf</a>)</li> <li>7. Familiarization Programme for Independent Directors (P1): (<a href="https://www.dreamfolks.in/img/policy/familiarization-pro-independent-dir.pdf">https://www.dreamfolks.in/img/policy/familiarization-pro-independent-dir.pdf</a>)</li> <li>8. Policy on Preservation and Archival of Documents (P1): (<a href="https://www.dreamfolks.in/img/policy/Policy-on-Preservation-and-Archival-of-Documents_Dreamfolks-Services-Limited_v1.10.pdf">https://www.dreamfolks.in/img/policy/Policy-on-Preservation-and-Archival-of-Documents_Dreamfolks-Services-Limited_v1.10.pdf</a>)</li> <li>9. Policy on Related Party Transactions(P1, P4, P7): (<a href="https://www.dreamfolks.in/img/policy/Policy-on-Related-Party-Transactions_Dreamfolks-Services-Limited_v1.11.pdf">https://www.dreamfolks.in/img/policy/Policy-on-Related-Party-Transactions_Dreamfolks-Services-Limited_v1.11.pdf</a>)</li> <li>10. Policy on Risk Management(P2, P6): (<a href="https://www.dreamfolks.in/img/policy/Policy-on-Risk-Management_Dreamfolks-Services-Limited_v1.10.pdf">https://www.dreamfolks.in/img/policy/Policy-on-Risk-Management_Dreamfolks-Services-Limited_v1.10.pdf</a>)</li> <li>11. Policy on Vigil Mechanism (P1): (<a href="https://www.dreamfolks.in/img/policy/Policy-on-Vigil-Mechanism_Dreamfolks-Services-Limited_v1.10.pdf">https://www.dreamfolks.in/img/policy/Policy-on-Vigil-Mechanism_Dreamfolks-Services-Limited_v1.10.pdf</a>)</li> <li>12. Code of Conduct for Directors &amp; Senior Management (P1): (<a href="https://www.dreamfolks.in/img/policy/CODEOF-2_.pdf">https://www.dreamfolks.in/img/policy/CODEOF-2_.pdf</a>)</li> <li>13. Code of Practices &amp; Procedures for fair disclosure of UPSI (P1): (<a href="https://www.dreamfolks.in/img/policy/upsi.pdf">https://www.dreamfolks.in/img/policy/upsi.pdf</a>)</li> <li>14. Nomination and Remuneration Policy (P3, P4): (<a href="https://www.dreamfolks.in/img/policy/nomination_and_remuneration_policy.pdf">https://www.dreamfolks.in/img/policy/nomination_and_remuneration_policy.pdf</a>)</li> <li>15. Privacy Policy (P9): (Available on website <a href="https://www.dreamfolks.in/privacy-policy">https://www.dreamfolks.in/privacy-policy</a>)</li> </ol> <b>Few policies like POSH (P5), Code on Prevention of insider trading (P1) and other IT (P9) related policies are also available in the intranet</b>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No	No	No	No	No	No	No	No	No
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Some of the national and international codes/certifications/labels/ standards obtained by the company are:  ISO/IEC 27001(international standard to manage information security), PCIDSS (The Payment Card Industry Data Security Standard), SOC1 Type 2, SOC2 Type 2, SOC2 Type 1, LEED Gold Certification.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9									
Policy and management processes																		
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	To maintain a consistent process of improvement and timely certification renewal, the company establishes clear commitments, goals, and targets with defined timelines. These targets act as a roadmap, enabling the company to monitor and achieve certification renewals within specified periods. This approach ensures continuous professional development and adherence to compliance requirements.																	
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.																		
Governance, leadership and oversight																		
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)																		
Dear Stakeholders,																		
Foremost objective of the Company is to harness the potential of technology and innovation to create a positive societal impact and tackle pressing issues that our company is dedicated to resolving. A key focal point of our endeavours revolves around our robust commitment to environmental stewardship. We place considerable emphasis on actively engaging in and contributing to the prevention and resolution of various environmental concerns. Our approach to sustainability extends beyond mere compliance. This is exemplified by the robust governance systems and meticulous risk management processes that underpin our operations. These include the implementation of effective policies and processes that ensure all our business activities adhere to ethical principles, internal policies, procedural guidelines, and pertinent legal regulations. Central to our ethos is an unwavering respect for human rights, which serves as the cornerstone of our operations and permeates our interactions with employees, suppliers, customers, and the communities we are privileged to serve. A cornerstone of our commitment is the establishment of safe and healthy workplaces. As part of this dedication, we are resolute in contributing to the United Nations Sustainability Goals, with an aim to surpass our contributions and effect lasting positive change in the communities, for this we have taken many initiatives under our CSR Projects for the betterment of the society. Our initiatives span a wide spectrum, encompassing measures such as the reduction of greenhouse gas emissions by planting indoor plants. We also take strides to enhance green spaces within our workplaces and promote energy conservation through the implementation of LED lighting. Our commitment to environmental responsibility is further demonstrated by the use of biodegradable garbage bags, and our LEED-certified buildings, which align with our commitment to sustainable building practices. We are proud of our progress thus far and remain dedicated to our mission of contributing positively to the well-being of both our immediate and global communities.																		
- Liberatha Peter Kallat																		
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Liberatha Peter Kallat Designation: Chairperson & Managing Director																	
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on Sustainability related issues? (Yes / No). If yes, provide details.	No, The Company does not currently have a specified Committee responsible for decision making on Sustainability related issues, however they aim to form the same in the coming future.																	
10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against Above policies and follow up action	The company diligently tracks and evaluates performance against its policies. Regular follow-up actions are taken to ensure continuous improvement and alignment with the company's commitments									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company Complies with all statutory requirements																	



	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.									
	Dhir & Dhir Associates, a Law Firm, assessed the implementation and efficacy of policies. Their evaluation focused on examining how effectively the policies were functioning. Furthermore, the department heads and business heads periodically review and revise the policies, which are then approved by the management or board. It is important to note that internal auditors and regulatory bodies may scrutinize the processes and ensure compliance with relevant regulations and requirements.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

**All principles are covered by the policies.**

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total Number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
<b>Board of Directors</b>	8 (as part of Board meetings)	Updates on Business and Regulatory changes are conducted for the Board of Directors & KMPs. The topics include: 1. Diversify into new business 2. Corporate Governance 3. Business Process Improvements	100%
<b>Key Managerial Personnel</b>	8	Updates on Business and Regulatory changes are conducted for the Board of Directors & KMPs. The topics include: 1. Diversify into new business 2. Corporate Governance 3. Business Process Improvements	100%
<b>Employees other than BoD and KMPs</b>	42	1. Corporate Inductions 2. POSH	100%
<b>Workers</b>		The Company does not have any worker	

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Monetary					
Penalty/Fine					
Settlement					
Compounding Fee					
Non-Monetary					
Imprisonment					
Punishment					

\* the management is evaluating the option of filing Compounding application with respect to previous years to income tax authorities.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
None	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The company has established a comprehensive anti-corruption and anti-bribery policy, demonstrating a resolute stance against any form of corruption or bribery. The company places significant importance on conducting business with utmost transparency and ethical standards, strictly following applicable laws, treaties, and regulations that explicitly forbid any involvement in corrupt or bribery-related activities.

Web link of the policy: [https://www.dreamfolks.in/img/policy/anti\\_bribery\\_and\\_anti\\_corruption\\_policy.pdf](https://www.dreamfolks.in/img/policy/anti_bribery_and_anti_corruption_policy.pdf)

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 22-23	FY 21-22
<b>Directors</b>		
<b>KMPs</b>		
<b>Employees</b>	No such disciplinary action taken by any law enforcement agency for both the reporting years.	
<b>Workers</b>		

6. Details of complaints with regard to conflict of interest:

	FY 22-23		FY 21-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors				
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	No such complaints were reported with regard to conflict of interest.			

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

No complaints were filed with regard to conflict of interest, therefore no corrective action undertaken for the same



## Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topic/principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programs
<b>Not</b> Quantifiable as the trainings for the value chain partners are held at the time of their on-boarding.	<b>Principle 3:</b> <b>Domestic</b> <ol style="list-style-type: none"> <li>1. Operational Status of Lounge</li> <li>2. Timing of the lounge</li> <li>3. Check for new hire.</li> <li>4. EDC status check</li> <li>5. Branding check</li> <li>6. DF portal functioning</li> <li>7. Changes in lounge amenities.</li> </ol> <b>Global</b> <ol style="list-style-type: none"> <li>1. Operational Status of Lounge</li> <li>2. Timing of the Lounge</li> <li>3. Check for new hire.</li> <li>4. Branding check</li> <li>5. DF portal functioning</li> <li>6. Changes in lounge amenities.</li> </ol>	<b>85%</b>

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? **(Yes/No)** If Yes, provide details of the same.

The company has adopted Code of Conduct for Directors & Senior Management. This code encompasses guidelines for effectively handling situations that could give rise to conflicts of interest, particularly those involving members of the Board.

## PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year	Previous Financial Year	Details of improvements in the environmental and social impacts
R&D	Percentage of R&D and Capital Expenditure investments in specific technologies to improve the environmental and social impacts of processes to total R&D and capex investments will be made available in the company's Business responsibility and sustainability report from the upcoming years.		
Capex			

- a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)  
There is no procedure as such however the company source certain materials like hardware, software marketing material, card printing etc. as per
  - b. If yes, what percentage of inputs were sourced sustainably?  
There is no procedure as such however the company source certain materials like hardware, software marketing material, card printing etc. The materials are sources as per the company needs therefore it is not quantifiable.
  - c. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste  
The company's operations do not require to set up the processes in place to safely reclaim any kind of products for reusing, recycling and disposing at the end of life.
3. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.  
The company's operations are such that the Extended Producer Responsibility is not applicable to it.

### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/ Service	% of total Turnover Contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Considering the nature of operations and business activities of the Company, Life Cycle Assessment is not being conducted.					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product/ Service	Description of the risk/ concern	Action Taken
Considering the nature of operations and business activities of the Company, this question is not applicable.		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 22-23	FY 21-22
Considering the nature of operations and business activities of the Company, this question is not applicable.		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 22-23			FY 21-22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)						
E-waste	Considering the nature of operations and business activities of the Company, this question is not applicable.					
Hazardous Waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials (as percentage of products sold) for each product category.
---------------------------	--

Considering the nature of operations and business activities of the Company, this question is not applicable.

### PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

#### Essential Indicators

1. a. Details of measures for the well-being of employees:

	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Insurance		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	55	52	94.54	55	100	0	0	0	0	0	0
Female	13	13	100	13	100	13	100	0	0	0	0
Total	68	65	95.58	68	100	13	100	0	0	0	0



	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Insurance		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Other than Permanent Employees											
Male	3	0	0	0	0	0	0	0	0	0	0
Female	1	0	0	0	0	0	0	0	0	0	0
Total	4	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

% of employees covered by											
	Total (A)	Health Insurance		Accident Insurance		Maternity Insurance		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male											
Female											
Total											
Other than Permanent Workers											
Male											
Female											
Total											

The company does not have any workers

The company does not have any workers

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 22-23			FY 21-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	98.6	0	Y	96.77%	0	Y
Gratuity	98.6	0	N.A.	96.77%	0	N.A.
ESI	1.38	0	Y	11.29%	0	Y

**\*Note:** PF and gratuity is being provided to all the permanent employees, and ESI is being provided to all the other than permanent employees.

### 3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard

Currently, The Company doesn't have any differently abled employees. However, their workplace is well-equipped with the essential infrastructure to accommodate individuals with varying abilities. This includes features like accessible building entrances, push/lever-operated wash basins, and well-lit hallways.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Currently the Company has no separate policy for the same, however the company does not discriminate and provide equal opportunities to all the employees and also adhere to their rights in accordance with the legal requirements.

## 5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	The return-to-work and retention rate for the financial year 2022-2023 stands at zero due to the fact that only one employee took maternity leave during the reporting year and did not resume work thereafter.			
Female				
Total				

## 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	No permanent workers identified
Other than Permanent Workers	No other than permanent workers identified
Permanent Employees	<ul style="list-style-type: none"> <li>The employees have the option to communicate their grievances via E-mail, which is accessible 24/7 The HR team is responsible for attending to and resolving any concerns raised by employees.</li> <li>The employees are allowed to interact with the senior management of the company in relation to any grievances they might have.</li> </ul>
Other than Permanent Employees	<ul style="list-style-type: none"> <li>The employees have the option to communicate their grievances via E-mail, which is accessible 24/7 The HR team is responsible for attending to and resolving any concerns raised by employees.</li> <li>The employees are allowed to interact with the senior management of the company in relation to any grievances they might have.</li> </ul>

## 7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 22-23			FY 21-22		
	Total employees / workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>						
<b>Male</b>						
<b>Female</b>						
<b>Total Permanent Worker</b>						
<b>Male</b>						
<b>Female</b>						

Currently, none of the Company's employees are affiliated with any associations or unions. Nevertheless, the company does not restrict the possibility of its employees forming associations or unions.

## 8. Details of training given to employees and workers:

	FY 22-23				FY 21-22					
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male										
Female						Nil				
Total										
Workers										
Male										
Female						The company does not have any workers.				
Total										

The company does not have any workers.



9. Details of performance and career development reviews of employees and worker:

Category	FY 22-23			FY 21-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male						
Female						
Total						
<b>Workers</b>						
Male						
Female						
Total						

The company has conducted no such reviews

The company does not have any workers.

10. Health and safety management system:

- Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?  
The company's operations does not require such system, still the Company make endeavours to ensure Occupational Health and safety by implementing measures such to ensure a safe and healthy workplace. The Company takes care of proper cleanliness of the workplace. Orientation of new employees is conducted to describe health and safety related information. The company also ensure access to clean and well-maintained restroom and hygiene facilities, along with provisions for proper waste disposal.
- What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?  
The company's operations does not have any such hazards therefore this question is not applicable.
- Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)  
The company's operations does not have any such hazards therefore this question is not applicable.
- Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)  
Yes, The Company recognizes the health of its employees and provides them with first aid facilities. They are also covered under Health and Accident Insurance.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 22-23	FY 21-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees		
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

No such instances have been recorded. Considering the company's operations, employees experience no such safety-related incidents or work-related injuries. Additionally, the company does not have any employed workers.

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

To ensure a safe and healthy workplace the Company takes care of proper cleanliness of the workplace. Orientation of new employees is conducted to describe health and safety related information. The company also ensure access to clean and well-maintained restroom and hygiene facilities, along with provisions for proper waste disposal.

## 13. Number of Complaints on the following made by employees and workers:

	FY 22-23			FY 21-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions						
Health & Safety			Nil			

## 14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	
Working Conditions	Nil

## 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health &amp; safety practices and working conditions.

Not Applicable, as there were no such incidents in the current year

**Leadership Indicators**

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes. The employees of the Company are covered under the Health & Accident Insurance policies which provides compensatory package in the event of death.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

No such transactions take place with the value chain partners hence, this question is not applicable.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/workers	No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment
	FY 22-23	FY 21-22
Employees		
Workers		Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? **(Yes/ No)**

No, the Company does not have such provision but it may consider implementing such programs in the future to better assist its employees. during career transitions.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	
Working Conditions	Nil.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners

No such concerns reported, hence no corrective action is taken.



#### PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

##### Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company follows a process that ensures transparency in identifying the stakeholders. The Company communicates its business purpose and objectives to its stakeholders and assess, evaluates and then incorporate those in their decision-making process. The process of stakeholder engagement involves identifying key internal and external stakeholders followed by analyzing the impact of each stakeholder groups on the company's business. The key stakeholders of the company include Management, Employees, Shareholders, Vendors, Customers and Industry associates.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Email, Meetings, Town Halls	Need-Basis	Induction Programs, Skill Development
Customers	No	Social Media Platforms, Customer Call Centre, Advertisements, Website	Need-Basis	Check-in Issues, Card Issues
Vendors/ Suppliers	No	Emails, Telephonic, Meetings	Need-Basis	Business Relationships, Payments, Quality Services
Shareholders/ Investors	No	Emails, Newspapers, One to One and Group Meetings	Need-Basis	Financial performance, Business Growth, Business Investments, Approvals
Industry Associates	No	Emails, Telephonic, Meetings	Need-Basis	-

##### Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

No such processes are in place for consultation between stakeholders and the Board on economic, environmental, and social topics. However the Company ensures that if need arises, the consultation will take place between the stakeholders and the board.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

No such instances has taken place as of now, However The Company ensures that whenever discussion regarding management of environmental, and social topics are needed the stakeholders conduct a meeting among themselves, herein referred to as the stakeholder consultation to support the identification and management of environmental, and social topics.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

All of the company's programs are focused on addressing the most pressing issues and meeting the needs of the most vulnerable populations across Haryana especially women, youth and marginalized groups. The company ensures assurance across the organization, to operate its business in an ethical, economic, social and environmentally sustainable manner, while recognizing the needs and interests of its critical stakeholders. The company's CSR projects include Smiti Foundation whose objective is toward the protection, safety rights, education, and welfare rights of girls across major cities and villages in Haryana. The overall goal is the protection, education, and empowerment of women and girls from poor and marginalized communities, leading to improvement in their lives and livelihoods.

- i. The Company has a Project AKSHAR - Right to Education

**PRINCIPLE 5: Businesses should respect and promote human rights****Essentials Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 22-23			FY 21-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	68	68	100	60	60	100
Other than permanent	4	0	100	2	0	100
Total Employees	<b>72</b>	<b>68</b>	<b>100</b>	<b>62</b>	<b>60</b>	<b>0</b>
Workers						
Permanent						
Other than permanent						
Total Workers						

The Company does not have any workers.

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 22-23					FY 21-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	68	0	0	68	100	60	0	0	60	100
Male	55	0	0	55	100	44	0	0	44	100
Female	13	0	0	13	100	16	0	0	16	100
Other than Permanent	4	0	0	4	100	2	0	0	2	100
Male	3	0	0	3	100	1	0	0	1	100
Female	1	0	0	1	0	1	0	0	1	0
Workers										
Permanent										
Male										
Female										
Other than Permanent	The Company does not have any workers									
Male										
Female										

The Company does not have any workers

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ Salary/ Wages of respective category	Number	Median remuneration/ Salary/ Wages of respective category
Board of Directors (BoD)	6 (3 Male independent and 2 Non executive directors Director, are paid sitting fee only)	64,84,966	2 (1 Female independent Director was paid sitting fees only)	3,67,30,744
Key Managerial Personnel	1	64,84,966	3	1,00,00,008
Employees other than BoD and KMP	50	7,35,914	14	5,77,823
Workers	The company does not have any workers			



4. Do you have a focal point (Individual/ Committee) responsible for addressing human- rights impacts or issues caused or contributed to by the business? **(Yes/No)**

Yes, The Human Resource department of the Company takes and resolve concerns related to the Human Rights issues. The Company also have in place a Vigil Mechanism Policy to address such issues.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues

The company adheres to all legal requirements, ensuring punctual disbursement of employee salaries, and guaranteeing equal opportunities without any exemptions. Any concerns or complaints are directed to the Human Resources department, The employees can E- mail their grievances to the HR who address and resolve the concerns raised in a time bound manner so that, the manpower investing in the company do not feel unheard at any point of time. Appropriate measures are taken in accordance with the relevant workplace policies and regulations.

6. Number of Complaints on the following made by employees and workers:

	FY 22-23			FY 21-23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual harassment						
Discrimination at workplace						
Child Labour						
Forced Labour/ Involuntary Labour						
Wages						
Other Human Rights related issues						

No such concerns identified in the current and previous reporting year.

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The company raises awareness about issues related to harassment and discrimination through their POSH Policy, and imparts knowledge about these subjects to their stakeholders. Additionally, new employees are educated about these matters during their induction process.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Currently, there have been no such instances that required alteration. However, it is important to note that in accordance with the Code of Conduct and HR protocols of the company, they are steadfast in their commitment to adhering strictly to these requirements. Should the need arise in the future, they will take all necessary measures to implement the appropriate procedures.

9. Assessments for the year:

	% of your plants and Offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	
Forced/involuntary labour	
Sexual Harassment	
Discrimination at workplace	
Wages	
Others – please specify	

The company internally monitors compliance of all relevant laws and to ensure adherence to all applicable laws and policies regarding these matters. During the reporting period, no third-party or local regulatory body has conducted any observations or assessments in this regard.

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No complaints, therefore not applicable.

## Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaint

No such instances have taken place, however the employees of the company for any kind of grievances can write an email to the HR, and the HR team resolves the grievances in a time bound manner. The company also has in place provisions for grievance redressal under its policies such as POSH, Whistleblower Policy, etc.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

As an equal opportunity employer, we do not discriminate on the basis of race, colour, caste, gender, origin, etc. We are committed to protect and respect human rights related issues such as, forced labour, child labour, freedom of association, right to collective bargaining, equal remuneration, etc. Even though a formal Due Diligence is not conducted, we ensure to incorporate the aforesaid principles in our policies and procedures and ensure that they are being followed.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, the Company is located in a place that guarantees accessibility for visitors with disabilities. This encompasses features like easily accessible entrances, fixtures such as push/lever-operated wash basins, and well-illuminated corridors.

4. Details on assessment of value chain partners:

% of value chain partners (by value of business done with such partners) that were assessed	
<b>Sexual Harassment</b>	The Company oversees adherence to applicable laws and regulations concerning these matters. During the reporting year 2023, no remarks have been made by local statutory authorities.
<b>Discrimination at workplace</b>	
<b>Child Labour</b>	
<b>Forced Labour / Involuntary Labour</b>	
<b>Wages</b>	
<b>Others – Please Specify</b>	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

No such concerns have been reported, hence no corrective action taken but the company have SISA, POSH, Insider Training, and PCIDSS to address such concerns

## PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

### Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 22-23	FY 21-22
<b>Total electricity consumption (A)</b>	<b>1,41,985</b>	<b>1,52,553.17</b>
<b>Total fuel consumption (B)</b>	<b>346.77</b>	<b>347.77</b>
<b>Energy consumption through other sources (C)</b>	<b>46.5</b>	<b>46.5</b>
Total energy consumption (A+B+C)	<b>1,42,378.27</b>	<b>1,52,947.44</b>
<b>Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)</b>	<b>0.000018</b>	<b>0.000054</b>
<b>Energy intensity (optional) – the relevant metric may be selected by the entity</b>	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**Considering the Company's Business Operations, evaluation is not being conducted by any external agency.**

**Additional Note:** Data for the energy consumption is evaluated taking in consideration only the electricity generated through Solar Panels (Renewable Source) and through Power Grid and for the calculation of fuel consumption only an estimate figure has been added from the data provided of the company owned vehicles. The calculation done for the electricity consumption through Solar Panels is same for both of the years due to an average calculation taken into consideration.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any

Not Applicable. The Company is not identified as a Designated Consumer under the PAT Scheme. (According to the official gazette of Ministry of Power- National Mission for Enhanced Energy Efficiency- NMEEE)



3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 22-23	FY 21-22
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	1430.17	708.95
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<i>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</i>	1430.17	708.95
Total volume of water consumption (in kilolitres)	1430.17	708.95
Water intensity per rupee of turnover ( <b>Water consumed / turnover</b> ) [Kl/lakhs]	0.018	0.025
Water intensity ( <b>optional</b> ) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**Considering the Company's Business Operations, evaluation is not being conducted by any external agency.**

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Recognizing the importance of sustainable water management, the Company acknowledges that adopting ZLD can significantly reduce its environmental impact by minimizing water pollution and conserving water resources. Hence, The Company has successfully installed a sewage treatment plant in the ground floor of the building, wherein the wastewater undergoes tertiary treatment with treated water being used for flushing, landscaping, and cooling towers.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 22-23	FY 21-22
NOx			
SOx			
Particulate matter (PM)	<b>Considering the Company's business operations, it does not emit any of the above air pollutants, hence evaluation is not being conducted from any external agency.</b>		
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**Considering the Company's Business Operations, evaluation is not being conducted by any external agency.**

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 22-23	FY 21-22
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	27.26	27.26
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	31.95	34.32
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.00076	0.0022
Total Scope 1 and Scope 2 emission intensity ( <b>optional</b> ) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

**Considering the Company's Business Operations, evaluation is not being conducted by any external agency.**

**Additional Note:** For the Scope I emissions, only the details of owned vehicles were provided for which approximate figures have been put and calculated further.

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes, the Company anticipates and endeavors to reduce carbon emissions by adopting innovative approaches like installing LED bulbs in place of CFL fittings for electricity and energy conservation, having air conditioners with energy efficient compressors for central air conditioning and with split air conditioning for localized areas. The Company premises have potted plants to maintain the greenery at the work place and to absorb the pollutants present indoor, if any. Electricity is also consumed through renewable sources like Solar panels installed on the terrace of the building, this results in production of negligible GHG emissions. Also, the whole building is LEED gold certified i.e., the building has earned points between 60-79 for its design, construction, maintenance, and operation of high-performance green building.

8. Provide details related to waste management by the entity, in the following format:

<i>Parameter</i>	<b>FY 22-23</b>	<b>FY 21-22</b>
<b>Total Waste generated (in metric tonnes)</b>		
<b>Plastic waste (A) (Plastic cold-drink bottles and garbage bags)</b>	0.1014	0.1014
<b>E-waste (B)</b>	-	-
<b>Bio-medical waste (C)</b>	-	-
<b>Construction and demolition waste (D)</b>	-	-
<b>Battery waste (E)</b>	-	-
<b>Radioactive waste (F)</b>	-	-
<b>Other Hazardous waste. Please Specify, if any. (G)</b>	-	-
<b>Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)</b>		
<b>Paper Cups</b>	0.01	0.01
<b>Papers</b>	0.03	0.05
<b>Total (A+B + C + D + E + F + G + H)</b>	0.144	0.165

**For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)**

Category of waste	
(i) Recycled	Garbage collection is through an external agency called ECOGREEN.
(ii) Re-used	
(iii) Other recovery operations	
Total	This category cannot be quantified.

**For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)**

Category of waste	The garbage is collected through an authorised government vendor named ECOGREEN which is responsible for disposing the waste on a designated landfill. This category cannot be quantified
<b>(i) Incineration</b>	
<b>(ii) Landfilling</b>	
<b>(iii) Other disposal operations</b>	
Total	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**Considering the Company's Business Operations, evaluation is not being conducted by any external agency.**

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes

The company's operations do not include any kind of production, hence this question is not applicable for the company.



10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Types of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
			The company does not carry its operations in any ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable. As per MoEF (Ministry of Environment, Forest & Climate Change), the industry/operations do not have to provide any environmental clearance/ EIA.					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Serial Number	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-Compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes, The Company complies with all the applicable environmental laws/regulations.				

#### Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 22-23	FY 21-22
<b>From renewable sources</b>		
Total electricity consumption (A)	46.5	46.5
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	46.5	46.5
<b>From non-renewable sources</b>		
Total electricity consumption (D)	141985	152553.17
Total fuel consumption (E)	346.77	347.77
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	142331.77	152900.94

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Considering the Company's Business Operations, evaluation is not being conducted by any external agency.

## 2. Provide the following details related to water discharged:

Parameter	FY 22-23	FY 21-22
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	This category could not be quantified.	
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		

Total water discharged (in kilolitres)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**Considering the Company's Business Operations, evaluation is not being conducted from any external agency.**

## 3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area

(ii) Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format:

**None of the company's operations are based in water stress areas, hence this question is not applicable.**

Parameter	FY 22-23	FY 21-22
<b>Water withdrawal by source (in kilolitres)</b>		
<b>(i) Surface water</b>		
<b>(ii) Groundwater</b>		
<b>(iii) Third party water</b>		
<b>(iv) Seawater / desalinated water</b>		
<b>(v) Others</b>		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover ( <b>Water consumed / turnover</b> )		
Water intensity ( <b>optional</b> ) – the relevant metric may be selected by the entity		

Parameter	FY 22-23	FY 21-22
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
<b>(i) Into Surface water</b>		
- No treatment		
- With treatment – please specify level of treatment		
<b>(ii) Into Groundwater</b>		
- No treatment		
- With treatment – please specify level of treatment		
<b>(iii) Into Seawater</b>		
- No treatment		
- With treatment – please specify level of treatment		
<b>(iv) Sent to third-parties</b>		
- No treatment		
- With treatment – please specify level of treatment		
<b>(v) Others</b>		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**Considering the Company's Business Operations, evaluation is not being conducted from any external agency.**

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 22-23	FY 21-22
Total Scope 3 emissions <b>(Break-up of the GHG into CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, HFCs, PFCs, SF<sub>6</sub>, NF<sub>3</sub>, if available)</b>	<i>Metric tonnes of CO<sub>2</sub> equivalent</i>	Considering the level of quantification required for scope 3 calculation, currently the Company is not evaluating the emission and intensity. However, shall start assessing the same from the coming year.	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity <b>(optional) – the relevant metric may be selected by the entity</b>			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable. The Company has no operations/offices in/around ecologically sensitive areas



6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Potted plants in company premises	-	Reduction in GHG emissions and other indoor pollutants. It also enhances the greenery in the work place.
2	LED lights for energy conservation	-	<p>It helps to conserve energy, in various ways:</p> <ol style="list-style-type: none"> <li>1. High Energy Efficiency: LED (Light Emitting Diode) lights are highly energy-efficient compared to traditional incandescent or fluorescent bulbs.</li> <li>2. Low Power Consumption: LED lights require significantly less power to produce the same amount of light as traditional bulbs.</li> </ol> <p>Long Lifespan: LED lights have a much longer lifespan compared to traditional bulbs.</p>
3	Usage of Biodegradable Garbage Bags	-	<p>Benefits of the usage are:</p> <ol style="list-style-type: none"> <li>1. Environmental Friendliness: Biodegradable garbage bags are designed to break down and decompose naturally over time through biological processes.</li> <li>2. Reduced Plastic Waste: By using biodegradable garbage bags, the reliance on traditional plastic bags is reduced.</li> </ol> <p>Landfill Management: Biodegradable garbage bags can facilitate more efficient waste management in landfills.</p>
4	Water Faucets rather than the Water Taps	-	<p>It helps to conserve water, in various ways:</p> <ol style="list-style-type: none"> <li>1. Precise water control: Water faucets typically have lever handles or knobs that allow for precise control of the water flow and temperature.</li> <li>2. Reduced Flow Rate: Many modern water faucets come with built-in flow restrictors or aerators, which limit the flow rate of water without compromising performance.</li> </ol> <p>Leakage Detection: Faucets often have mechanisms that make it easier to detect and address leaks promptly.</p>
5.	Installation of Solar Panels	-	Solar utilizes lower powered items such as LED / CFL lamps, lower powered electronics, etc. that do not use as much power as standard electric systems. Also, LEDs are powered from 12 VDC initially and require AC adapters to power with standard electric. By using DC power for LEDs, they are able to operate more efficiently by providing more light and less heat. In this way, electricity can be saved.
6.	LEED Gold certification	-	LEED-certified buildings save money, improve efficiency, lower carbon emissions and create healthier places for people. They are critical to addressing climate change and meeting ESG goals, enhancing resilience, and supporting more equitable communities. LEED categories can also contribute toward meeting the U.N.'s Sustainable Development Goals.

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Dreamfolks' Business Continuity Plan (BCP) is intended to safeguard the company's and its clients' assets and give the company the ability to resume effective operations at a level and in a time frame that enable it to comply with legal and regulatory requirements. All of the Member firm's operations are covered by the BCP, which also offers a sufficient plan for each business area in each place where the firm has a presence. The BCP makes sure that adequate alternative facilities are accessible, that key personnel are on hand (and multi-skilled to serve in multiple roles), and that essential technology, outside services, crucial records, and other items are replicated and available in another place.

The plan's goal is to give the company the ability to operate at a predetermined level of commercial activity that satisfies both its commitment to its clients and its legal, fiduciary, and regulatory requirements. The BCP includes a recovery period and considers how the size of the disruption and external circumstances may limit how quickly things may get back to normal. BCP contains all the detailed risk assessments and impact analysis with respect to its risk matrix, evaluation is conducted. It also contains prevention measures, mitigation recovery strategies and procedures.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

No substantial effects are anticipated to emerge from the operational processes of the organization's value chain.

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Assessment for value chain partner has not been conducted.

## **PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

### **Essential Indicators**

- 1.
- a) Number of affiliations with trade and industry chambers/ associations.
- The Company is not affiliated with any trade and industry chambers/ associations, However they are working towards associating with few.
- b) List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
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The Company is not affiliated with any trade and industry chambers/ associations.

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities

Name of authority	Brief of the case	Corrective active taken
Nil.		

### **Leadership Indicators**

1. Details of public policy positions advocated by the entity:

Sr. No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, If available
The Company has not advocated any public policy positions as of now for the advancements of their services but they have a Code of conduct policy to ensure that the highest standards of business conduct are followed.					

## **PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**

### **Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and Brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
Social Impact Assessment is not applicable to the company as there is no direct or indirect impact to the community as well as the environment by any of their operations					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	5 of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
The Company has no ongoing projects on Rehabilitation and Resettlement (R&R), Since its operations have no direct or indirect impacts on such communities.						

3. Describe the mechanisms to receive and redress grievances of the community.

Since the Company's operations have no direct or indirect impacts on such communities, it does not have any such mechanism as of now but the Company is committed to foster a harmonious and thriving community where the voices and concerns of every member are valued and addressed. We are looking forward to make efforts to enhance our community engagement and ensure a positive experience for all.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 22-23	FY 21-22
Directly sourced from MSMEs/ small producers	55%	60%
Sourced directly from within the district and neighbouring districts	21%	24%

\*Note: Neighbouring Districts include- Delhi, Noida and Gurgaon

### Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Considering the nature of operations and business activities of the Company Social Impact Assessment is not applicable to the company.	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No	State	Aspirational District	Amount spent (In INR)
There are no CSR projects undertaken by the entity in designated aspirational districts as identified by government bodies.			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

Considering the nature of operations and business activities of the Company, this question is not applicable.

- (b) From which marginalized /vulnerable groups do you procure?

Considering the nature of operations and business activities of the Company, this question is not applicable.

- (c) What percentage of total procurement (by value) does it constitute?

Considering the nature of operations and business activities of the Company, this question is not applicable.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Sr. No	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Considering the nature of operations and business activities of the Company, this question is not applicable.				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the case	Corrective Action taken
Considering the nature of operations and business activities of the Company, this question is not applicable.		



6. Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1.	Project AKSHAR	250	100%

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company is a B2B business and their clients and partners can reach out to them via their relationship managers directly. In addition, consumers can send in their complaints calling our toll free no. or by writing to the Company's helpdesk. All complaints are logged in their system and responded based on defined SLAs. There is an automated feedback mechanism set on their IVR.

Helpdesk number - 1800 1234 109

Helpdesk email ID: helpdesk@dreamfolks.in

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Considering the Company's Business Operations Currently the percentage is not quantified, however the company shall consider the same in future
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 22-23			FY 21-22		
	Received during the Year	Pending resolution at end of year	Remarks	Received during the Year	Pending resolution at end of year	Remarks
Data Privacy						
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		

Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy

5. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Yes, the entity have a framework/ policy on cyber security and risks related to data privacy.

The web-link for the same is: <https://www.dreamfolks.in/privacy-policy>

**Leadership Indicators**

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

The Company's Information relating to all the services are available at its official website:

<https://www.dreamfolks.in/>

Web Application - <https://webaccess.dreamfolks.in/>

DreamFolks Mobile Application for both iOS and Android

Helpdesk number - 1800 1234 109

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The terms & conditions of the Company are informed to their clients as part of their contracts. In addition, when consumers are using any of their digital solutions, relevant Terms & Conditions are shown and consent is taken if appropriate.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

If the Company foresee any risk of disruption/discontinuation of services, their account managers inform all their clients regarding the same. In most of the cases, notification is sent to all the clients as per agreed process.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Not Applicable. While they do not carry a survey across the entire entity, they roll out a feedback mechanism post any calls to their helpdesk.

5. Provide the following information relating to data breaches:

- a) Number of instances of data breaches along-with impact

Percentage of data breaches involving personally identifiable information of customers

- b) Percentage of data breaches involving personally identifiable information of customers

None

DREAMFOLKS INITIATIVES TO PURSUE UNSDG



SDG 1: NO POVERTY

The Company is associated with an NGO, Smiti foundation, which in association with the local schools (affiliated to CBSE) conducted a study tour to sponsor education for 330 students.

The curriculum books from classes 1 to 8 were distributed along with yearly Stationery requirements. Aim behind conducting the activity was to ensure that no child should be deprived to the right of education based on financial incapability.





### 3 GOOD HEALTH AND WELL-BEING



#### SDG 3: GOOD HEALTH AND WELL-BEING

##### Fun at work

- The Company organised a cricket tournament for their employees.
- To Find Balance and Serenity in the midst of a busy work life, the Company celebrated International Yoga Day 2023.
- The company partnered with Universal Runners Marathon as the Title Sponsor for Gurugram City Half Marathon's 'Run for Unity'. This was a step towards raising awareness about the importance of a healthy lifestyle & to foster team spirit amongst corporates.

### 4 QUALITY EDUCATION



#### SDG 4: QUALITY EDUCATION

##### Project AKSHAR - Right to Education

Smiti foundation in association with the local schools (affiliated to CBSE) conducted a study tour to sponsor education for 330 students

The curriculum books from classes 1 to 8 were distributed along with yearly stationery requirements



### 5 GENDER EQUALITY



#### SDG 5: GENDER EQUALITY

- The Company is associated with an NGO called Smiti Foundation's whose objective is toward the protection, safety rights, education, and welfare rights of girls across major cities and villages in Haryana.
- The company has POSH policy in place for the Prevention of Sexual Harassment of women at workplace.
- The Company provides Maternity Benefits to its Female employees.



### SDG 6: CLEAN WATER AND SANITATION

- The company has a sewage treatment plant in the ground floor of the building wherein the waste water undergoes tertiary treatment.
- The company also have sensor taps fitted in their washrooms, to conserve water and minimise water usage.



### SDG 7: AFFORDABLE AND CLEAN ENERGY

- The company has replaced LED bulbs in place of CFL fittings in their premises to conserve electricity/energy consumption.
- The company conduct timely preventive maintenance of these equipment.
- The building of the Company is LEED Gold Certified.
- The air conditioners have energy efficient compressors for central air conditioning and with split air conditioning for localized areas.
- The Company also source certain amount of electricity through renewable energy sources i.e., through Solar panels installed in their building.



### SDG 9: INDUSTRY, INNOVATION AND INFRASTRUCTURE

- The company have developed their platforms in-house which has enabled them to better manage their service offerings and improve operating efficiencies by integrating their sales, delivery and service functions.
- Through our partnerships with other service providers, our Company has a global footprint extending to 1,500+ touchpoints in over 120 countries, as of March 31, 2023.

## 10 REDUCED INEQUALITIES



### SDG 10: REDUCED INEQUALITIES

- The Company is associated with an NGO called Smiti Foundation's whose objective is toward the protection, safety rights, education, and welfare rights of girls across major cities and villages in Haryana.
- The Company believes in Equal opportunity and equality and make endeavors to reduce any kind of inequalities, for this they also have in place policies such as: Dividend Distribution Policy, Policy on Vigil Mechanism, POSH Policy etc.

## 16 PEACE, JUSTICE AND STRONG INSTITUTIONS



### SDG 16: PEACE, JUSTICE AND STRONG INSTITUTIONS

- **The Company has various policies available on their websites as well as intranet such as:**

Anti-bribery & Anti-corruption Policy, Vigil Mechanism, Policy for Determining Material Subsidiaries, Dividend Distribution Policy, Policy on Risk Management, etc.

- **The company has also adopted various codes such as:** Code of Practices & Procedures for fair disclosure of UPSI, Code of Conduct for Directors & Senior Management, and Code on prevention of insider trading, etc.
- **The Company has also won awards such as:** Business of the Year by ET Ascent at Business Leader of the Year Awards 2023
- FuTech Award 2022 by Financial Express under the category Best Use of Technology to Revolutionise Customer Experience
- Recognized as 'Best Brands of 2022' by Economic Times
- Awarded Global Excellence Award in the category of 'Most Consumer Focused Airport Service Provider' by Acquisition International.

## 17 PARTNERSHIPS FOR THE GOALS



### SDG 17: PARTNERSHIPS FOR THE GOALS

- **The company has in place various national/international certifications such as:**

- |               |                |
|---------------|----------------|
| • ISO 27001   | • SOC1 Type 2  |
| • PCIDSS      | • SOC 2 Type 1 |
| • SOC1 Type 1 | • SOC 2 Type 2 |

- The Company has been associated with **Smiti Foundation** and is working closely with them for the education and welfare of children and women in the rural surroundings of NCR.



# BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 15<sup>th</sup> Annual Report on the business and operations of your Company along with the audited financial statements (Consolidated as well as standalone) for the financial year ended March 31, 2023.

## FINANCIAL RESULTS

The Financial performance of your Company for the financial year ended March 31, 2023 is summarized below:

(in ₹ million)

Particulars	Year ended March 31, 2023 (Consolidated)	Year ended March 31, 2022 (Consolidated)	Year ended March 31, 2023 (Standalone)	Year ended March 31, 2022 (Standalone)
Total Income	7,765.48	2,839.89	7,765.33	2,839.87
Total Expenses	6,791.13	2,635.13	6,790.73	2,635.16
Profit/ (Loss) before Tax (PBT)	974.35	204.76	974.60	204.71
Profit/ (Loss) after Tax (PAT)	725.27	162.52	725.46	162.47

## 1. FINANCIAL PERFORMANCE

### I. Consolidated Performance

During the year under review, the consolidated income of the Company increased to ₹ 7,765.48 million compared to ₹ 2,839.89 million in the previous year, registering a growth of 173.44%. The consolidated net profit after tax increased to ₹ 725.27 million compared to ₹ 162.52 million in the previous year, representing a growth of 346.25%.

### II. Standalone Performance

During the year under review, the standalone income of the Company increased to ₹ 7,765.33 million compared to ₹ 2,839.87 million in the previous year, registering a growth of 173.44%. The standalone net profit after tax increased to ₹ 725.46 million compared to ₹ 162.47 million in the previous year, representing a growth of 346.52%.

## 2. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of your Company for the Financial Year 2022-23 are prepared in compliance with applicable provisions of the Companies Act, 2013 ("the Act"), Indian Accounting Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The consolidated financial statements have been prepared on the basis of audited financial statements of the Company and its Subsidiaries, as approved by their respective Board of Directors.

## 3. DIVIDEND

Your Company has a dividend policy that balances the dual objectives of rewarding shareholders through dividends, whilst also ensuring availability of sufficient funds for growth of the Company. During the Financial Year, your Company has not declared any dividend.

The Dividend Distribution Policy of the Company is available on the following weblink <https://www.dreamfolks.in/img/policy/Dividend-Distribution-policy.pdf>.

## 4. TRANSFER TO RESERVES

The closing balance of the retained earnings of the Company for FY 2023, after all appropriation and adjustments was INR 1462.73 Mn.

Further, during the year under review, no amount has been transferred to the Reserve of the Company.

## 5. INITIAL PUBLIC OFFER

A major highlight for the year under review was the successful Initial Public Offering ("IPO") of the Company. The equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on September 6, 2022. This is surely a milestone in our corporate strategy, and the Directors hereby place on record gratitude to all the shareholders and other stakeholders for their overwhelming response to the Company's IPO and for reiterating their faith in its long-term growth story.

The IPO comprised of an offer for the sale of ₹ 562.10 Cr. by the selling shareholders wherein 17,242,368 Equity Shares were sold through offer for sale.

## 6. SHARE CAPITAL

During the year under review, there has been no change in the share capital of the Company. The paid-up equity share capital of the Company as at 31<sup>st</sup> March, 2023 stood at INR 10,45,00,000/- consisting of 5,22,50,000 equity shares of INR 2/- each fully paid up.

## 7. EMPLOYEES STOCK OPTION PLAN /SCHEME

Employees' Stock Options represent a reward system based on the overall performance of the individual employee and the Company.

In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the members of the Company has in their meeting held on 29<sup>th</sup> September, 2021 approved the Dreamfolks Employees Stock Option Plan 2021 ("ESOP 2021 Plan").

Post IPO of equity shares of the Company, ESOP 2021 Plan has been ratified, confirmed and amended, as per the requirements of 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations 2021"), by the members of the Company through Postal Ballot on 20<sup>th</sup> November, 2022.

The Company has received a certificate from M/s. DMK Associates, Secretarial Auditor of the Company as required under Regulation 13 of SEBI SBEB Regulations and it confirms that the ESOP 2021 Plan has been implemented in accordance with these Regulations. The Certificate is available for inspection during the AGM of the Company and is also placed at the website of the Company at <https://www.dreamfolks.in/financial>.

Applicable disclosure as stipulated under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with regard to the ESOP 2021 Plan is available on the Company's website at <https://www.dreamfolks.in/company-announcements>.

## 8. SUBSIDIARIES

On March 31, 2023, the Company has 2 (two) subsidiaries and there are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013.

During the year under review, the Company has acquired 60% equity shares of Vidsur Golf Private Limited ("Vidsur"), consequent to which it became a subsidiary of the Company. Post closure of the financial year, the name of Vidsur was changed to Golfklik Private Limited w.e.f. 2<sup>nd</sup> June, 2023.

Post closure of the financial year 2022-23, the Company has incorporated as a wholly owned subsidiary, Dreamfolks Services Pte. Ltd. ("DSPL") is on 27<sup>th</sup> April, 2023 as a Private Limited Company by shares under the laws of Singapore.

A report on the performance and financial position of each of the subsidiaries for the financial year ended March 31, 2023 in prescribed Form AOC -1 as per the Companies Act, 2013 is set out in **Annexure- 1** and forms an integral part of this Annual Report.

The annual financial statements of the subsidiaries shall also be made available to the Members of the Company/ Subsidiary Companies seeking such information at any point of time. The Annual Financial Statements of the subsidiaries are available under investors section on the website of the Company at <https://www.dreamfolks.in/financial>.

The Company has formulated a policy for determining material subsidiaries. The said policy is also available on the website of the Company at: <https://www.dreamfolks.in/corporate-governance>.

Further, during the year under review, no Company has become or ceased to a joint venture or associate of the Company.

## 9. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which this financial statement relate and date of this report.

## 10. PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

## 11. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith as **Annexure- 2** to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Further, the Report is being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, any shareholder interested in obtaining a copy thereof may write to the Company Secretary of the Company at [investor.support@dreamfolks.in](mailto:investor.support@dreamfolks.in).

## 12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### I. Directors

Mr. Mukesh Yadav (DIN: 01105819), Non-Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible offers himself for reappointment. An appropriate resolution for his re-appointment is being placed for the approval of the Members of the Company at the ensuing AGM.

A brief profile of Mr. Mukesh Yadav and other related information is detailed in the Notice convening the 15<sup>th</sup> AGM of your Company.

During the year under review, there were following changes in the composition of Board of Directors of your Company:

1. Mr. Sudhir Jain and Mr. Sharadchandra Damodar Abhyankar were re-appointed as Independent Directors of the Company w.e.f.

4<sup>th</sup> November, 2022 for a term of two years for which the approval of members was obtained at the Extra Ordinary General Meeting held on 29<sup>th</sup> November, 2022.

2. Ms. Aditi Balbir and Mr. Mario Nazareth were re-appointed as Independent Directors of the Company w.e.f. 4<sup>th</sup> November, 2022 for a term of one year for which the approval of members was obtained at the Extra Ordinary General Meeting held on 29<sup>th</sup> November, 2022.

Post closure of the financial year, Ms. Aditi Balbir resigned w.e.f. 17<sup>th</sup> July 2023 from the directorship of the Company due to some personal reasons. For further details in this connection, please refer to the Corporate Governance Report.

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as the Listing Regulations. The Independent Directors have affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV to the Act.

In the opinion of the Board the Independent Directors of the Company appointed during the financial year are the person of integrity and possess requisite expertise, skills and experience (including the proficiency) required for their role as well as fulfil the conditions specified in Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as the Listing Regulations and are independent from Management.

The Independent Directors have also confirmed that they have registered their names in the Independent Directors' databank with the Indian Institute of Corporate Affairs.

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Act. The Directors of the Company have made necessary disclosures under Section 184 and other relevant provisions of the Act.

## II. Key Managerial Personnel

In accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following were the Key Managerial Personnel of the Company as on March 31, 2023.

1. Ms. Liberatha Peter Kallat - Chairperson and Managing Director;
2. Mr. Balaji Srinivasan - Executive Director;
3. Ms. Giya Diwaan - Chief Financial Officer; and
4. Ms. Rangoli Aggarwal - Company Secretary and Compliance Officer.

During the year under review, there is no change in the key managerial personnel of your Company.

## 13. COMMITTEES OF THE BOARD

As on the date of this report, the Company has the following Board committees:

- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Risk Management Committee
- d. Stakeholder's Relationship Committee
- e. Corporate Social Responsibility Committee
- f. IPO Committee

The composition and other related information of the above Committees are stated in the Corporate Governance Report, which forms an integral part of this Annual Report..

Further, all the recommendations made by the Audit committee were accepted by the Board.

## 14. BOARD'S 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 Companies Act, 2013.

A structured questionnaire was prepared after taking into consideration the inputs received from Nomination and Remuneration Committee, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of Non-Independent Directors, Board as a whole and the Chairman of the Board was evaluated in a separate meeting of Independent Directors.

The feedback and results of the questionnaire were collated and consolidated report was shared with the Board for improvements of its effectiveness. The Directors expressed their satisfaction with the evaluation process.

Further, the evaluation process confirms that the Board and its Committees continue to operate effectively and the performance of the Directors and Chairman is satisfactory.

## 15. REMUNERATION POLICY

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board has, on the recommendation of the Nomination & Remuneration Committee of the Company, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.



The salient features of the Policy are:

- a) It lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (executive/non-executive/independent) of the Company;
- b) To recommend to the Board the policy relating to the remuneration of the Directors, KMP and Senior Management/Other Employees of the Company; and
- c) Reviewing and approving corporate goals and objectives relevant to the compensation of the executive Directors, evaluating their performance in light of those goals and objectives and either as a committee or together with the other independent Directors (as directed by the Board), determine and approve executive Directors' compensation based on this evaluation; making recommendations to the Board with respect to KMP and Senior Management compensation and recommending incentive-compensation and equity-based plans that are subject to approval of the Board.

The Nomination and Remuneration Policy of the Company is available on the website of the Company and can be accessed at the following web link:

[https://www.dreamfolks.in/img/policy/nomination\\_and\\_remuneration\\_policy.pdf](https://www.dreamfolks.in/img/policy/nomination_and_remuneration_policy.pdf).

Throughout the financial year, the Policy remained unchanged, and no amendments were introduced.

## 16. NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES

The Board met 10 (ten) times during the Financial Year 2022-23. The details of the meetings of the Board and Committees thereof are given in the Corporate Governance Report, which forms an integral part of this Annual Report.

## 17. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- I. In the preparation of the annual accounts for the Financial Year ended March 31, 2023, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- II. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2023 and of the profit of the Company for the Financial Year ended March 31, 2023;
- III. proper and sufficient care has been 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;

- IV. the annual accounts have been prepared on a 'going concern' basis;
- V. proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- VI. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 18. AUDITORS AND AUDITORS' REPORT

### I. Statutory Auditors

Pursuant to the provisions of Section 139 of the Act and the Rules framed thereunder, M/s S. S. Kothari Mehta & Company, Chartered Accountants (FRN 000756N), were appointed as Statutory Auditors of the Company from the conclusion of 13<sup>th</sup> Annual General Meeting (AGM) of the Company till the conclusion of 18<sup>th</sup> AGM to be held in the FY 2025-26.

The Statutory Auditor's Reports on the financial statements are self explanatory and not having any qualification/ observation/ remark etc.

The Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

### II. Maintenance of Cost Records and Cost Auditors

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is not required to maintain cost accounting records and get them audited every year.

### III. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed M/s. DMK Associates, Company Secretaries ("Secretarial Auditors") to conduct the Secretarial Audit of your Company for the Financial Year 2022-23.

The Secretarial Audit Report for the Financial Year ended March 31, 2023 is annexed herewith as **Annexure-3** and forms an integral part of this Annual Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## 19. ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the Company's website at <https://www.dreamfolks.in/financial>.

## 20. RELATED PARTY TRANSACTIONS

In compliance with the requirements of the Companies Act, 2013 and the Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [https://www.dreamfolks.in/img/policy/Policy-on-Related-Party-Transactions\\_Dreamfolks-Services-Limited\\_v1.11.pdf](https://www.dreamfolks.in/img/policy/Policy-on-Related-Party-Transactions_Dreamfolks-Services-Limited_v1.11.pdf).

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All related party transaction entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transaction, i.e. transaction exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, was entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

## 21. LOANS AND INVESTMENTS

Details of Investments made by the Company during Financial Year 2022-23 within the meaning of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Schedule V of the Listing Regulations, are set out in Note No. 52 to the Standalone Financial Statements of the Company.

There are no loans, advances, guarantees and security given by company during the Financial year 2022-23 in respect of which the provision of section 186 are applicable.

## 22. RISK MANAGEMENT

Your Company has a Risk Management Committee which monitors and reviews the risk management plan / process of your Company. The Company has adequate risk management procedures in place. The major risks are assessed through a systemic procedure of risk identification and classification. Risks are prioritised according to significance and likelihood.

The Risk Management Committee is responsible to oversee the risk management processes with respect to all probable risks that the organization could face such as strategic, financial, liquidity, security including cyber security, regulatory, legal, reputational and other risks. The Committee ensures that there is a sound Risk Management Policy to address such risks. There are no elements of risk which in the opinion of the Board may threaten the existence of the Company.

The details of the Risk Management Committee are given in the Corporate Governance Report which forms integral part of this Annual Report.

Risk Management Policy of the Company is available on the website of the Company and can be accessed via. <https://www.dreamfolks.in/corporate-governance>.

## 23. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

In Compliance with the provisions of section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has in place the Whistle Blower Policy and Vigil Mechanism for Directors, employees and other stakeholders which provides a platform to them for raising their voice about any breach of code of conduct, financial irregularities, illegal or unethical practices, unethical behaviour, actual or suspected fraud. Adequate safeguards are provided against victimization to those who use such mechanism and direct access to the Chairman of the Audit Committee in appropriate cases is provided. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination is made against any person. The Whistle Blower Policy and Vigil Mechanism may be accessed on the Company's website at <https://www.dreamfolks.in/corporate-governance>.

## 24. CORPORATE SOCIAL RESPONSIBILITY

The prime objective of our Corporate Social Responsibility policy is to develop the required capability and self-reliance of beneficiaries at the grass roots, especially of children and women, in the belief that these are pre-requisites for social and economic development.

The Board of Directors of your Company has formulated and adopted a policy on Corporate Social Responsibility which can be accessed at: [https://www.dreamfolks.in/img/policy/Policy-on-Corporate-Social-Responsibility\\_Dreamfolks-Services-Limited\\_v1.pdf](https://www.dreamfolks.in/img/policy/Policy-on-Corporate-Social-Responsibility_Dreamfolks-Services-Limited_v1.pdf).

The annual report on corporate social responsibility activities containing composition of CSR committee and disclosure as per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached and marked as **Annexure – 4** and forms part of this report.

## 25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report of financial performance and results of operations of the Company, as required under the Listing Regulations is provided in a separate section and forms an integral part of this report. It inter-alia gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's business, risks and concerns and material developments during the financial year under review.

## 26. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report, as stipulated under Regulation 34 (2) (f) of the Listing Regulations, describing the initiatives taken by the

Company from environment, social and governance perspective is provided in a separate section and forms an integral part of this Report.

## 27. CORPORATE GOVERNANCE REPORT

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out under listing regulations. Separate report on Corporate Governance, forms an integral part of this Annual Report.

A certificate from M/s. Deepak Kukreja & Associates, Company Secretaries confirming compliance with the conditions of corporate governance is also attached to the Corporate Governance Report.

## 28. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee ("ICC") as specified under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company conducts sessions for employees to build awareness amongst employees about the Policy and the provisions of Prevention of Sexual Harassment of Women at Workplace Act.

During the period under review, no complaint was received by the ICC.

## 29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is given below:

### (A) Conservation of energy:

**(i) The steps taken or impact on conservation of energy:** The Company continuously evaluates new technologies and techniques to make infrastructure more energy efficient.

**(ii) the steps taken by the company for utilising alternate sources of energy:** Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.

**(iii) the capital investment on energy conservation equipments:** There was no capital

investment on energy conservation equipment during the year ended March 31, 2023.

### (B) Technology absorption:

**(i) the efforts made towards technology absorption:** The Company is engaged into the services of payment aggregator and using latest technology for its business.

**(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:** Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.

**(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** The Company has not imported any technology.

**(iv) The expenditure incurred on Research and Development:** Not Applicable.

### (C) Foreign exchange earnings and outgo:

S. No.	Particulars	Amount (In ₹ Million)
1	Foreign Exchange Earnings	256.68
2	Foreign Exchange Outgo	115.27

## 30. INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY

Your Company has in place an adequate internal financial control framework with reference to financial and operating controls thereby ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

During Financial Year 2022-23, such controls were tested and no reportable material weakness in the design or operation was observed.

The Directors have in the Directors Responsibility Statement confirmed the same to this effect.

## 31. DISCLOSURE RELATED TO INSOLVENCY AND BANKRUPTCY:

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year is not applicable.



### 32. NO DIFFERENCE IN VALUATION:

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

### 33. SIGNIFICANT/ MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/ material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

### 34. COMPLIANCE OF SECRETARIAL STANDARDS

The Company has duly complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and Shareholders (SS-2).

### 35. ACKNOWLEDGEMENT & APPRECIATION

Your Directors express their sincere appreciation for the assistance and co-operation received from the Government authorities, financial institutions, banks, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the employees.

**For and on behalf of Board of Directors**

(Sd/-)

**Liberatha Peter Kallat**

(Chairperson and Managing Director)

DIN: 06849062

Date: 9<sup>th</sup> August, 2023

Place: Gurugram

# Form AOC-1

## ANNEXURE-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in INR)

Sl. No.	Particulars	Details	
1.	Name of the subsidiary	Golfklik Private Limited ( Formerly known as Vidsur Golf Private limited)	Dreamfolks Hospitality Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2022-23 ( 2 <sup>nd</sup> March 2023 to 31 <sup>st</sup> March 2023)	2022-23
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR (Indian Rupees)	INR (Indian Rupees)
4.	Share capital	1,00,000	100,000
5.	Reserves & surplus	99,26,589	-78,024.00
6.	Total assets	1,20,21,577	97,094
7.	Total Liabilities	1,20,21,577	97,094
8.	Investments	Nil	NIL
9.	Turnover	1,21,949	30,500
10.	Profit /Loss before taxation	-2,42,590	1,460
11.	Provision for taxation	-60,507	NIL
12.	Profit after taxation	-1,82,083	1,460
13.	Proposed Dividend	Nil	NIL
14.	Extent of shareholding (in %)	60%	90%

Sl. No.	Particulars	Details
1.	Names of subsidiaries which are yet to commence operations	NIL
2.	Names of subsidiaries which have been liquidated or sold during the year.	NIL

#### Part "B": Associates and Joint Ventures

#### Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: Not Applicable

- Names of associates or joint ventures which are yet to commence operations: **Not Applicable**
- Names of associates or joint ventures which have been liquidated or sold during the year: **Not Applicable**

Date: August 9<sup>th</sup>, 2023

Place : Gurugram

**Liberatha Peter Kallat**

(Chairperson & Managing Director)

DIN: 06849062

**Giya Diwaan**

Chief Financial Officer

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

**Mukesh Yadav**

(Director)

DIN: 01105819

**Rangoli Aggarwal**

Company Secretary & Compliance Officer

## ANNEXURE 2

### DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Rule	Particulars		
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	a Ms Liberatha Peter Kallat, Chairperson & Managing Director	60
		b Mr. Balaji Srinivasan, Executive Director & Chief Technology Officer	10.60
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	a Ms Liberatha Peter Kallat, Chairperson & Managing Director	Nil
		b Mr. Balaji Srinivasan, Executive Director & Chief Technology Officer	Nil
		c Ms Giya Diwaan, Chief Financial Officer	N/A <sup>1</sup>
		d Ms Rangoli Aggarwal, Company Secretary	N/A <sup>1</sup>
(iii)	The percentage increase in the median remuneration of employees in the financial year.		32%
(iv)	The number of permanent employees on the rolls of the Company	The number of permanent employees on the rolls of the company as of 31 <sup>st</sup> March 2023 and 31 <sup>st</sup> March 2022 were 68 and 60 respectively.	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase made in the salaries of employees other than the managerial personnel in last financial year was 16.1%. There was no change in the remuneration of Managerial category.	
(vi)	It is hereby affirmed that the remuneration is as per the Remuneration policy of the Company		

#### Note:

- Ms. Giya Diwaan, Chief Financial Officer and Ms. Rangoli Aggarwal have been appointed w.e.f 24<sup>th</sup> September, 2021 and 19<sup>th</sup> October, 2021 respectively. Accordingly, percentage increase in remuneration for both is not comparable as remuneration was paid for part of the year and hence, not stated.
- Independent Director and Non-executive Director receive only Sitting fees for attending Board and Committee meetings. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.



FORM NO. MR-3

ANNEXURE 3

# SECRETARIAL AUDIT REPORT

**For The Financial Year Ended March 31, 2023**

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

**TO,  
THE MEMBERS  
DREAMFOLKS SERVICES LIMITED  
CIN: L51909DL2008PLC177181  
22,DDA FLATS PANCHSHEEL PARK,  
SHIVALIK ROAD,  
NEW DELHI-110017**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DREAMFOLKS SERVICES LIMITED(hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023("Audit Period") 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 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("FDI"), Overseas Direct Investments ("ODI") and External Commercial Borrowings("ECB"). (No fresh FDI and ECB was taken and no ODI was made by 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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "SEBI LODR");
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(herein after referred as "SEBI ICDR");
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period)
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the review period)
- (i) Securities and Exchange Board of India(Issue and Listing of Non-Convertible Securities)Regulations, 2021;(Not applicable to the Company during the review period)

The company is a leading Airport lounge access aggregator and providing an end-to-end technology solution for designing and delivering services that enhance the airport experiences and as per the information provided and confirmed by the Management, no sector specific law is applicable on the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 and SS-2).
- (ii) The Listing Agreements entered into by the Company with the BSE Limited( "BSE") and National Stock Exchange of India( "NSE").

During the audit period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Women and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notices of at least seven days were given to all the directors to schedule the Board and Committee Meetings along with agenda and detailed notes on agenda in compliance with the provisions of the Act 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 in compliance of the Act except few board meetings which were held at shorter notice in compliance of the Act.

3. All decisions at Board Meetings and Committee Meetings have been carried out unanimously and recorded in the Minutes of the meetings. Further, as informed and verified from minutes, no dissent was given by any director in respect of the resolutions passed in the Board and the Committee Meeting.

Based on the compliance mechanism established by the Company we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has undertaken the following event / action which may be construed as major in pursuance of above referred laws, rules, regulations; guidelines, standards etc.:

1. The Company has completed its initial public offer (IPO) comprising the offer for sale of 21,814,200 equity shares of face of Rs. 2/-each by the selling shareholders as mentioned in the Red Herring Prospectus dated August 17, 2022. Post IPO, the BSE and NSE granted the permission/approval for listing and trading of 5,22,50,000 equity shares on BSE and NSE with effect from September 06, 2022.
2. The Shareholders of the Company have passed the special resolution through Postal Ballot on November 20, 2022 for ratification of Dreamfolks Employee Stock Option Plan, 2021.

FOR **DMK ASSOCIATES**  
COMPANY SECRETARIES

**Date :** August 9<sup>th</sup>, 2023  
**Place:** New Delhi  
**UDIN :** F004140E000769113

**DEEPAK KUKREJA**  
FCS, LLB., ACIS (UK), IP.  
PARTNER  
CP No 8265  
FCS No. 4140  
Peer Review No. 779/2020

**ANNEXURE TO THE SECRETARIAL AUDIT REPORT**

To,  
The Members  
Dreamfolks Services Limited  
Cin: L51909dl2008plc177181  
22,Dda Flats Panchsheel Park,  
Shivalik Road New Delhi-110017

**Sub: Our Secretarial Audit Report for the Audit Period is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. As per the information provided by the Company, there are no pending cases filed by or against the Company which will have major impact on the Company.

FOR **DMK ASSOCIATES**  
COMPANY SECRETARIES

**Date :** August 9<sup>th</sup>, 2023  
**Place:** New Delhi  
**UDIN :** F004140E000769113

**DEEPAK KUKREJA**  
FCS, LLB., ACIS (UK), IP.  
PARTNER  
CP No 8265  
FCS No. 4140  
Peer Review No. 779/2020



## ANNEXURE 4

# Annual Report on CSR Activities

for the Financial Year ending March 31, 2023

## 1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY.

Every organization has the right to exist in a society. With the right, there comes a duty to give back the society a portion of what it receives from it. As a corporate citizen we receive various benefits out of society, and it is our coextensive responsibility to pay back in return to the society.

The CSR Policy of the Company is aimed to improving the quality of the life of the communities. we serve through long term stakeholder value creation. Accordingly, the CSR activities/programs were undertaken in line with and as specified in Schedule VII of the Act to serve and to be seen to serve society and community and create significant and sustained impact in their lives and provide opportunities for employees to contribute to these efforts through volunteering.

Our Company strongly believe that the Company plays a very significant role in improving the quality of the society within which it operates, and the Company can flourish only if it operates in a society that is healthy, orderly, just and which grants freedom and scope to individuals and their lawful enterprises.

The CSR Policy recommended by the CSR Committee has been approved by the Board of Directors and is available on the Corporate Website i.e., [www.dreamfolks.in](http://www.dreamfolks.in).

The CSR activities of the Company mainly aims towards the Children education, protection, safety and welfare rights of girls, through programmes and projects having focus on –

- Education on Health & Hygiene
- Health Education & Nutrition Program

## 2. COMPOSITION OF CSR COMMITTEE:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
a)	Liberatha Peter Kallat	Chairperson of the Committee and Managing Director	2	2
b)	Mario Anthony Nazareth	Member of the Committee and Independent Director	2	2
c)	Dinesh Nagpal	Member of the Committee and Independent Director	2	2

## 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

### 1. CSR Policy and CSR Projects of the Company

[https://www.dreamfolks.in/img/policy/Policy-on-Corporate-Social-Responsibility\\_Dreamfolks-Services-Limited\\_v1.pdf](https://www.dreamfolks.in/img/policy/Policy-on-Corporate-Social-Responsibility_Dreamfolks-Services-Limited_v1.pdf)

### 2. Composition of CSR Committee

<https://www.dreamfolks.in/corporate-governance>

## 4. Provide the Executive Summary alongwith the along **with web-link(s)** of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable ;.

Impact assessment of CSR projects was not applicable on the Company, during the financial year under review.

## 5. (a) Average net profit of the company as per section 135(5): **Rs. 212,756,667/-**

(b) Two percent of average net profit of the company as per section 135(5): **Rs. 4,256,000/-**

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. **Nil**

(d) Amount required to be set off for the financial year, if any- **Nil**

(e) Total CSR obligation for the financial year (7a+7b-7c): **Rs. 4,256,000/-**

- 6 (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **16,81,801**
- (b) Amount spent in Administrative Overheads: **25,000**
- (c) Amount spent on Impact Assessment, if applicable: NA
- (d) Total amount spent for the Financial Year (a+b+c): **Rs. 17,06,801/-**
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
17,06,801	26,46,022	31/03/2023	Nil		

- (f) Excess amount for set off, if any Nil

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs.).	Date of transfer.		
1.	2021-22	46,09,224	Nil	46,09,224	Nil	Nil	Nil	Nil
	Total							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not applicable.**

Sd/-

**Liberatha Peter Kallat**

(Chairperson & Managing Director)

DIN: 06849062

Date: 9<sup>th</sup> August, 2023

Place: Gurugram

# REPORT ON CORPORATE GOVERNANCE

## I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is creation and enhancing long term sustainable value for the stakeholders through ethically driven business process. It implies governances with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last.

Our Company's approach to Corporate Governance stems from a legacy of fair, ethical, and transparent governance practices. We hold steadfastly to values such as employee empowerment, integrity, safety for our workforce and communities, transparent decision-making processes, and fair and ethical dealings with everyone involved. Our commitment to Corporate Governance goes beyond mere compliance; it is infused with the genuine spirit of governance.

We take pride in surpassing the requirements of regulatory frameworks. Our corporate structure, business operations, disclosure practices, and systems are meticulously aligned with our corporate governance principles. Our performance is driven by a robust system and oriented toward safeguarding the interests of all our stakeholders.

## II. BOARD OF DIRECTORS

Our Board composition comprises of experts in various domains such as corporate governance, hospitality, customer service, tech industry, legal & compliances, finance and accounts. Our Board has an appropriate mix of Executive and Independent Director(s) to maintain its independence, and separate its functions of governance and management.

As on March 31, 2023, the Board of Directors of your Company comprised of 8 (eight) directors out of which 2 (two) are Executive, 2 (two) are Non-Executive and 4 (four) are Independent Directors including 2 (two) Women Director.

The names and categories of Directors on the Board during the Financial Year 2022-23, their attendance at Board Meetings held during the Financial Year 2022-23 and at the last Annual General Meeting and the number of Directorship and Committees Chairmanship/ Membership held by them as on 31st March, 2023 are given hereunder:



Attendance Particulars		No. of other Directorships and Committee Memberships/ Chairmanships				Name of the Listed Companies where Company's Director is also a Director			
Name of Director	Category*	Board Meetings		Last AGM held on 07.06.2022	Other Directorships*	Committee Memberships**	Committee Chairmanships**	Name of Listed Company	Category of Directorship
		Entitled	Attended						
Ms. Liberatha Peter Kallat (DIN: 00212270)	Chairperson & Managing Director	10	10	Yes	5	1	Nil	Nil	NA
Mr. Mukesh Yadav (DIN: 01105819)	Non Executive Director	10	10	Yes	9	1	1	Nil	NA
Mr. Dinesh Nagpal (DIN: 01105914)	Non Executive Director	10	10	Yes	11	Nil	Nil	Nil	NA
Mr. Balaji Srinivasan (DIN: 03512187)	Executive Director	10	10	Yes	1	Nil	Nil	Nil	NA
Mr. Sudhir Jain <sup>\$</sup> (DIN: 00010445)	Independent Non Executive Director	10	10	No	4	1	Nil	Nil	NA
Mr. Sharadchandra Damodar Abhyankar <sup>\$</sup> (DIN: 00108866)	Independent Non Executive Director	10	9	Yes	6	5	4	Ashoka Buildcon Limited ABM Knowledgeware Limited	Independent Director
Ms. Aditi Balbir <sup>#/^</sup> (DIN: 03271132)	Independent Non Executive Director	10	10	No	4	1	Nil	Nil	NA
Mr. Mario Nazareth <sup>^</sup> (DIN: 00013337)	Independent Non Executive Director	10	10	No	Nil	1	Nil	Nil	NA

**Notes:**

- a. \*** Excludes foreign companies and companies under Section 8 of the Companies Act, 2013 ("Act").
- b. \*\*** For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of other Indian Public Companies have only been considered.
- c. #** Resigned w.e.f. 17th July 2023 from the directorship of the Company due to some personal reasons. It is also confirmed by her that there is no other reason for resignation, other than mentioned in the resignation letter.
- d. \$** Appointment as Independent Directors of the Company w.e.f. 30th November, 2022 for a term of two years.
- e. ^** Appointment as Independent Directors of the Company w.e.f. 30th November, 2022 for a term of one year.

## NUMBER OF BOARD MEETINGS

During the Financial Year 2022-23, Ten (10) meetings of the Board of Directors were held and the maximum time gap between two consecutive meetings did not exceed one hundred and twenty (120) days.

S. No	Date(s) on which meeting(s) were held
1	21 <sup>st</sup> May, 2022
2	6 <sup>th</sup> June, 2022
3	13 <sup>th</sup> July, 2022
4	17 <sup>th</sup> August, 2022
5	30 <sup>th</sup> August, 2022
6	5 <sup>th</sup> September, 2022
7	19 <sup>th</sup> October, 2022
8	4 <sup>th</sup> November, 2022
9	8 <sup>th</sup> February, 2023
10	1 <sup>st</sup> March, 2023

None of our Directors are related to each other.

The number of directorships, chairmanships and committee memberships of each director is in compliance with the relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

As on 31<sup>st</sup> March, 2023, shareholding of the Non-Executive Directors of the Company was as follows:

S.No.	Name	No. of shares
1.	Mr. Mukesh Yadav	1,12,33,600
2.	Mr. Dinesh Nagpal	1,07,11,200
<b>Total</b>		<b>2,19,44,800</b>

Also, none of the Non – Executive Directors hold any convertible instruments of the Company.

## Familiarisation Programme for the Independent Directors

The Company conducts Familiarization Programme for Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities. They have full opportunity to interact with Senior Management Personnel and are provided all documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.

The initiatives undertaken by the Company in this respect has been disclosed on the website of the Company and can be accessed through the following link at [www.dreamfolks.in/img/policy/familiarization-pro-independent-dir.pdf](http://www.dreamfolks.in/img/policy/familiarization-pro-independent-dir.pdf).

The Brief profile of the Board of Directors and Key Managerial Personnel of the Company are as follows:

S No.	Name & Designation	Brief Profile
1	Ms. Liberatha Peter Kallat (Chairperson and Managing Director)	Ms. Liberatha Peter Kallat, aged 47 years, is the Promoter and Managing Director of our Company. She was designated as the Chairperson of our Company on November 30, 2021. She holds a Bachelor's degree in Science from Andhra University. She has been associated with the Company since 2014 and is responsible for the strategy and overall management of our Company. She has experience in the hospitality sector and has, in the past, been associated with Indian and global multinational companies such as Taj GVK Hotels & Resorts Limited, PepsiCo. India, Premium Port Lounge Management Company Private Limited, and Pernod Ricard India (P) Limited. She has received a number of awards including the Entrepreneur of the Year in the Future Woman Leader Summit and Awards 2017, Outstanding Woman Entrepreneur and Employment Award 2018, Woman Icon of the Year 2019, Women Entrepreneur of the Year Award 2019, Economic Times Most Promising Business Leaders of Asia Award 2019 and 10 Best Entrepreneurs of 2021 by Industry Era Magazine. She has also received a certificate of recognition as 'The 10 Most Inspiring Women Entrepreneurs to Watch Globally' by Innovative Zone, 'Woman of Excellence Award' by Indian Achievers' Forum and ET Inspiring Women Leaders (North-2022).
2	Mr. Mukesh Yadav (Director)	Mr. Mukesh Yadav, aged 51 years, is the Promoter and a Non-Executive Director of our Company. He has been associated with our Company since 2011. He has more than 20 years of experience and has been a Director of companies such as Whistling Heights Resorts Private Limited, Urban Land Management Private Limited and Yashna Infratech Private Limited. He has been associated with a residential project 'Amangani Peaceful Homes', located in Rewari, Gurugram.
3	Mr. Dinesh Nagpal (Director)	Mr. Dinesh Nagpal, aged 57 years, is the Promoter and Non-Executive Director of our Company. He holds a Bachelor's degree in Arts from Maharishi Dayanand University, Rohtak. He has been associated with our Company since 2011. He has been associated with a residential project 'Amangani Peaceful Homes', located in Rewari, Gurugram. He has more than 20 years of experience and has been a Director of companies such as Ankur Propmart Private Limited, Urban Land Management Private Limited and Yashna Infratech Private Limited.
4	Mr. Balaji Srinivasan (Executive Director)	Mr. Balaji Srinivasan, aged 46 years, is an Executive Director and Chief Technology Officer of our Company. He holds a diploma in software and systems management from NIIT, New Delhi. He has been associated with our Company since 2019. He has experience in the technology sector. Prior to joining our Company, he held senior management positions at start-up ventures such as FarEye and also held the position of Vice-President at Genpact India Private Limited. He has been awarded the Smart Innovator Award 2019 Enterprise Innovation Summit 2019 in recognition of his extraordinary ability to innovate that resulted in creating business value for the organisation and the Smart Innovator Award 2021 at the and Enterprise Innovation Summit 2021 in recognition of the extraordinary efforts in technology innovation that resulted in creating business value for the organisation. He has also been awarded the Global FinTech Excellence in Leadership Award 2022 by Elets (Banking and Finance) and Innovator Award by the Big CIO Show & Awards during the current Fiscal.
5	Mr. Sharadchandra Damodar Abhyankar (Independent Director)	Mr. Sharadchandra Damodar Abhyankar, aged 57 years, is an Independent Director of our Company. He is a Bachelor in Arts (Economics and Commerce), a Bachelor in Law (general) and a Masters in Commercial Laws from the Bombay University. He is a Solicitor and Advocate with more than 33 years of experience and has been a partner in the mergers and acquisitions and corporate advisory practice in Khaitan & Co., Mumbai since December 2011. He is also a part time faculty at the Government Law College, Mumbai and a visiting faculty at Department of Law, Mumbai University. He is a member of the Advisory Committee and Drafting Committee of the NSE Centre for Excellence in Corporate Governance.
6	Mr. Mario Anthony Nazareth (Independent Director)	Mr. Mario Anthony Nazareth, aged 69 years, is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India since June 10, 1983 and a member of the Institute of Company Secretaries since July 20, 1983. He has also completed the Mahindra Universe Program from Harvard Business School and the 'Achieving Outstanding Leadership' program from Michigan Ross School of Business. He was an Eisenhower Exchange Fellow in 2000. He has served the Mahindra & Mahindra Limited for over 4 decades in various positions with his last designation at the Mahindra Group being the Group Chief Internal Auditor (Executive Vice-President Corporate Management Services).



S No.	Name & Designation	Brief Profile
7	Mr. Sudhir Jain (Independent Director)	Mr. Sudhir Jain, aged 65 years, is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India since July 13, 1981 and a member of the Institute of Company Secretaries since October 1, 1988. He was associated with Minda Industries Limited for over 20 years and his last designation at Minda Industries Limited was Executive Director & Group CFO.
8	Giya Diwaan (Chief Financial Officer)	Giya Diwaan is the Chief Financial Officer of our Company. She is an alumni of Indian Institute of Management, Lucknow and a fellow member of the Institute of Chartered Accountants of India. She has significant experience in business operations, corporate finance, accounting and strategy across fintech, internet commerce and consumer technology companies. Prior to joining our Company, she was associated with Times Internet Limited as Chief Strategy Officer (Dineout), Musafir.com as Country Head-India, Awfis as Chief Financial Officer, Itz Cash Card Limited (as it then was) and Resources Global Professionals (India) Private Limited. She joined our Company on September 24, 2021. She was awarded the Woman Icon of the Year by UBS Forums at the GIWL Awards 2022.
9	Rangoli Aggarwal (Company Secretary and Compliance Officer)	Rangoli Aggarwal is the Company Secretary and the Compliance Officer of our Company. She holds a Bachelor's degree in Commerce (with Honors in Business Economics) and a Bachelor in Law (general) from Punjab University. She joined our Company on October 19, 2021. She is an associate member of the Institute of Company Secretaries of India since 2016. Prior to joining our Company, she has worked with Naraingarh Sugar Mills Limited as a company secretary.

#### Core skills/ expertise/ competencies of Board of Directors

In context of your Company's business, the Board of Directors have identified the following:

- Core skills/ expertise/ competencies for it to function effectively; and
- Directors who possess such core skills/ expertise/ competencies.

S. No	Skills/Expertise/ Competencies	Brief Descriptions
1	Leadership Experience	Strong management and leadership experience in leading well-governed large organization in the areas of business development, strategic planning and mergers & acquisitions and have visionary with strategic goal for the Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/efforts in appropriate direction and thought to be a leader and a role model in good governance and ethical conduct of business, while encouraging the organisation to maximise stakeholders value having hands on experience of leading an entity at the highest level.
2	Industry knowledge and experience	Depth knowledge in businesses in the Hospitality Industry.
3	Technology & Innovation	Information Technology expertise with knowledge of current and emerging technologies.
4	Corporate Governance & ESG	Experience in developing and implementing good corporate governance practices, maintaining accountability of Board and its management, managing stakeholders interest and responsibility towards customers, employees, suppliers, regulatory bodies etc. to support the Company's legal compliance systems and governance policies/ practices.
5	Expertise/ Experience in Finance & Accounts/ Audit/ Risk Management areas	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.

Given below is a list of core skills, expertise and competencies of the individual Directors

Name of Director(s)	Skills/ Expertise/ Competencies				
	Business Leadership	Regulatory, legal and Risk Management	Technology & Innovation	Corporate Governance & ESG	Financial Expertise
Ms. Liberatha Peter Kallat	✓	✓	---	✓	✓
Mr. Mukesh Yadav	✓	✓	---	✓	✓
Mr. Dinesh Nagpal	✓	✓	---	---	✓
Mr. Balaji Srinivasan	✓	✓	✓	✓	---
Mr. Sudhir Jain	✓	---	---	✓	✓
Mr. Sharadchandra Damodar Abhyankar	✓	---	---	✓	✓
Mr. Mario Nazareth	✓	---	---	✓	✓
Ms. Aditi Balbir*	✓	✓	--	✓	✓

\* Resigned from the directorship of the Company w.e.f. 17th July, 2023.

### CONFIRMATION OF INDEPENDENCE

All the Independent Directors of the Company have given declaration/ disclosures under section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfil the independence criteria as specified under section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Further, the Board after taking these declaration/ disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Company's Management.

### III. AUDIT COMMITTEE:

Your Company has duly constituted Audit Committee pursuant to a resolution of the Board of Directors dated 30th November, 2021 and its composition meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. All members of the Committee are financially literate and have accounting or related financial management expertise.

During the Financial Year 2022-23, the Audit Committee has met 6 (Six) times on 21<sup>st</sup> May, 2022, 6th June, 2022, 5th September, 2022, 4th November, 2022, 8th February, 2023 & 1st March, 2023.

The composition of the Audit Committee and the attendance details of the members are given below:-

Names of Members	Category	Position	No. of meetings attended
Mr. Sharadchandra Damodar Abhyankar	Independent Non Executive Director	Chairman	6
Mr. Mukesh Yadav	Non-Executive - Non Independent Member	Director	6
Mr. Sudhir Jain	Independent Non Executive Director	Member	6
Ms. Liberatha Peter Kallat*	Chairperson & Managing Director	Member	6
Ms. Aditi Balbir**	Independent Non Executive Director	Member	6
Mr. Mario Nazareth	Independent Non Executive Director	Member	6

\* Step down from her position in the Committee w.e.f. 1<sup>st</sup> August 2023.

\*\*Ms. Aditi Balbir resigned from directorship and board committees of the Company w.e.f. 17th July, 2023.

Ms. Rangoli Aggarwal, Company Secretary & Compliance Officer of the Company is the Secretary of the Committee.

In addition to the members of Audit Committee, these meetings are also attended by, Chief Financial Officer, Internal Auditors and Statutory Auditors and other executives considered necessary for providing inputs to the Committee.

### Terms of reference

The brief terms of reference, inter-alia, includes the following:

The Audit Committee shall be responsible for, among other things, from time to time, the following:

#### A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- management discussion and analysis of financial condition and results of operations;
- to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

#### B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- formulation of a policy on related party transactions, which shall include materiality of related party transactions;
- reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
- Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions; and
- Modified opinion(s) in the draft audit report,
- reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
- Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
- laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;



- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- reviewing the functioning of the whistle blower mechanism;
- monitoring the end use of funds raised through public offers and related matters;
- overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;
- to consider and comment on the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to the Company's shareholders;
- to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and
- carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

#### IV. NOMINATION & REMUNERATION COMMITTEE

Your Company has a duly constituted Nomination and Remuneration Committee on 30th November, 2021 and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

During the Financial Year 2022-23, the Committee has met 3 (Three) times on 21st May, 2022, 4th November, 2022 & 24th February, 2023.

The composition of the Nomination and Remuneration Committee and the attendance details of the members as on 31st March, 2023 are given below: -

Names of Members	Category	Position	No. of meetings attended
Mr. Sudhir Jain	Independent Non Executive Director	Chairman	3
Ms. Aditi Balbir*	Independent Non Executive Director	Member	3
Mr. Mukesh Yadav	Non-Executive - Non Independent Director	Member	3
Mr. Mario Anthony Nazareth**	Independent Non Executive Director	Member	-

\*Ms. Aditi Balbir resigned from the directorship and the board committees of the Company w.e.f. July 17, 2023.

\*\* Mr. Mario Anthony Nazareth appointed as the member of the Committee w.e.f. 1<sup>st</sup> August, 2023.

Ms. Rangoli Aggarwal, Company Secretary & Compliance Officer of the Company is the Secretary of the Committee.

## Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (Board or Board of Directors) a policy relating to the remuneration of the directors, key managerial personnel and other employees (Remuneration Policy);

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- b) formulation of criteria for evaluation of performance of independent directors and the Board;
  - c) devising a policy on Board diversity;
  - d) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
  - e) reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;
  - f) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:
  - g) use the services of an external agencies, if required;
  - h) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - i) consider the time commitments of the candidates,
  - j) extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  - k) evaluation and recommendation of termination of appointment of directors in accordance with the Board's governance principles for cause or for other appropriate reasons;
  - l) making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel;
  - m) recommending to the board, all remuneration, in whatever form, payable to senior management, including revisions thereto;
  - n) administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;
  - o) framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including the SEBI Insider Trading Regulations; and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.
  - p) ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;
  - q) developing a succession plan for our Board and senior management and regularly reviewing the plan;
  - r) ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company; and
  - s) perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

## Criteria for performance evaluation

The Company believes that an effective governance framework requires periodic evaluation of the functioning of the Board as a whole, its committees and individual director's performance evaluation. Keeping this belief in mind, the Company on the recommendation of the NRC has established the Performance Evaluation criteria for (a) The Board as a whole including its Committees; (b) Chairperson of the Board; and (c) Individual Directors as required under the Act and provisions of Listing Regulations.

Some of the performance indicators for such evaluation include

1. Attendance at Board Meetings/Committee Meetings.
2. Quality of participation in Meetings.
3. Ability to provide leadership.
4. Commitment to protect/enhance interests of all the stakeholders.
5. Contribution in implementation of best governance practices.
6. Understanding critical issues affecting the Company.
7. Bringing relevant experience to Board and using it effectively.

## V. STAKEHOLDERS RELATIONSHIP COMMITTEE

Your Company has a duly constituted Stakeholders Relationship Committee on 30th November, 2021 and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

During the Financial Year 2022-23, the Committee has met 1 (one) time on 30th March, 2023.

The composition of the Stakeholders Relationship Committee and the attendance details of the members are given below:

Names of Members	Category	Position	No. of meetings attended
Mr. Mukesh Yadav	Non-Executive - Non Independent Director	Chairperson	1
Ms. Liberatha Peter Kallat	Chairperson & Managing Director	Member	1
Mr. Mario Anthony Nazareth	Independent Non Executive Director	Member	1

Ms. Rangoli Aggarwal, Company Secretary & Compliance Officer of the Company is the Secretary of the Committee.

### Terms of Reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

- considering and specifically looking into various aspects of interests of shareholders, debenture holders and other security holders;
- resolving the grievances of the security holders of the listed entity including complaints related to allotment of shares, transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, depository receipt, non-receipt of annual report, balance sheet or profit and loss account, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- review of measures taken for effective exercise of voting rights by shareholders;
- investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

### Compliance Officer

Ms. Rangoli Aggarwal, Company Secretary is the Compliance Officer of the Company. Her contact details are as follows:

#### Dreamfolks Services Limited

#501, Tower-2, Fifth Floor, Worldmark,  
Sector-65, Gurugram 122 018, Haryana, India  
Ph: 0124-4037306  
E-mail: [compliance@dreamfolks.in](mailto:compliance@dreamfolks.in)



The details of shareholders' complaints received and resolved during the Financial Year ended 31st March, 2023 are given in the table below:

Particulars	No of Investor Complaints
Number of Shareholders' complaints outstanding as at April 1, 2022	0
Number of shareholders' complaints received during the Financial Year	996*
Number of shareholders' complaints resolved to the satisfaction of shareholders during the Financial Year	996*
Number of pending shareholders' complaints as at March 31, 2023	0

\* Out of 996 complaints, 954 complaints are related to Initial Public Offering of the Equity Shares of the Company and 37 complaints are related to request for Annual Report and other general queries.

## VI. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Your Company has a duly constituted Corporate Social Responsibility Committee on 30<sup>th</sup> November, 2021 and its composition meets the requirements of Section 135 of the Companies Act, 2013.

During the Financial Year 2022-23, the Committee has met 2 (two) times on May 21, 2022 and 30<sup>th</sup> March, 2023.

The composition of the Corporate Social Responsibility Committee and the attendance details of the members as on 31st March, 2023 are given below:-

Names of Members	Category	Position	No. of meetings attended
Ms. Liberatha Peter Kallat	Chairperson & Managing Director	Chairperson	2
Mr. Dinesh Nagpal	Non-executive Director	Member	2
Mr. Mario Anthony Nazareth	Independent Non Executive Director	Member	2

Ms. Rangoli Aggarwal, Company Secretary & Compliance Officer of the Company is the Secretary of the Committee.

### Terms of Reference:-

The terms of reference of the Corporate Social Responsibility Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a corporate social responsibility policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board, The annual action plan shall include following:
- the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
- the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
- the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- monitoring and reporting mechanism for the projects or programmes; and
- details of need and impact assessment, if any, for the projects undertaken by the Company.
- Recommending the amount of expenditure to be incurred, which should be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;
- To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act;

- To take note of the progress made by implementing agency (if any) appointed for the corporate social responsibility of the Company; and
- Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

## VII. RISK MANAGEMENT COMMITTEE

Your Company has a constituted Risk Management Committee on 30th November, 2021 and its composition meets the requirements of Regulation 21 of SEBI Listing Regulations.

However, during the financial year 2022-23, the Company was not required to constitute Risk Management Committee and therefore no committee meeting was held.

The composition of the Risk Management Committee:

Names of Members	Category	Position	No. of meetings attended
Mr. Mukesh Yadav	Non-Executive Director	Chairperson	-
Ms. Liberatha Peter Kallat	Chairperson & Managing Director	Member	-
Mr. Sharadchandra Damodar Abhyankar	Independent Non Executive Director	Member	-
Ms. Giya Diwaan	Chief Financial Officer	Member	-
Mr. Balaji Srinivasan *	Executive Director	Member	-

\* Mr. Balaji Srinivasan appointed as the member of the Committee w.e.f. 1<sup>st</sup> August, 2023.

### Terms of Reference:-

The terms of reference of the Risk Management Committee, inter alia, includes the following:

- Discuss with senior management, the adequacy of the Company's Enterprise Risk Management (ERM) function and provide oversight as may be needed.
- Setting strategic plans and objectives for identification and evaluation of risks, risk management, risk philosophy and risk mitigation & minimization.
- Formulation of Risk Management Policy (covering internal and external risks, and business continuity plan) and monitor and oversee implementation thereof, including evaluating the adequacy of risk management systems;.
- Reviewing risk assessment of the Company annually and exercising oversight of various risks including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee. .
- Ensure that appropriate methodology, processes and systems are in place relating to identification and evaluation of all types of risks, namely, strategic, operational, legal and regulatory, Information systems and external risks that the Company / its subsidiaries is exposed to. Performing such other duties and responsibilities as may be consistent with the provisions of the Charter of the Committee.

## VIII. IPO COMMITTEE

Your Company has a constituted IPO Committee on 30th November, 2021 to carry out and complete various legal, statutory and procedural formalities, including the appointment of various intermediaries, filing the draft red herring prospectus with the Securities and Exchange Board of India (SEBI) and filing the red herring prospectus and the prospectus in relation to the Offer with the SEBI.

During the financial year, the Committee has met 4 (four) times on 16<sup>th</sup> August, 2022, 23<sup>rd</sup> August, 2022, 29<sup>th</sup> August, 2022 and 1<sup>st</sup> September, 2022.

The composition of the IPO Committee:

Names of Members	Category	Position	No. of meetings attended
Liberatha Peter Kallat	Managing Director & Chairperson	Chairperson	4
Mr. Mukesh Yadav	Non -Executive Non – Independent Director	Member	4
Mr. Balaji Srinivasan	Executive Director	Member	4

### Terms of Reference:-

The terms of reference of the IPO Committee, inter alia, includes the following:

- to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the book running lead managers appointed in relation to the Offer (BRLMs);
- to decide in consultation with the BRLMs the actual size of the Offer and taking on record the number of equity shares, having face value of ₹ 2 per equity share (Equity Shares), and/or reservation on a competitive basis, and/or any rounding off in the event of any oversubscription and/or any discount to be offered to retail individual bidders or eligible employees participating in the Offer and all the terms and conditions of the Offer, including without limitation timing, opening and closing dates of the Offer, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;
- to appoint, instruct and enter into agreements with the BRLMs, and in consultation with BRLMs appoint and enter into agreements with intermediaries, co-managers, underwriters, syndicate members, brokers, escrow collection bankers, auditors, independent chartered accountants, refund bankers, registrar, grading agency, monitoring agency, industry expert, legal counsels, depositories, custodians, credit rating agencies, printers, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and offer agreement with the BRLMs, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries;
- to make any alteration, addition or variation in relation to the Offer, in consultation with the BRLMs or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure and the exact component of issue of Equity Shares;
- to finalise, settle, approve, adopt and arrange for submission of the draft red herring prospectus (DRHP), the red herring prospectus (RHP), the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to appropriate government and regulatory authorities, respective stock exchanges where the Equity Shares are proposed to be listed (Stock Exchanges), the Registrar of Companies, Delhi and Haryana at Delhi (Registrar of Companies), institutions or bodies;
- to invite the existing shareholders of the Company to participate in the Offer to offer for sale the Equity Shares held by them at the same price as in the Offer;
- to take all actions as may be necessary and authorised in connection with the offer for sale and to approve and take on record the approval of the selling shareholder(s) for offering their Equity Shares in the offer for sale and the transfer of Equity Shares in the offer for sale;
- to issue advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Offer in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations), Companies Act, 2013, as amended and other applicable laws;
- to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;
- to open separate escrow accounts as the escrow account to receive application monies from anchor investors/ underwriters in respect of the bid amounts and a bank account as the refund account for handling refunds in relation to the Offer and in respect of which a refund, if any will be made;
- to open account with the bankers to the Offer to receive application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013, as amended;
- to do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection, with power to authorise one or more officers of the Company to execute all or any such documents;
- to negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Offer, monitoring agency and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, monitoring agency, legal counsel, auditors, Stock Exchanges, BRLMs and other agencies/ intermediaries in connection with Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents;
- to make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), Registrar of Companies, Delhi and Haryana at Delhi and such other statutory and governmental authorities in connection with the Offer, as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may



be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus;

- to make in-principle and final applications for listing and trading of the Equity Shares on one or more Stock Exchanges, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing
- to determine and finalize, in consultation with the BRLMs, the price band for the Offer and minimum bid lot for the purpose of bidding, any revision to the price band and the final Offer price after bid closure, and to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws and undertake other matters in connection with or incidental to the Offer, including determining the anchor investor portion, in accordance with the SEBI ICDR Regulations;
- to issue receipts/allotment advice/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforementioned documents;
- to approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law;
- to seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company's lenders, joint venture partners, all concerned governmental and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the applicable laws;
- to determine the price at which the Equity Shares are offered, issued, allocated, transferred and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors;
- to settle all questions, difficulties or doubts that may arise in relation to the Offer, as it may in its absolute discretion deem fit;
- to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Offer;
- to authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage and remuneration in connection with the Offer;
- to withdraw the DRHP or RHP or to decide not to proceed with the Offer at any stage, in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and applicable laws;
- to determine the utilization of proceeds of the fresh issue, if applicable and accept and appropriate proceeds of such fresh issue in accordance with the Applicable Laws;
- to authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer or provide clarifications to the SEBI, Registrar of Companies, Delhi and Haryana at Delhi and the relevant Stock Exchange(s) where the Equity Shares are to be listed;
- to authorize the affixation of the common seal of the Company on such documents in this connection as may be required in accordance with the provisions of the Articles of Association of the Company and Applicable Law; and
- to authorize and empower officers of the Company (each, an Authorized Officer(s)), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the Stock Exchange(s), the registrar's agreement and memorandum of understanding, the depositories' agreements, the offer agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLMs and syndicate members, the cash escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Offer, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency, monitoring agency and all such persons or agencies as may be involved in or concerned with the Offer, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLMs and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

## IX. REMUNERATION OF DIRECTORS:

The table below gives details of Remuneration of Executive Directors for the Financial Year ended 31st March, 2023.

Name of Director	Salary	Performance Linked Incentive	Perquisites	Contribution towards Provident Fund	Sitting Fees	Severance Fee	Service Contract	Notice Period	Total
Ms. Liberatha Peter Kallat	3,17,25,000 -	-	24,67,744	25,38,000	-	-	5 Years	6 Months	3,67,30,744
Mr. Balaji Srinivasan*	61,33,966 -	-	-	3,51,000	-	-	5 Years	3 Months	64,84,966

\*Total 10,45,000 stock options were granted to him pursuant to Dreamfolks ESOP Policy, 2021, out of which 3,44,850 options were vested to him during the financial year 2022-23.

The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as actuarial valuation and premium payments are done at the Company level.

### Criteria for making payments to Non-Executive Directors

Non-Executive Directors of the Company are paid sitting fees for attending Board/ Committee meetings within the limits prescribed under Companies Act, 2013.

The Nomination and Remuneration Policy of the Company, inter alia, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is placed on Company's website and can be accessed at [https://www.dreamfolks.in/img/policy/nomination\\_and\\_remuneration\\_policy.pdf](https://www.dreamfolks.in/img/policy/nomination_and_remuneration_policy.pdf).

The table below gives details of Remuneration of Non- Executive Directors for the Financial Year ended 31st March, 2023.

Name of Director	Sitting Fees	Severance Fee	Service Contract	Total
Mr. Mukesh Yadav	6,95,000	-	-	6,95,000
Mr. Dinesh Nagpal	5,30,000	-	-	5,30,000
Mr. Sudhir Jain	6,95,000	-	-	6,95,000
Mr. Sharadchandra Damodar Abhyankar	6,35,000	-	-	6,35,000
Mr. Mario Anthony Nazareth	6,65,000	-	-	6,65,000
Ms. Aditi Balbir*	6,95,000	-	-	6,95,000

\* Ms. Aditi Balbir resigned from the directorship and the board committees of the Company w.e.f. July 17, 2023.

## X. GENERAL BODY MEETINGS

Details of Annual General Meetings held during the last three years, are as under:

Financial Year	Date and Time	Venue	No. of Special Resolutions set out at the AGM
2021-22	7th June, 2022 at 4:00 P.M.	501, 5 <sup>th</sup> Floor, Tower-2, Worldmark, Sector-65, Gurgaon, Haryana 122 001	Nil
2020-21	20th November, 2021 at 11:30 A.M.	22, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi-110017	Nil
2019-20	December 31, 2020 at 11:30 A.M.	22, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi-110017	Nil

## POSTAL BALLOT AND EXTRA-ORDINARY GENERAL MEETING

Apart from the Annual General Meeting, a Postal Ballot and an Extra-ordinary General Meeting of the Company was held during the year 2022-23, wherein the following resolution was passed:

Particulars	Day, Date & Time	Venue/Mode	Brief description of Special Resolutions
Postal Ballot	Notice dated October 19, 2022  And Result dated November 20, 2022	-	Ratification of Dreamfolks Employee Stock Option Special Resolution Plan, 2021
1st EGM of FY 2022-23	EGM held on 29th November, 2022 at 11:00 A.M.	Video Conferencing (VC)	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Sharadchandra Damodar Abhyankar (DIN: 00108866), as the Independent Director of the Company.</li> <li>2. Re-appointment of Mr. Sudhir Jain (DIN: 00010445), as the Independent Director of the Company.</li> <li>3. Re-appointment of Ms. Aditi Balbir (DIN: 03271132), as the Independent Director of the Company.</li> <li>4. Re-appointment of Mr. Mario Anthony Nazareth (DIN: 00013337), as the Independent Director of the Company.</li> </ol>

**Voting result of the above referred resolution passed through postal ballot is reproduced below:**

Particulars of Resolution	Votes in favour of Resolution	Votes against Resolution
Ratification of Dreamfolks	3,99,39,095 votes	20,14,862 votes
Employee Stock Option Plan, 2021	(95.197%)	(4.803%)

### PROCEDURE FOR POSTAL BALLOT:

In Compliance with the Regulation 44 of Listing Regulations and Section 108, 110 and other applicable provisions of the Act read with rules made thereunder, the Company had provided electronic Voting facility to all its members to cast their vote electronically. The Company had engaged the services of National Securities Depository Limited for the purpose of providing e-voting facility.

The Company in compliance with the provisions of General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively ('MCA Circulars') issued by Ministry of Corporate Affairs, had sent the Postal Ballot Notice dated 19th October, 2022 in electronic form. The Company also published Public Notices in Newspaper on 22nd October, 2022 requesting the shareholders for registration of their e-mail addresses with the Company/Depository as the notices of postal ballot were being sent through electronic mode only and intimating the other requirements as mandated under the applicable rules.

Mr. Ankit Singhi, Partner of PI & Associates, Company Secretaries was appointed as the Scrutinizer's for such postal ballot and results of the same were declared by Ms. Liberatha Peter Kallat on 21st November, 2023. The results of Postal Ballot were put on the website of the Company at [www.dreamfolks.in](http://www.dreamfolks.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the same had been communicated to the Stock Exchanges.

As on the date of this report, no resolution is proposed to be passed through postal ballot.

## XI. MEANS OF COMMUNICATION

The quarterly/ half-yearly/ annual financial results of the Company are intimated to the Stock Exchanges immediately after the Board Meeting at which they are approved. The results along with press releases/ presentations made by the Company to Analysts/ Investors are also posted on the website of the Company viz. [www.dreamfolks.in](http://www.dreamfolks.in).

The Company's website also displays all official news releases. The results of the Company are also published in English and Hindi language newspapers normally in Financial Express/ Business Standard/ Jansatta (Hindi).

The Company organizes investor conference calls to discuss its financial results every quarter, where investor queries were answered by the Executive Management of the Company. The transcripts of the conference calls were posted on our website and on the Stock Exchanges.

All price sensitive information and matters that are material to shareholders were disclosed to the Stock Exchanges, where the securities of the Company are listed.



## X. GENERAL SHAREHOLDER INFORMATION

**(a) Corporate Identification Number: L51909DL2008PLC177181**

**(b) Annual General Meeting:**

The 15<sup>th</sup> Annual General Meeting of the Company is scheduled to be held as under:-

Date and Time: September 06, 2023 at 11:30 A.M. (IST)

Venue: The Company is conducting meeting through VC/ OAVM pursuant to the MCA Circulars.

**(c) Financial Year:**

The Company follows Financial Year from April 1 to March 31. The Current Financial Year of the Company is April 1, 2022 to March 31, 2023.

**(d) Financial Calendar 2023-24 (tentative)**

First Quarter Results	On or before August 14, 2023
Second Quarter Results	On or before November 14, 2023
Third Quarter Results	On or before February 14, 2024
Audited Annual Results for the financial year ending on March 31, 2024	On or before May 30, 2024

**(e) Final Dividend Payment:** For the financial year under review, the Board of Directors have not recommended or declared any dividend on equity shares of the Company.

**(f) Listing on Stock Exchanges:**

The Equity Shares of the Company were listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively referred to as "Stock Exchanges") on September 6, 2022.

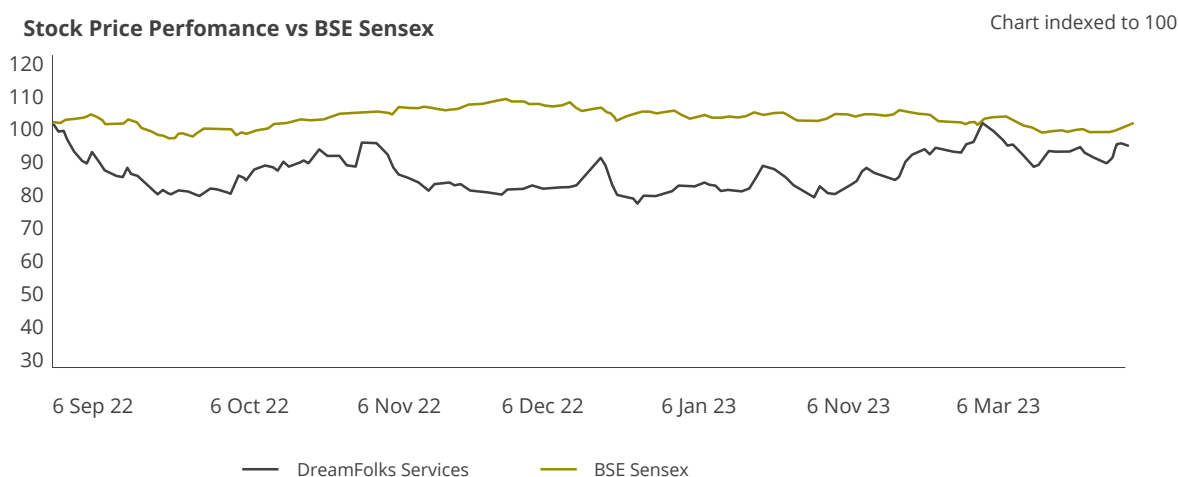
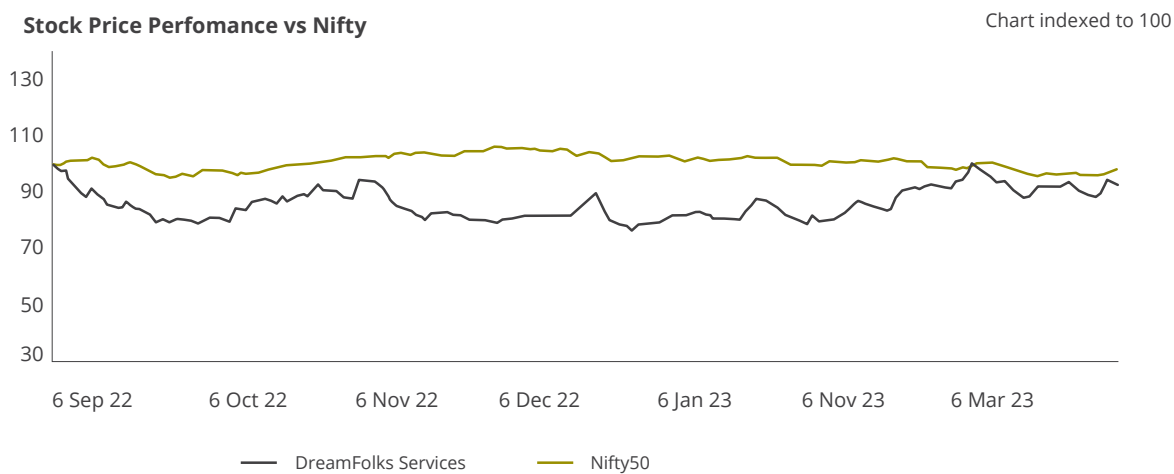
Name of Stock Exchange	Security Code/ Symbol	Address
BSE Limited	543591	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.
National Stock Exchange of India Limited	DREAMFOLKS	Exchange Plaza, C-1,Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

Annual Listing fees for the Financial Year 2022-23 & 2023-24 have been paid to both the Stock Exchanges.

**(g) Market Price Data & Share price performance:**

The monthly High & Low Share price during each month of the last Financial Year is as below:

Month	NSE		BSE	
	High	Low	High	Low
April, 2022	Not applicable since the equity shares of the Company got listed on September 6, 2022.			
May, 2022				
June, 2022				
July, 2022				
August, 2022				
September, 2022	549.00	364.55	550.00	365.00
October, 2022	433.00	364.00	432.50	363.85
November, 2022	457.60	362.85	458.35	363.00
December, 2022	433.75	348.00	433.00	348.20
January, 2023	417.80	359.35	417.35	359.60
February, 2023	445.80	360.00	446.00	360.25
March, 2023	471.85	398.20	471.15	397.00

**(h) Company's equity share price comparison with BSE Sensex and S&P CNX Nifty:**

- (i) Registrar and Share Transfer Agent:** Link Intime India Pvt. Ltd  
 C 101, 247 Park, L.B.S.Marg,  
 Vikhroli (West), Mumbai - 400083  
 Contact Number: 0114 9411 000  
 Email-id: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**(j) Share Transfer System:**

As mandated by SEBI, securities of listed companies can only be transferred in dematerialized form. In view of the same, the entire share capital of the Company is in dematerialised form. The shares can be transferred by shareholders through their Depository Participants.

**(k) Distribution of shareholding as on March 31, 2023:**

**i. Distribution of Equity Shareholding**

Slab	Shareholders		No. of Shares	
	Number	% to total	Shares	% to total
1 - 500	45,937	96.21	23,33,637	4.47
500 – 1,000	1,065	2.23	7,79,576	1.49
1,001 – 2,000	402	0.84	5,92,539	1.13
2,001 – 3,000	120	0.25	3,01,154	0.58
3,001 - 4,000	51	0.11	1,84,515	0.35
4,001 - 5,000	40	0.08	1,89,980	0.36
5,001 - 10,000	43	0.09	3,03,545	0.58
10,001 - above	88	0.18	4,75,65,054	91.03
<b>Total</b>	<b>47,746</b>	<b>100</b>	<b>5,22,50,000</b>	<b>100</b>

**ii. Categories of Equity Shareholders as on March 31, 2023**

S. No.	Category	No of Shares held	% of Share holding
1	Promoter and Promoter Group	3,50,07,532	67.00
2	Mutual Fund/Alternate Investment Funds	46,13,138	8.83
3	Financial Institutions/Banks/Insurance Companies	2,52,625	0.48
4	FPI and FII & Foreign Company (including Foreign National)	58,29,000	11.15
5	Resident Individuals (including Trusts & HUF)	54,00,840	10.34
6	Bodies Corporate	936626	1.80
7	Non - Resident Indians	1,98,321	0.38
8	Clearing Members	11,918	0.02
	<b>Total</b>	<b>5,22,50,000</b>	<b>100</b>

**(l) Dematerialisation of Shares and Liquidity**

As on March 31, 2023, only 1 (one) equity shares held in physical form and rest of the equity share capital of your Company is held in dematerialised form with NSDL and CDSL under International Securities Identification Number (ISIN) – INE0JS101016.

**(m) Outstanding GDRs/ ADRs/ Warrants or Convertible Instruments**

No GDRs/ ADRs/Warrants or Convertible/Non-Convertible Instruments has been issued by the Company.

**(n) Commodity price risk or foreign risk and hedging activities**

The Company does not have commodity price risk nor does the Company engage in hedging activities.

**(o) Plant Locations**

The Company does not have any manufacturing or processing plants.



**(p) Address for Correspondence**

Registered Office	Corporate Office
Dreamfolks Services Limited 22, DDA Flats Panchsheel Park, Shivalik Road New Delhi 110017 Ph: +91 0124 4173 560 E-mail: <a href="mailto:compliance@dreamfolks.in">compliance@dreamfolks.in</a>	Dreamfolks Services Limited #501, Tower-2, Fifth Floor, Worldmark, Sector-65, Gurugram 122 018, Haryana, India Ph: 0124-4037306 E-mail: <a href="mailto:compliance@dreamfolks.in">compliance@dreamfolks.in</a>
Your Company has also designated <a href="mailto:investor.support@dreamfolks.in">investor.support@dreamfolks.in</a> as an exclusive email for Analysts and Institutional Investors and other Investors for the purpose of registering their complaints and the same has been displayed on Company's website also.	

**(q) List of Credit Ratings: During the year under review, CRISIL Rating Limited, has upgraded its ratings for the Company on long term bank loan facility as under:**

Bank Loan Facilities	Revised Ratings	Previous Ratings
Long Term rating	CRISIL BBB/Positive	CRISIL BBB-/Stable

**XIII. DISCLOSURES****(a) Related Party Transactions (RPTs)**

The Company has not entered into any materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large. Transactions with related parties are being disclosed in Note 40 to the Standalone Financial Statements of the Company forming part of the Annual Report and are transacted after obtaining applicable approval(s), wherever required.

Also, there are no such transactions of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company.

The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs which is disclosed on website of the Company and can be accessed through the following link: [https://www.dreamfolks.in/img/policy/Policy-on-Related-PartyTransactions\\_Dreamfolks-Services-Limited\\_v1.11.pdf](https://www.dreamfolks.in/img/policy/Policy-on-Related-PartyTransactions_Dreamfolks-Services-Limited_v1.11.pdf)

**(b) Loans and Advances in the nature of Loans to Firms/ Companies in which Directors are interested by Name and Amount.**

The details of loans and advances in the nature of loans to firms/ companies in which Directors are interested, forms part of notes to the financial statements.

**(c) Non-Compliances by the Company**

During the last three years, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any other statutory authority for noncompliance of any matter related to capital markets.

**(d) Details of Senior Management Personnel**

Your company is having following officers in senior management position in the Company-

Name	Designation	Date of joining in Company	Date of Cessation/ Change along with details
Ms. Giya Diwaan	Chief Financial Officer	24 <sup>th</sup> September 2021	-
Ms. Rangoli Agarwal	Company Secretary & Compliance Officer	19 <sup>th</sup> October, 2021	-
Mr. Sandeep Sonawane	Chief Business Officer	6 <sup>th</sup> April 2023	-

Further, in terms of Regulation 30A of the Listing Regulations, there no such agreements which are required to be disclosed in the Annual Report.

**(e) Vigil Mechanism and Whistle Blower Policy**

In Compliance with the provisions of section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, the Company has in place the Whistle Blower Policy and Vigil Mechanism for Directors, employees and other stakeholders which provides a platform to them for raising their voice about any breach of code of conduct, financial irregularities, illegal or unethical practices, unethical behaviour, actual or suspected fraud. Adequate safeguards are provided against victimization to those who use such mechanism and direct access to the Chairman of the Audit Committee in appropriate cases is provided. During the year under review, no employee was denied access to the Audit Committee.

The policy on Vigil Mechanism and Whistle Blower Policy has been posted on the website of the Company and can be accessed through the following link: [https://www.dreamfolks.in/img/policy/Policy-on-Vigil-Mechanism\\_Dreamfolks-Services-Limited\\_v1.10.pdf](https://www.dreamfolks.in/img/policy/Policy-on-Vigil-Mechanism_Dreamfolks-Services-Limited_v1.10.pdf)

**(f) Subsidiary Companies**

Your Company does not have any material subsidiary company in terms of Regulation 16(c) of the Listing Regulation. The Board of Directors of the Company formulated a policy for determining "material" subsidiaries. The said Policy has been placed on the website of the Company and can be accessed through the following link: <https://www.dreamfolks.in/img/policy/Policy-for-determining-material-subsiidiaries.pdf>

**(g) Practicing CS Certification**

A certificate from a Company Secretary in Practice that as on March 31, 2023, none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is annexed to this Report as Annexure – A.

**(h) Recommendation of Committee(s) of the Board of Directors**

During the year, all recommendations of Committees of Board of Directors, which are mandatorily required, were accepted by the Board.

**(i) Statutory Auditor Fee**

The total fee paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor for all the services during the Financial Year 2022-23 is INR 6.46 million.

**(j) Disclosure under the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013**

In compliance of the terms of the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 and rules made thereunder, the Company has in place a policy to prevent and deal with sexual harassment at workplace.

Following is the status of Complaints received under the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 during the Financial Year 2022-23.

- a. number of complaints filed during the financial year - 0
- b. number of complaints disposed of during the financial year - 0
- c. number of complaints pending as on end of the financial year. – 0

**(k) Detail of compliance with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub - regulation (2) of Regulation 46 of Listing Regulations.**

To the extent applicable, the Company is in compliance with the applicable corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of Regulation 46(2) including disclosure requirements of Schedule V of Listing Regulations.

**(l) Disclosures with respect to demat suspense account/ unclaimed suspense account.**

There are no shares which are lying in demat suspense account/ unclaimed suspense account as on March 31, 2023.

**(m) Insider Trading**

In terms of the SEBI (Prohibition of Insider Trading) Regulations 2015 ("PIT Regulations"), the Company has a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company. Further, in terms of the PIT Regulations, the Company has in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information.

**(n) Board Procedures**

The Board meets at least once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board has access to any information within your Company which includes the information as specified in Schedule II of the Listing Regulations.

**(o) Independent Directors' Meeting**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, meetings of the Independent Directors of the Company were held on 31st March, 2023 and 5th September, 2022, without the presence of Non-Independent Directors and where in all Independent Directors were present in person.

The Company Secretary was an invitee to the said meeting and acted as a facilitator to the Independent Directors.

**(p) Mandatory requirements**

To the extent applicable, during the year under review the Company has complied all the mandatory requirements of the Listing Regulations.

**(q) Non- mandatory requirements:**

The Company has adopted the following non-mandatory requirements on Corporate Governance:-

- i. Audit qualifications

There was no audit qualification on your Company's financial statements, during the year under review.

- ii. Reporting of Internal Auditor

The Internal Auditors of the Company directly reports to the Audit Committee of the Company.

**XIV.CODE OF CONDUCT**

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management personnel of the Company. The Code has also been posted on the website of the Company.

All Board Members and Senior Management Personnel have affirmed with the compliance of Code of Conduct for the Financial Year 2022-23.

An annual declaration signed by the Chairperson & Managing Director of the Company affirming compliance to the Code by the Board of Directors and the Senior Management is annexed to this Report as Annexure – B. The Code of Conduct is available on website of the Company and can be accessed through the following link: [www.dreamfolks.in/img/policy/CODEOF-2\\_.pdf](http://www.dreamfolks.in/img/policy/CODEOF-2_.pdf)

**XV. CEO/ CFO CERTIFICATION**

In compliance with Regulation 17(8) of the Listing Regulations, a certificate from Managing Director and Chief Financial Officer of the Company to the Board of Directors as specified in Part B of Schedule II of the said regulations is annexed to this Report as **Annexure – C**.

**XVI.COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

In compliance with Listing Regulations, a certificate on Corporate Governance issued by Mr. Deepak Kukreja, Company Secretary in Practice is annexed to this Report as **Annexure – D**.



## ANNEXURE-A

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
Dreamfolks Services Limited  
**CIN:** L51909DL2008PLC177181  
22,Dda Flats Panchsheel Park,  
Shivalik Road, New Delhi-110017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **DREAMFOLKS SERVICES LIMITED** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment
1.	MS. LIBERATHA PETER KALLAT	06849062	21.03.2014
2.	MR. MUKESH YADAV	01105819	02.11.2011
3.	MR. DINESH NAGPAL	01105914	02.11.2011
4.	MR. BALAJI SRINIVASAN	03512187	02.09.2021
5.	MR. MARIO ANTHONY NAZARETH	00013337	30.11.2021
6.	MR. SHARADCHANDRA DAMODAR ABHYANKAR	00108866	30.11.2021
7.	MR. SUDHIR JAIN	00010445	30.11.2021
8.	MS. ADITI BALBIR	03271132	30.11.2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **DEEPAK KUKREJA & ASSOCIATES**

COMPANY SECRETARIES

**Date :** August 9<sup>th</sup>, 2023

**Place:** New Delhi

**UDIN :** F004140E000769146

**(DEEPAK KUKREJA)**

FCS, LLB., ACIS (UK), IP.

PROPRIETOR

CP No.8265

FCS No. 4140

Peer Review No. 2667/2022

**ANNEXURE-B****DECLARATION BY DIRECTOR AND CEO UNDER PARA D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING THE COMPLIANCE WITH CODE OF CONDUCT**

To  
The Members of  
Dreamfolks Services Limited

I, Liberatha Peter Kallat, Chairperson & Managing Director of the Company, hereby certify that the members of the Board of Directors of the Company and the Management Personnel have affirmed the compliance with the code of conduct adopted by the Company for the financial year ended March 31, 2023, in terms of para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Dreamfolks Services Limited**  
**Liberatha Peter Kallat**  
Chairperson & Managing Director

Date: August 9<sup>th</sup>, 2023  
Place: Gurugram

**ANNEXURE-C**

**COMPLIANCE CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

This is to certify that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading.
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year.
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to financial statement; and
  - (iii) That no instances of fraud have come to our notice.

Date: August 9<sup>th</sup>, 2023

Place: Gurugram

For **Dreamfolks Services Limited**

**Liberatha Peter Kallat**

Chairperson & Managing Director

**Giya Diwaan**

Chief Financial Officer



## ANNEXURE-D

## PRACTICING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Paragraph E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
**Dreamfolks Services Limited**  
**CIN:** L51909DL2008PLC177181  
22,Dda Flats Panchsheel Park,  
Shivalik Road,  
New Delhi-110017

We have examined the compliance of the conditions of Corporate Governance by **DREAMFOLKS SERVICES LIMITED** (hereinafter referred to as the "**Company**") for the period from \*06th September, 2022 till 31st March, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and paragraph C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

\*Listing of equity shares of Company on Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31 March 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DEEPAK KUKREJA & ASSOCIATES**

COMPANY SECRETARIES

**Date :** August 9<sup>th</sup>, 2023

**Place:** New Delhi

**UDIN :** F004140E000769168

**(DEEPAK KUKREJA)**

FCS, LLB., ACIS (UK), IP.

PROPRIETOR

CP No.8265

FCS No. 4140

Peer Review No. 2667/2022

## NOTICE

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of Dreamfolks Services Limited ("the Company") will be held on **Wednesday, 06th day of September, 2023** at 11:30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS:

- To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the board of directors and auditors' thereon and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the audited standalone and consolidated financial statements of the Company comprising of the balance sheet as at March 31, 2023, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2023, together with the notes thereto, report of the board of directors and auditors' report thereon, as circulated to the members and laid before the meeting, be and are hereby considered and adopted."

- To re-appoint Mr. Mukesh Yadav (DIN: 01105819), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukesh Yadav (DIN: 01105819), Non-Executive Director, who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as Non-Executive Director, liable to retire by rotation."

### SPECIAL BUSINESS:

- To consider and approve the terms of remuneration of Ms. Liberatha Peter Kallat, Managing Director & Chairperson (DIN: 06849062) for a period of 3 (three) years and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197 read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time and resolution of the shareholder's passed on 1st December, 2021 and upon the recommendation/approval of Nomination & Remuneration Committee/Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for payment of remuneration to Ms. Liberatha Peter Kallat (DIN:06849062) as the Managing Director and Chairperson of the Company, for a period of three (3) years commencing from 1st April, 2023 as detailed below, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include

the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions including remuneration of the said re-appointment as it may deem fit:

Particulars	Amount (in Rs.)
Basic	2,74,95,000
Benefits & Perquisites	1,37,47,500
Total	4,12,42,500
Other Perquisites up to 5%	21,70,658
Total Benefit	4,34,13,158

incentive not exceeding 100% of the salary to be paid at the discretion of the Board annually, based on certain performance criteria & such other parameters as may be considered appropriate from time to time. Actual amount to be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee

In addition to the above, Ms. Liberatha will be entitled to:

- Contribution to Provident Fund and Gratuity Fund as per the Rules of the Company.
- Encashment of un-availed leave at the end of the tenure or at specified intervals as per the Rules of the Company.
- Appointment will be terminable by either party by giving six months' notice or salary in lieu thereof.

**RESOLVED FURTHER THAT** Ms. Liberatha Peter Kallat will be eligible for suitable annual increments at such rate as may be determined by the Board of Directors of the Company from time to time, based on the Company's performance, her individual performance and commensurate with average percentile increase in the remuneration of employees of the Company.

**RESOLVED FURTHER THAT** the Directors of the Company and the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this resolution."

- To consider and approve the terms of remuneration of Mr. Balaji Srinivasan, Executive Director (DIN: 03512187) for a period of 3 (three) years and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197 read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements)

Regulations, 2015, as amended from time to time and upon the recommendation/ approval of Nomination & Remuneration Committee/ Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for payment of remuneration to Mr. Balaji Srinivasan (DIN: 03512187) as the Executive Director of the Company, for a period of three (3) years commencing from 1st April, 2023 as detailed below, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions including remuneration of the said re-appointment as it may deem fit:

Particulars	FY23-24
Fixed CTC	80,60,000
Variable CTC	13,00,000
Total CTC	93,60,000

In addition to the above, Mr. Balaji Srinivasan will be entitled to:

- (i) Contribution to Provident Fund and Gratuity Fund as per the Rules of the Company.
- (ii) Encashment of un-availed leave at the end of the tenure or at specified intervals as per the Rules of the Company.
- (iii) Perquisites arising on account of exercise of options as may be granted under the Dreamfolks Employee Stock Option Scheme 2021.
- (iv) Appointment will be terminable by either party by giving three months' notice or salary in lieu thereof.

**RESOLVED FURTHER THAT** Mr. Balaji Srinivasan will be eligible for suitable annual increments at such rate as may be determined by the Board of Directors of the Company from time to time, based on the Company's performance, her individual performance and commensurate with average percentile increase in the remuneration of employees of the Company.

**RESOLVED FURTHER THAT** the Directors of the Company and the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this resolution."

**5. To consider and approve alteration in Articles of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be

and is hereby accorded to amend the existing Articles of Association ("AoA") of the Company by inserting the following new clauses after clause no. 97:

*"97A. The Board may, from time to time, in accordance to the terms of these Articles, but with such consent of the Company, at a general meeting as may be required under Section 180 of the Act, raise any money or sums of money for the purpose of the Company, provided that the money to be borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not without the sanction of the Company at the general meeting exceed the aggregate of the paid up capital of the Company, securities premium and its free reserves that is to say reserves not set apart for any specific purpose and in particular, but subject to the provisions of the Section 179 of the Act, the Board may, from time to time at their discretion, raise or borrow or secure the payment of any such sum of money for the purpose of the Company by the issue of debentures, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities and in security of any such money so borrowed, raised or received mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities.*

*97B. The Directors may by a resolution at a meeting of the Board delegate the above powers to borrow money otherwise than or debentures to a committee of Directors or the managing director if any within the limits prescribed."*

**RESOLVED FURTHER THAT** the Directors of the Company and the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board of Directors

**Rangoli Aggarwal**

Company Secretary & Compliance Officer

M.No. A44096

**Place:** Gurugram

**Date:** August 9<sup>th</sup>, 2023



## NOTES :

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting

system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.dreamfolks.in/company-announcements](http://www.dreamfolks.in/company-announcements). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

**The remote e-voting period begins on Sunday, 3rd September, 2023 at 09:00 A.M. and ends on Tuesday, 5th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 30th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 30th August, 2023.**

## How do I vote electronically using NSDL e-Voting system?





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

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

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile app is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store  </div> <div style="text-align: center;">  Play Store  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

#### **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@dreamfolks.in](mailto:compliance@dreamfolks.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@dreamfolks.in](mailto:compliance@dreamfolks.in) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.



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

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting

system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

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

### Item No. 3

Ms. Liberatha Peter Kallat (DIN: 06849062) was appointed as the Managing Director of the Company for another term of 5 (five) years commencing from February 19, 2021 on such remuneration as fixed by the Board of Directors of the Company.

Ms. Liberatha Peter Kallat, aged 47 years, is the Promoter and Managing Director of our Company. She was designated as the Chairperson of our Company on November 30, 2021. She holds a bachelor's degree in science from Andhra University. She has been associated with the Company since 2014 and is responsible for the strategy and overall management of our Company. She has experience in the hospitality sector and has, in the past, been associated with Indian and global multinational companies such as Taj GVK Hotels & Resorts Limited, PepsiCo. India, Premium Port Lounge Management Company Private Limited, and Pernod Ricard India (P) Limited.

Ms. Liberatha Peter Kallat, as the Managing Director of Dreamfolks Services Limited, plays a crucial role in the company's growth. She provides strategic leadership, fosters a positive work culture, and makes critical decisions. With her visionary approach and innovative solutions, she drives the company towards sustained growth, profitability, and success in the market.

Considering the contribution of Ms. Liberatha Peter Kallat in the growth of the Company and on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors in their meeting held on June 23, 2023 has recommended revision in the remuneration of Ms. Liberatha for a period of 3 year i.e. w.e.f. April 1, 2023, with suitable increments, as set out in resolution no. 3 of the Notice, subject to the approval by the Members of the Company which may results in annual remuneration payable to Director(s) including Managing Director, Whole Time Director(s) and Non-Executive Director(s) of the Company in any financial year, exceeding 11% of the net profits computed as per Section 198 of the Companies Act, 2013 for respective Financial Year(s).

The aggregate amount of remuneration payable to Ms. Liberatha Peter Kallat has been calculated as per the provisions of Section 198 of the Companies Act, 2013. The aggregate amount of remuneration payable to Ms. Liberatha Peter Kallat and total managerial remuneration payable to the Executive Director(s) of the Company taken together in any financial year may exceed the maximum admissible limits as prescribed in Section 197 of the Companies Act, 2013.

Accordingly, approval of the Shareholders is sought by way of Special Resolution for the Item No. 3 of this AGM Notice.

Requisite information as required to be provided as per Schedule V of the Companies Act, 2013 is annexed as **Annexure- A**.

Except, Ms. Liberatha, Managing Director and her relatives (to the extent of their shareholding, if any), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of this AGM Notice.

The Board recommends the resolution set forth at Item No. 3 of this AGM Notice for the approval of Shareholders by way of Special Resolution.

Additional information pursuant to the Secretarial Standard on General Meetings (SS-2) in respect of this item is given in **Annexure-B** to this Notice.

### Item No. 4

Mr. Balaji Srinivasan, Executive Director (DIN: 03512187) was appointed as the Executive Director of the Company for term of 5 (five) years commencing from 02/09/2021 on such remuneration as fixed by the Board of Directors of the Company.

Balaji Srinivasan, aged 46 years, is an Executive Director and Chief Technology Officer of our Company. He holds a diploma in software and systems management from NIIT, New Delhi. He has been associated with our Company since 2019. He has experience in the technology sector. Prior to joining our Company, he held senior management positions at start-up ventures such as FarEye and also held the position of Vice-President at Genpact India Private Limited.

As the Executive Director of Dreamfolks Services Limited, Mr. Balaji Srinivasan plays a pivotal role in the company's growth. With his visionary approach and innovative solutions, he leads the company towards sustained growth, profitability, and success in the market.

Considering the contribution of Mr. Balaji Srinivasan in the growth of the Company and on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors in their meeting held on June 23, 2023 has recommended revision in the remuneration of Mr. Balaji Srinivasan for a period of 3 year i.e. w.e.f. April 1, 2023, with suitable increments, as set out in resolution no. 3 of the Notice, subject to the approval by the Members of the Company.

Mr. Balaji Srinivasan was also granted/ to be granted Stock Options under the Company's Employee Stock Option Plan, 2021 and out of which 3,44,850 stock options are already vested till now to be exercisable by him.

Mr. Balaji Srinivasan has expressed his intent to exercise the options so vested/to be vested, in different tranches at different points of time, during his remaining tenure as Executive Director. Exercise of such options, however, is likely to create perquisites in the hands of Mr. Balaji Srinivasan, to the extent of difference between the market price as on the date of exercise and grant price of the options so vested/to be vested from time to time.

In case of exercise of options by Mr. Balaji Srinivasan, the value of perquisites arising therefrom coupled with his annual remuneration in any financial year during his remaining tenure as Managing Director (Financial Year 2023-24 and 2024-25), which may result in annual remuneration payable;

- a) to him in any financial year, exceeding 5% of the net profits computed in accordance with the provisions of section 198 of the Companies Act, 2013; and
- b) to Director(s) including Managing Director, Whole Time Director(s) and Non-Executive Director(s) of the Company in any financial year, exceeding 11% of the net profits computed as per Section 198 of the Companies Act, 2013 for respective Financial Year(s).

The aggregate amount of remuneration payable to Mr Balaji Srinivasan has been calculated as per the provisions of Section 198 of the Companies Act, 2013. The aggregate amount of remuneration payable to Mr. Balaji Srinivasan and total managerial remuneration payable to the Executive Director(s) of the Company taken together in any financial year may exceed the maximum admissible limits as prescribed in Section 197 of the Companies Act, 2013.

Requisite information as required to be provided as per Schedule V of the Companies Act, 2013 is annexed as Annexure- A.

Accordingly, approval of the Shareholders is sought by way of Special Resolution for the Item No. 4 of this AGM Notice.

Except, Mr. Balaji Srinivasan, Executive Director, and his relatives (to the extent of their shareholding, if any), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of this AGM Notice.

Additional information pursuant to the Secretarial Standard on General Meetings (SS-2) in respect of this item is given in Annexure-B to this Notice.

#### Item No. 5

It is proposed to amend the existing Articles of Association (AOA) of the company to meet the general banking requirements. The amendment aims to enhance the company's banking capabilities by allowing the board to explore and engage in general banking activities within the regulatory framework. This amendment will enable the company to offer a broader range of financial services, ensuring increased opportunities for growth and better serving the needs of our clients.

In light of the above, two additional clauses dealing with the general banking borrowing powers, as detailed in the resolution are to be added in AOA.

The Board of Directors of the Company, in its meeting to be held on August 9, 2023, approved (subject to the approval of members) the amendments in existing AoA of the Company.

The existing AoA, and the draft of the amended AoA proposed for approval, are uploaded on the website of the Company at [www.dreamfolks.in](http://www.dreamfolks.in) and available for inspection by the shareholders of the Company during normal business hours at the registered office of the Company and shall also be open for electronic inspection during the AGM.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommend the resolution as set out in item No. 5 of the Notice for approval by the members as a special resolution.

By order of the Board of Directors

**Rangoli Aggarwal**

Company Secretary & Compliance Officer

M.No. A44096

**Place:** Gurugram

**Date:** August 9<sup>th</sup>, 2023

## STATEMENT OF INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

## Annexure- A

**I. General Information**

1. Nature of Industry	Service Industry			
2. Date or expected date of commencement of commercial production	The Company was incorporated on April 24, 2008. Date of incorporation may be considered for commencement of operations.			
3. In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the Prospectus	Not Applicable			
4. Financial Performance based on given indicators (Last Three Years)	(in INR Million)			
	Particulars	2022-23	2021-22	2020-21
	Total Revenue	7765.33	2839.87	1081.07
	PBT/ (LOSS)	974.6	204.71	(2.01)
	PAT/ (LOSS)	725.46	162.47	(14.5)
	Earnings per share - Basic	13.88	3.11	(0.28)
	Earnings per share - Diluted	13.33	2.98	(0.28)
5. Foreign Investments or collaborations, if	The Company has not entered into any foreign collaboration and no direct investment has been made in the Company during the previous three financial years. The Foreign Investors mainly comprised of Foreign Institutional Investors, Foreign Portfolio Investor, FDI and NRI's.			

**I. Information about Appointee****Ms. Liberatha Peter Kallat****Mr. Balaji Srinivasan**

1. Background details	Provided in respective explanatory statements	
2. Past Remuneration	FY22-23 3,67,30,744	FY22-23 64,84,966
3. Recognition or Awards	Ms. Liberatha Peter Kallat has received a number of awards including the Entrepreneur of the Year in the Future Woman Leader Summit and Awards 2017, Outstanding Woman Entrepreneur and Employment Award 2018, Woman Icon of the Year 2019, Women Entrepreneur of the Year Award 2019, Economic Times Most Promising Business Leaders of Asia Award 2019 and 10 Best Entrepreneurs of 2021 by Industry Era Magazine. She has also received a certificate of recognition as 'The 10 Most Inspiring Women Entrepreneurs to Watch Globally' by Innovative Zone, 'Woman of Excellence Award' by Indian Achievers' Forum and ET Inspiring Women Leaders (North-2022).	Mr. Balaji Srinivasan has been awarded the Smart Innovator Award 2019 Enterprise Innovation Summit 2019 in recognition of his extraordinary ability to innovate that resulted in creating business value for the organisation and the Smart Innovator Award 2021 at the and Enterprise Innovation Summit 2021 in recognition of the extraordinary efforts in technology innovation that resulted in creating business value for the organisation. He has also been awarded the Global FinTech Excellence in Leadership Award 2022 by Elets (Banking and Finance) and Innovator Award by the Big CIO Show & Awards during the current Fiscal.



I. Information about Appointee	Ms. Liberatha Peter Kallat	Mr. Balaji Srinivasan
4. Job Profile and suitability	<p>She leads the Board and facilitates liasioning between the Board and Company's management. She is responsible for ensuring that appropriate governance procedures are in place and well entrenched in the culture of our Company.</p> <p>Taking into consideration her qualifications and expertise, she is best suited for the responsibilities currently assigned to her by the Board of Directors of the Company.</p>	<p>Balaji Srinivasan is an Executive Director and Chief Technology Officer of our Company. He leads the technology and operations department in the Company.</p> <p>Taking into consideration his qualifications and expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.</p>
5. Remuneration Proposed	As stated in the Explanatory Statement at Item No. 3 of this AGM Notice	As stated in the Explanatory Statement at Item No. 4 of this AGM Notice
6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration as proposed of both the Directors is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses.	
7. Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any	Besides the remuneration paid/payable (including shareholding), both the Directors does not have any pecuniary relationship with the Company or relationship with the Managerial Personnel.	
III. Other Information		
1. Reason of loss or inadequate profits	While the company is having profits, however, the inadequacy of profits, if any may arise as a result of perquisite value arising on exercise of vested/to be vested stock options.	
2. Steps taken or proposed to be taken for improvement	Not Applicable	
3. Expected increase in productivity and profits in measurable terms	Not Applicable	

**DETAILS OF DIRECTORS PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS**
**Annexure- B**

<b>Name</b>	<b>Mr. Mukesh Yadav</b>	<b>Mr. Balaji Srinivasan</b>	<b>Ms. Liberatha Peter Kallat</b>
<b>DIN</b>	01105819	03512187	06849062
<b>Age</b>	51 years		
<b>Qualifications</b>	Graduate		
<b>Experience</b>	<p>Mukesh Yadav, aged 51 years, is the Promoter and a Non-Executive Director of our Company. He has been associated with our Company since 2011. He has more than 20 years of experience and has been a Director of companies such as Whistling Heights Resorts Private Limited, Urban Land Management Private Limited and Yashna Infratech Private Limited. He has been associated with a residential project 'Amangani Peaceful Homes', located in Rewari, Gurugram.</p>		
<b>Terms and conditions of appointment/ re-appointment including remuneration proposed to be paid</b>	Non- Executive Director, liable to retire by rotation	As referred in respective explanatory statement	
<b>Details of last remuneration drawn during FY 2022-23</b>	INR 6,95,000 paid as sitting fees.	As referred in respective resolution and explanatory statement	
<b>Date of first appointment on the Board</b>	02/01/2011	02/09/2021	21/03/2014
<b>Expertise in specific functional areas</b>	Business Administration	Information and Technology	Hospitality and Business Administration
<b>Directorships held in other listed entities in India</b>	Nil	Nil	Nil
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	Chairperson of Stakeholders Relationship Committee and Risk Management Committee and Membership in Audit Committee and Nomination and Remuneration Committee of Dreamfolks Services Limited.	Nil	Chairperson of CSR Committee and Membership in Stakeholders Relationship Committee and Risk Management Committee
<b>Shareholding in the Company</b>	1,12,33,600	Nil	1,30,62,432
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	No	No	No
<b>Number of Board Meetings attended during the year 2022-23</b>	10	10	10
<b>Names of listed entities from which the person has resigned in the past three years</b>	Nil	Nil	Nil

# Independent Auditors' Report

To the Members of Dreamfolks Services Limited  
(Formerly known as Dreamfolks Services Private Limited)

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying standalone financial statements of Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited) ("the Company"), which comprise the balance sheet as at March 31, 2023, the statement of profit and loss, including the statement of other comprehensive income, the cash flow statement and the statement of changes in equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive loss, its cash flows and the statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for

the audit of the standalone financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters.

Key audit matters	How our audit addressed the key audit matter
<b>Revenue recognition</b>	
Revenue from assistance services rendered majorly at airports which consists of services like Airport lounge access, Meet and Assist services, Spa services etc. is recognized as the related services are performed in accordance with contractual terms. The Company's invoicing cycle is on contractual predetermined dates.	<p>Our audit approach was a combination of test of controls and substantive procedures which included amongst others the following:</p> <ol style="list-style-type: none"> <li>Tested the total no of pax, who have utilized the Company's services and verified the sale with these billable number of pax.</li> <li>Tested the effectiveness of controls relating to recording of unbilled revenues including subsequent invoicing.</li> <li>Tested revenue recognition by agreeing key terms used for recording revenue with terms in the signed contracts.</li> </ol>

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report. Our opinion on the standalone financial statements

does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read Annual Report, if we conclude that there is a material

misstatement therein, we are required to communicate the matter to those charged with governance.

### Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence

that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" 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 sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - (c) The balance sheet, the statement of profit and loss including the statement of other comprehensive income, the cash flow statement and statement of changes in equity 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 Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this Report;
  - (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. a) The management of the Company has represented that, to the best of its knowledge

and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The management of the Company has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **S.S. Kothari Mehta & Company**

Chartered Accountants

ICAI Firm Registration Number: 000756N

**Sunil Wahal**

Partner

Membership Number: 087294

UDIN: 23087294BGTGUB9354

Place of Signature: Gurugram

Date: May 23, 2023

**ANNEXURE '1' REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS OF DREAMFOLKS SERVICES LIMITED (FORMERLY KNOWN AS DREAMFOLKS SERVICES PRIVATE LIMITED) ("THE COMPANY") OF EVEN DATE**

**In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:**

- |   |   |
|---|---|
| <p>(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.</p> <p>(i) (a) (B) The Company has maintained proper records showing full particulars of intangibles assets.</p> <p>(i) (b) All property, plant and equipment were physically verified by the management in the previous year in accordance with a planned program of verifying them every year which is reasonable having regard to the size of the Company and the nature of its assets.</p> <p>(i) (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in note 4 and note 6 to the standalone financial statements are held in the name of the Company.</p> <p>(i) (d) The Company has not revalued its property, plant and equipment (PPE) (including right of use assets (ROU)) or intangible assets during the year ended March 31, 2023 and carried on with values of PPE and ROU at cost consistent with the previous year.</p> <p>(i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.</p> <p>(ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.</p> <p>(ii) (b) The Company has sanctioned working capital limits in excess of Rs. five crores in aggregate from a bank on the basis of security of current assets of the Company. However, as per the information and explanation given to us and as confirmed by the bankers, the Company is not required to file the quarterly returns/statement with the banks during the year. Accordingly quarterly returns/statements have not been filed by the Company with such bank.</p> <p>(iii) (a) According to the information and explanations given to us, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) to clause (iii)(f) of the Order is not applicable to the Company. Further, investments made during the year to companies, Firms, Limited Liability Partnerships or any other parties are not prejudicial to the Company's interest.</p> | <p>(iv) The Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 of the Act. Further, in our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 186 of the Companies Act, 2013 in respect of the investments made by it and the Company has not provided any loans, guarantees or security to the parties covered under Section 186 of the Act.</p> <p>(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.</p> <p>(vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.</p> <p>(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been delays in few cases.</p> <p style="padding-left: 20px;">According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.</p> <p>(vii) (b) There are no dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess, goods and service tax and other statutory dues which have not been deposited on account of any dispute.</p> <p>(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.</p> <p>(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.</p> <p>(ix) (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.</p> <p>(ix) (c) Term loans were applied for the purpose for which the loans were obtained.</p> |
|---|---|

- (ix) (d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. The Company doesn't have any associate or joint venture. Hence, the requirement to report on clause (ix)(e) of the Order is not applicable to the Company.
- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary. The Company doesn't have any associate or joint venture. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) During the year, the Company had completed its Initial Public Offering of equity share (IPO) that were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) with effect from September 06, 2022. The issue comprised of offer by existing shareholders to sell equity shares held by them (offer for sale). Therefore, requirement to report on application of moneys raised by the Company by way of initial public offer for the purpose for which those were raised are not applicable and hence not commented upon.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to 3(xii)(c) of the Order are not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (xvi) (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvi) (d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 37 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 46 to the standalone financial statements.

(xx) (b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 46 to the standalone financial statements.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **S.S. Kothari Mehta & Company**

Chartered Accountants

ICAI Firm Registration Number: 000756N

**Sunil Wahal**

Partner

Membership Number: 087294

UDIN: 23087294BGTGUB9354

Place of Signature: Gurugram

Date: May 23, 2023



## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF DREAMFOLKS SERVICES LIMITED (FORMERLY KNOWN AS DREAMFOLKS SERVICES PRIVATE LIMITED) OF EVEN DATE**

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

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

We have audited the internal financial controls over financial reporting of Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited) ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's Management is 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. 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 the 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements 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 as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both 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 with reference to these standalone financial statements 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 over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our

audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, 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 judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

#### **Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements**

A company's internal financial control over financial reporting with reference to these standalone financial statements 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 with reference to these standalone financial statements 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, 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 with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements 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, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were

operating effectively as at March 31, 2023, 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 **S.S. Kothari Mehta & Company**

Chartered Accountants

ICAI Firm Registration Number: 000756N

**Sunil Wahal**

Partner

Membership Number: 087294

UDIN: 23087294BGTGUB9354

Place of Signature: Gurugram

Date: May 23, 2023

# Standalone Balance Sheet

as at March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	Note	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non - current assets</b>			
Property, plant and equipment	4A	30.42	29.77
Capital work in progress	4B	0.43	-
Intangible assets	5	30.85	45.47
Right of use assets	4A	52.92	64.17
Investment property	6	17.05	17.92
Financial assets			
Investments	7(a)	15.05	0.05
Other financial assets	8(a)	39.01	27.19
Deferred tax assets (net)	10	24.79	12.38
Other non-current assets	11(a)	2.27	210.06
<b>Total non - current assets</b>		<b>212.79</b>	<b>407.01</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	7(b)	444.12	-
Trade receivables	12	2,018.89	906.56
Cash and cash equivalents	13	186.36	10.87
Other bank balances	14	178.69	134.62
Other financial assets	8(b)	129.53	82.84
Other current assets	11(b)	38.96	61.97
Current tax assets (net)	9	14.57	82.92
<b>Total current assets</b>		<b>3,011.12</b>	<b>1,279.78</b>
<b>Total assets</b>		<b>3,223.91</b>	<b>1,686.79</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	15	104.50	104.50
Other equity	16	1,462.73	717.18
<b>Total equity</b>		<b>1,567.23</b>	<b>821.68</b>
<b>Liabilities</b>			
<b>Non - current liabilities</b>			
Financial liabilities			
Borrowings	17(a)	8.83	10.22
Lease liabilities	18(a)	56.65	64.30
Provisions	21(a)	29.39	16.96
<b>Total non-current liabilities</b>		<b>94.87</b>	<b>91.48</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	17(b)	1.40	2.53
Lease liabilities	18(b)	6.11	5.46
Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises	19	718.12	339.54
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	19	674.99	373.53
Other financial liabilities	20	88.89	13.94
Other current liabilities	22	69.88	35.84
Provisions	21(b)	2.42	2.79
<b>Total current liabilities</b>		<b>1,561.81</b>	<b>773.63</b>
<b>Total equity and liabilities</b>		<b>3,223.91</b>	<b>1,686.79</b>

Significant accounting policies

3

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached  
For **S.S. KOTHARI MEHTA & COMPANY**  
Chartered Accountants  
FRN - 000756N

**Sunil Wahal**  
Partner  
Membership No: 087294  
Place: Gurugram  
Date: May 23, 2023

For and on behalf of the Board of Directors of  
**Dreamfolks Services Limited**  
CIN : L51909DL2008PLC177181

**Liberatha Peter Kallat**  
Managing Director  
DIN: 06849062  
Place: Gurugram  
Date: May 23, 2023

**Giya Diwaan**  
Chief Financial Officer  
M.No.: F401518  
Place: Gurugram  
Date: May 23, 2023

**Mukesh Yadav**  
Director  
DIN: 01105819  
Place: Gurugram  
Date: May 23, 2023

**Rangoli Aggarwal**  
Company Secretary  
M.No.: A44096  
Place: Gurugram  
Date: May 23, 2023

# Standalone Statement of Profit and Loss

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Income</b>			
Revenue from operations	23	7,732.40	2,824.98
Other income	24	32.93	14.89
<b>Total income</b>		<b>7,765.33</b>	<b>2,839.87</b>
<b>Expenses</b>			
Cost of services	25	6,453.66	2,372.66
Employee benefits expenses	26	174.30	165.53
Finance costs	27	12.86	14.67
Depreciation and amortization expenses	28	34.97	21.29
Other expenses	29	114.94	61.01
<b>Total expenses</b>		<b>6,790.73</b>	<b>2,635.16</b>
<b>Profit / (loss) before tax</b>		<b>974.60</b>	<b>204.71</b>
<b>Tax expense</b>	30		
Current tax		257.80	47.82
Tax expense related to earlier years		2.45	0.23
Deferred tax (credit)/charge		(11.11)	(5.81)
<b>Total tax expenses</b>		<b>249.14</b>	<b>42.24</b>
<b>Profit / (loss) after tax for the year</b>		<b>725.46</b>	<b>162.47</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to profit and loss			
- Remeasurement gain / (loss) on defined benefit obligation		(5.15)	4.68
- Income tax relating to items that will not be reclassified to profit and loss		1.30	(1.18)
<b>Total other comprehensive income for the years</b>		<b>(3.85)</b>	<b>3.50</b>
<b>Total comprehensive income / (loss) for the years</b>		<b>721.61</b>	<b>165.97</b>
<b>Earnings per equity share</b>	31		
Basic		13.88	3.11
Diluted		13.33	2.98
Face value per share*		2	2

\* Face value reduced from Rs. 10 to Rs. 2 as a result of split of shares on September 10, 2021

## Significant accounting policies

3

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached  
For **S.S. KOTHARI MEHTA & COMPANY**  
Chartered Accountants  
FRN – 000756N

**Sunil Wahal**  
Partner  
Membership No: 087294  
Place: Gurugram  
Date: May 23, 2023

For and on behalf of the Board of Directors of  
**Dreamfolks Services Limited**  
CIN : L51909DL2008PLC177181

**Liberatha Peter Kallat**  
Managing Director  
DIN: 06849062  
Place: Gurugram  
Date: May 23, 2023

**Giya Diwaan**  
Chief Financial Officer  
M.No.: F401518  
Place: Gurugram  
Date: May 23, 2023

**Mukesh Yadav**  
Director  
DIN: 01105819  
Place: Gurugram  
Date: May 23, 2023

**Rangoli Aggarwal**  
Company Secretary  
M.No.: A44096  
Place: Gurugram  
Date: May 23, 2023



# Standalone Statement of Changes in Equity

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## A. EQUITY SHARE CAPITAL

Particulars	Amount
<b>Equity shares of INR 2 each issued, subscribed and fully paid up*</b>	
<b>As at April 01, 2021</b>	<b>47.50</b>
Changes in equity share capital during the year	57.00
<b>As at March 31, 2022</b>	<b>104.50</b>
Changes in equity share capital during the year	-
<b>As at March 31, 2023</b>	<b>104.50</b>

\* The face value of equity shares of the Company has been split from INR 10/- to INR 2/- per share with effect from September 10, 2021

## B. OTHER EQUITY

Particulars	Reserve & surplus (A)	ESOP Reserve* (B)	Other comprehensive income (C) Items that will not be reclassified to Statement of profit and loss Remeasurement gain & loss on defined benefit obligation	Total other equity (A+B+C)
<b>As at April 01, 2021</b>	<b>597.00</b>	<b>-</b>	<b>(1.43)</b>	<b>595.57</b>
<b>Movement during the year</b>				
-Profit for the year	162.47	-	-	162.47
-Issue of bonus shares	(57.00)	-	-	(57.00)
-Other comprehensive income, net of income tax	-	-	3.50	3.50
-Share based payment (ESOP)	-	12.64	-	12.64
<b>As at March 31, 2022</b>	<b>702.47</b>	<b>12.64</b>	<b>2.07</b>	<b>717.18</b>
<b>Movement during the year</b>				
-Profit for the year	725.46	-	-	725.46
-Issue of bonus shares	-	-	-	-
-Other comprehensive Income, net of Income tax	-	-	(3.85)	(3.85)
-Share based payment (ESOP)	-	23.94	-	23.94
<b>As at March 31, 2023</b>	<b>1,427.93</b>	<b>36.58</b>	<b>(1.78)</b>	<b>1,462.73</b>

\* The share options-based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

## Significant accounting policies

3

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached  
For **S.S. KOTHARI MEHTA & COMPANY**  
Chartered Accountants  
FRN – 000756N

For and on behalf of the Board of Directors of  
**Dreamfolks Services Limited**  
CIN : L51909DL2008PLC177181

**Sunil Wahal**  
Partner  
Membership No: 087294  
Place: Gurugram  
Date: May 23, 2023

**Liberatha Peter Kallat**  
Managing Director  
DIN: 06849062  
Place: Gurugram  
Date: May 23, 2023

**Mukesh Yadav**  
Director  
DIN: 01105819  
Place: Gurugram  
Date: May 23, 2023

**Giya Diwaan**  
Chief Financial Officer  
M.No.: F401518  
Place: Gurugram  
Date: May 23, 2023

**Rangoli Aggarwal**  
Company Secretary  
M.No.: A44096  
Place: Gurugram  
Date: May 23, 2023

# Standalone Cash Flow Statement

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. Cash flow from operating activities</b>		
<b>Profit / (loss) before tax</b>	<b>974.60</b>	<b>204.71</b>
<b>Adjustments :-</b>		
Depreciation / Amortization	34.97	21.29
Share based payment expenses (ESOP)	23.94	12.64
Assets written off	-	0.03
Unrealised forex (gain)/loss	(0.71)	0.03
Amortisation of security deposits	1.81	3.79
Provision for expected credit loss	-	(0.08)
Bad debts	1.00	1.25
Finance costs	12.86	14.67
Interest income	(12.86)	(2.71)
Profit on disposal of investment property	(8.93)	(10.62)
Gain on sale on financials instruments measured at FVTPL	(5.19)	-
Profit on sale of property, plant and equipment	(0.03)	-
<b>Operating Profit before working capital changes</b>	<b>1,021.46</b>	<b>245.00</b>
<b>Adjustments for working capital changes:</b>		
Increase in trade payables and other financial liabilities*	702.08	391.53
Increase/(decrease) in provisions and other payables	40.94	(91.64)
Increase in trade receivables and other financial assets	(1,135.86)	(546.54)
(Increase)/decrease in other assets	57.34	(39.14)
<b>Change in working capital</b>	<b>(335.50)</b>	<b>(285.79)</b>
<b>Cash generated from/(used in) operating activities post working capital changes</b>	<b>685.96</b>	<b>(40.79)</b>
Income taxes paid (net of refund)	(187.83)	(76.42)
<b>Net Cash generated from/(used in) operating activities (A)</b>	<b>498.13</b>	<b>(117.21)</b>

## Standalone Cash Flow Statement *(continued)*

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>B. Cash flow from investing activities</b>		
Net paid towards purchase of investment property	(9.95)	(27.25)
Net paid towards purchase of property, plant & equipment	(10.15)	(2.86)
Paid towards purchase of intangible assets	(0.52)	(42.86)
Net proceeds from sale of investment property	71.92	263.71
Proceeds from recovery of capital advances	120.00	-
Decrease/(increase) in bank deposits and other bank balances**	(34.24)	(134.72)
Investment in debt funds	(442.85)	-
Profit on sale of mutual funds	3.92	-
Investment in subsidiary	(7.50)	-
Interest received	7.34	2.71
<b>Net Cash generated from/ (used in) investing activities (B)</b>	<b>(302.03)</b>	<b>58.73</b>
<b>C. Cash flow from financing activities</b>		
Proceeds/(repayment of) from borrowings	(2.52)	(7.44)
Payment of lease liabilities	(11.81)	(11.81)
Other finance cost paid	(6.28)	(11.32)
<b>Net cash generated from / (used in) financing activities (C)</b>	<b>(20.61)</b>	<b>(30.57)</b>
<b>Net increase in cash and cash equivalents ( A+B+C)</b>	<b>175.49</b>	<b>(89.05)</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>10.87</b>	<b>99.92</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>186.36</b>	<b>10.87</b>
<b>Change in cash &amp; cash equivalents</b>	<b>175.49</b>	<b>(89.05)</b>

\* Other financial liabilities includes an amount of INR 45.43 Millions (March 31, 2022: Nil) pertains to payable to selling shareholders.

\*\* Other bank balances includes an amount of INR 45.43 millions (March 31, 2022 :Nil) pertains to amount held on behalf of selling shareholders who were a part of offer for sale listing of the Company. This balance is restricted bank balance which is not available with the Company for its normal operating, investing and financing activities.

# Standalone Cash Flow Statement *(continued)*

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Notes:

### 1 Components of Cash & Cash Equivalents

	As at March 31, 2023	As at March 31, 2022
Cash on hand	0.13	0.04
Balances with banks		
- in current accounts	186.23	10.83
<b>Net cash &amp; cash equivalents</b>	<b>186.36</b>	<b>10.87</b>

### 2 Change in liabilities arising from financing activities:

Particulars	As at April 01, 2021	Net cash flow changes	Non cash changes	As at March 31, 2022
Non-current borrowings including current maturities (Note 17)	20.19	(7.44)	-	12.75
Lease liabilities	74.43	(11.81)	7.14	69.76

Particulars	As at April 01, 2022	Net cash flow changes	Non cash changes	As at March 31, 2023
Non-current borrowings including current maturities (Note 17)"	12.75	(2.52)	-	10.23
Lease liabilities	69.76	(11.81)	4.81	62.76

### Significant accounting policies

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached  
For **S.S. KOTHARI MEHTA & COMPANY**  
Chartered Accountants  
FRN – 000756N

**Sunil Wahal**  
Partner  
Membership No: 087294  
Place: Gurugram  
Date: May 23, 2023

For and on behalf of the Board of Directors of  
**Dreamfolks Services Limited**  
CIN : L51909DL2008PLC177181

**Liberatha Peter Kallat**  
Managing Director  
DIN: 06849062  
Place: Gurugram  
Date: May 23, 2023

**Giya Diwaan**  
Chief Financial Officer  
M.No.: F401518  
Place: Gurugram  
Date: May 23, 2023

**Mukesh Yadav**  
Director  
DIN: 01105819  
Place: Gurugram  
Date: May 23, 2023

**Rangoli Aggarwal**  
Company Secretary  
M.No.: A44096  
Place: Gurugram  
Date: May 23, 2023



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 1. CORPORATE INFORMATION

Dreamfolks Services Limited (Formerly DreamFolks Services Private Limited) (the 'Company') primarily integrates global card networks operating in India, card issuers, and corporate clients including airline companies with various airport lounge operators, transport operators and other airport service providers on a unified technology platform. The Company facilitate customers of clients to access to the airport related services including (i) lounges, (ii) food and beverage (iii) spa, (iv) meet and assist, (v), airport transfer (vi) transit hotels /nap room access, (collectively, the Services).]

The Company is incorporated and domiciled in India under the provisions of the Companies Act, 2013 applicable in India. The registered office of the Company is located at 22, DDA Flats, Panchsheel Park, Shivalik Road, Malviya Nagar New Delhi- 110017 India.

The Company has completed Initial Public Offer ("IPO") of Equity Shares of the face value of Rs. 2/- each at an issue price of Rs. 326/- per Equity Share, comprising offer for sale of 17,242,368 shares by Selling Shareholders. The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on September 06, 2022.

These financial statements are adopted by the Board of Directors during the meeting held on May 23, 2023.

of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. In particular, information about the significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year except for as disclosed in these financial statements.

Information about significant areas of estimation / uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows: -

## 2.1 Basis of Preparation

The financial statements of the Company is prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements and other relevant provisions of the Act.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Contingent consideration. The company has prepared the financial statements on the basis that it will continue to operate as a going concern.

The accounting policies as set out in the following paragraphs of this note, have been consistently applied, by the Company, to all the periods presented in the said financial statements.

## 2.2 Critical accounting estimates and assumptions

The preparation of the financial statements in conformity with the principles of Ind AS requires the management to make judgements, estimates and assumptions that effect the reported amounts

### ***Impairment of financial assets***

The Company determines the allowance for credit losses based on policy for expected loss provision based on experiential realisations, current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates.

### ***Estimation of uncertainties relating to the global health pandemic from COVID-19***

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

### ***Property, plant and equipment***

Property, plant and equipment represent a significant proportion of the asset base of the company. The useful lives and residual values of property, plant and equipment are determined by the management based on technical assessment by internal team and external

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

advisor. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Company believes that the useful life best represents the period over which the Company expects to use these assets.

## Contingent liabilities

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

## Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

## Leases

Judgment required to ascertain lease classification, lease term, incremental borrowing rate, lease and non-lease component and impairment of ROU

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 3.1 Business combinations and goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Company had elected to apply Ind AS accounting for business combinations prospectively from the date of transition to Ind AS i.e. April 1, 2019. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward to Ind AS financial statements on the transition date. Business combination post April 1, 2019 had been accounted for as per Ind AS including the accounting for amortising the value of resulting goodwill.

### 3.2 Current versus non-current classification

The Company presents assets and liabilities in the financial statements of assets and liabilities based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- It is expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

All amounts are in INR millions, unless otherwise stated

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### 3.3 Foreign currencies

The Company's financial statements are presented in INR, which is also its functional currency. Functional currency is the currency of the primary economic environment in which the Company operates and is normally the currency in which the Company primarily generates and expends cash.

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Foreign currency rate fluctuations relating to monetary assets and liabilities are restated at the year-end rates. The net gain or loss arising on restatement/ settlement is recorded in Statement of Profit and Loss.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate.

### 3.4 Fair value measurement

The Company measures financial instruments such as derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

1. Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
2. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
3. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers may be required for valuation of significant assets and liabilities. Involvement of external valuers is decided on the basis of nature of transaction and complexity involved. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the finance team analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the team verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. A change in fair value of assets and liabilities is also compared with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

## 3.5 Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the Statement of Profit and Loss as incurred. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods and useful lives are reviewed periodically at each financial year end. The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item and is recognised in the Statement of Profit and Loss.

## 3.6 Intangible assets

Design, development and software costs are included in the balance sheet as intangible assets when it is probable that associated future economic benefits would flow to the Company. All other costs on the aforementioned are expensed in the statement of profit and loss as and when incurred. Intangible assets are stated at cost less accumulated amortization and accumulated impairment. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

**Amortisation method:** The Company amortizes intangible assets with a future useful life using the straight-line method over following period:

Class of assets	Useful life
Computer Software	3 years

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 3.7 Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

The company depreciates building component of investment property over 30 years using written down value method from the date of original purchase.

The company, based on technical assessment made by technical expert and management estimate, depreciates the building over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Though the company measures investment properties using cost-based measurement, the fair value of investment properties are disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment properties the Company considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment properties only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

## 3.8 Depreciation of property, plant and equipment

Depreciation is provided on the written down value method. The estimated useful life of each asset as prescribed under Schedule II of the Companies Act, 2013 and based on technical assessment of internal

experts (after considering the expected usage of the asset, expected physical wear and tear, technical and commercial obsolescence and understanding of past practices and general industry experience) are as depicted below:

Particulars	Estimated useful life
Land and buildings	60
Furniture & fixtures	10
Computers	3
Office equipment	3-5 Years
Motor vehicles	8-10 Years

The residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Lease hold Improvements are amortised on a straight-line basis over the lease period.

## 3.9 Leases

The Company's leased assets primarily consist of leases for office space. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset
- the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- the Company has the right to direct the use of the asset.

### 1. Right of use assets

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight -line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset unless the lease transfers



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflect that the Company exercise a purchase option. The Company applies Ind AS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the accounting policy below on "Impairment of non- financial assets".

## 2. Lease liabilities

The lease liability is initially measured at amortized cost at the present value of the future lease payments that are not paid at the commencement date. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Company's incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset (or in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero) if the Company changes its assessment of whether it will exercise an extension or a termination or a purchase option. The interest cost on lease liability (computed using effective interest method), is expensed in the statement of profit and loss.

Lease liability and right-of-use asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. The Company has applied a practical expedient wherein the Company has ignored the requirement to separate non- lease components (such as maintenance services) from the lease components. Instead, the Company has accounted for the entire contract as a single lease contract.

## 3.10 Revenue recognition

The Company has revenue from its clients. The Company recognizes revenue when it satisfies performance obligations under the terms of its contracts, and control of its services is transferred to its client's users in an amount that reflects the consideration the Company expects to receive from its client in exchange for those services. This process involves identifying the client contract, determining the performance obligations in the contract, determining the contract price, allocating the contract price to the distinct performance obligations in the contract, and recognizing revenue when the performance obligations have been satisfied.

The Company through its platform allows transactions between the consumers of its clients and service operators enlisted with the platform. The Company earns revenue when the consumers of its clients utilize services such as Lounge Access, Meet and Assist, Airport Transfers, Food and Beverages and Spa & Wellness either through the DreamFolks App, DreamFolks Card, Issuer's Card, Issuer's Website, Issuer's web or mobile Application (App) or Interactive voice response (IVR).

Revenue is recognised in the accounting period in which the services are rendered. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due

Cash received before the goods and services are delivered is recognised as a contract liability.

Financing Components: The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

## Other income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## 3.11 Retirement and other employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity and compensated absences.

### Long-term employee benefits:

Defined contribution plans: The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans: The Company has Defined Benefit Plan in the form of Gratuity. Liability for Defined Benefit Plans is provided on the basis of valuations, as at the balance sheet date, carried out by an independent actuary. The defined benefit obligation is calculated annually by independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using discount rate (interest rates of government bonds) that have terms to maturity approximating to the terms of the gratuity. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in 'Other comprehensive income' (net of taxes) in the statement of changes in equity and in the balance sheet. Net interest is calculated by

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

applying the discount rate to the net defined benefit liability or asset. The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee Benefits Expense'.

## Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:

- in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- in case of non-accumulating compensated absences, when the absences occur.

## 3.12 Share based payments

Employees (including senior executives) of the Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share Options outstanding reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## 3.13 Taxes

### a. Current income tax

Current tax is the tax payable on the taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period, in accordance with the Income Tax Act, 1961.

Current income tax relating to items recognised outside financial statements profit and loss is recognised outside financial statements profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Advance taxes and provisions for current income taxes are presented in the statement of assets and liabilities after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

### b. Deferred taxes

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are off set where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## 3.14 Segment reporting

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision maker ("CODM") in deciding allocation of resources and in assessing performance. The Company's Managing Director is its CODM. The Company's CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. Our business activity primarily falls within a single business and geographical segment, hence, the disclosure of segment-wise information is not applicable under Ind AS 108- 'Operating Segments'.

## 3.15 Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any splits and bonus shares issues including for change effected prior to the approval of the financial Information by the Board of Directors.

## 3.16 Provisions and contingent liabilities

### 1. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted

using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## 2. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or is a present obligation that arises from past event but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognised.

## 3.17 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through statement of profit and loss are recognised immediately in statement of profit and loss.

### 1. Financial assets

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market-place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### a. Classification and subsequent measurement:

Debt instruments that meet the following conditions are subsequently measured at amortised cost less impairment loss (except for debt investments that are designated as at fair value through profit or loss on initial recognition) (i) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt investments that are

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for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

designated as at fair value through profit or loss on initial recognition) (i) the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and (ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets are classified for measurement at amortised cost.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The effective interest method is a method of calculating the amortised cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

## b. Equity instruments:

The Company subsequently measures all equity investments in scope of Ind AS 109 at fair value, with net changes in fair value recognised in the statement of profit and loss.

## c. Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's financial statements of assets and liabilities) when: i) The rights to receive cash flows from the asset have expired, or ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered

into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

## d. Impairment of financial assets

The Company recognises loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the statement of profit and loss.

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past dues;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; - it is probable that the borrower will enter bankruptcy or other financial reorganisation; or



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

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- the disappearance of an active market for a security because of financial difficulties.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime impairment pattern at each balance sheet date, right from its initial recognition.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than past due.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

## 2. Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, as appropriate.

### a. Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and

borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include Borrowings, Other Financial Liabilities, Trade Payables and Leases.

### b. Subsequent measurement

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL. For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognized in 'Other income'. The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in profit or loss.

### c. Derecognition

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in statement of profit and loss.

### d. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of assets and liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 3.18 Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date. If there is any indication of impairment based on internal / external factors, an impairment loss is recognised, i.e. wherever the carrying amount of an asset exceeds its recoverable amount.

For impairment testing, assets that do not generate independent cash inflows are Companyed together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

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future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## 3.19 Borrowing costs

Borrowing costs are expensed in the period in which they occur. Borrowing cost consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## 3.20 Cash and cash equivalents

Cash and cash equivalent in the statement of assets and liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts (if any) as they are considered an integral part of the Company's cash management.

## 3.21 Cash flow statement

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

## 3.22 Events occurring after the balance sheet date

Based on the nature of the event, the Company identifies the events occurring between the balance sheet date and the date on which the financial statements are approved as 'Adjusting Event' and 'Non-adjusting event'. Adjustments to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date or because of statutory requirements or because of their special nature. For non-adjusting events, the Company may provide a disclosure in the financial statements considering the nature of the transaction.

## 3.23 Functional and presentation currency

The Company has determined the currency of the primary economic environment in which the Company operates, i.e., the functional currency, to be Indian Rupees (INR). The financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest million up to two decimal places, unless otherwise stated. Consequent to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute amounts.

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 4A PROPERTY, PLANT AND EQUIPMENT AND RIGHT OF USE ASSETS

Particulars	Property, plant and equipment				Right of use assets	
	Leasehold improvements	Furniture & fixtures	Computers	Office equipment	Motor vehicles	Total
<b>Gross block</b>						
<b>As at April 01, 2021</b>	<b>13.67</b>	<b>6.52</b>	<b>5.53</b>	<b>3.01</b>	<b>57.88</b>	<b>86.61</b>
Additions	0.35	0.08	1.11	0.04	-	1.58
Disposals/transferred/adjustment	-	-	(0.48)	(0.10)	(4.20)	(4.78)
<b>As at March 31, 2022</b>	<b>14.02</b>	<b>6.60</b>	<b>6.16</b>	<b>2.95</b>	<b>53.68</b>	<b>83.41</b>
Additions for the year	3.54	0.39	1.55	4.71	-	10.19
Disposals/transferred/adjustment	-	-	-	(0.11)	-	(0.11)
<b>As at March 31, 2023</b>	<b>17.56</b>	<b>6.99</b>	<b>7.71</b>	<b>7.55</b>	<b>53.68</b>	<b>93.49</b>
<b>Accumulated depreciation</b>						
<b>As at April 01, 2021</b>	<b>0.62</b>	<b>2.03</b>	<b>4.50</b>	<b>1.27</b>	<b>39.89</b>	<b>48.31</b>
Charge for the year	1.49	1.17	0.90	0.91	5.62	10.09
Disposals/transferred/adjustment	-	-	(0.46)	(0.10)	(4.20)	(4.76)
<b>As at March 31, 2022</b>	<b>2.11</b>	<b>3.20</b>	<b>4.94</b>	<b>2.08</b>	<b>41.31</b>	<b>53.64</b>
Charge for the year	2.16	0.96	1.04	1.50	3.86	9.52
Disposals/transferred/adjustment	-	-	-	(0.09)	-	(0.09)
<b>As at March 31, 2023</b>	<b>4.27</b>	<b>4.16</b>	<b>5.98</b>	<b>3.49</b>	<b>45.17</b>	<b>63.07</b>
<b>Net block</b>						
<b>As at March 31, 2022</b>	<b>11.91</b>	<b>3.40</b>	<b>1.22</b>	<b>0.87</b>	<b>12.37</b>	<b>29.77</b>
<b>As at March 31, 2023</b>	<b>13.29</b>	<b>2.83</b>	<b>1.73</b>	<b>4.06</b>	<b>8.51</b>	<b>30.42</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 4B CAPITAL WORK IN PROGRESS

<b>Gross block</b>	
<b>As at April 01, 2021</b>	<b>0.43</b>
Additions	-
Capitalised/transferred during the year	(0.43)
<b>As at March 31, 2022</b>	<b>-</b>
Additions	0.43
Capitalised/transferred during the year	-
<b>As at March 31, 2023</b>	<b>0.43</b>

### CWIP ageing schedule as on March 31, 2023

Particulars	Amount in CWIP for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.43	-	-	-	0.43
Projects temporarily suspended	-	-	-	-	-

### For overdue projects-as on March 31, 2023

Particulars	To be completed in		2-3 years	More than 3 years	Total
	Less than 1 year	1-2 years			
Adani Project	0.43	-	-	-	0.43

## 5 INTANGIBLE ASSETS

Particulars	Software
<b>Gross block</b>	
<b>As at April 01 2021</b>	<b>3.83</b>
Additions	43.81
Disposals/adjustments	(1.26)
<b>As at March 31 2022</b>	<b>46.38</b>
Additions	0.52
Disposals/adjustments	-
<b>As at March 31 2023</b>	<b>46.90</b>
<b>Accumulated amortisation</b>	
<b>As at April 01 2021</b>	<b>1.22</b>
Charge for the year	0.79
Disposals/adjustments	(1.10)
<b>As at March 31 2022</b>	<b>0.91</b>
Charge for the year	15.14
Disposals/adjustments	-
<b>As at March 31 2023</b>	<b>16.05</b>
<b>Net block</b>	
<b>As at March 31 2022</b>	<b>45.47</b>
<b>As at March 31 2023</b>	<b>30.85</b>



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 6 INVESTMENT PROPERTY

	Building	Land	Total
<b>As at April 01 2021</b>	<b>19.24</b>	<b>252.17</b>	<b>271.41</b>
Additions	-	168.47	168.47
Disposals/Transferred	-	(420.64)	(420.64)
<b>As at March 31 2022</b>	<b>19.24</b>	<b>-</b>	<b>19.24</b>
Additions	-	62.99	62.99
Disposals/Transferred	-	(62.99)	(62.99)
<b>As at March 31 2023</b>	<b>19.24</b>	<b>-</b>	<b>19.24</b>
<b>Accumulated depreciation</b>			
<b>As at April 01 2021</b>	<b>0.40</b>	<b>-</b>	<b>0.40</b>
Charge for the year	0.92	-	0.92
<b>As at April 01 2022</b>	<b>1.32</b>	<b>-</b>	<b>1.32</b>
Charge for the year	0.87	-	0.87
<b>As at March 31 2023</b>	<b>2.19</b>	<b>-</b>	<b>2.19</b>
<b>Net block</b>			
<b>As at March 31 2022</b>	<b>17.92</b>	<b>-</b>	<b>17.92</b>
<b>As at March 31 2023</b>	<b>17.05</b>	<b>-</b>	<b>17.05</b>

### Fair value of investment properties

	As at March 31, 2023	As at March 31, 2022
Building	23.63	20.87
Land	-	-

### Estimation of fair value

The Company's investment properties consist of two commercial properties in India. The management has determined that the investment properties consist of two classes of assets – office and retail – based on the nature, characteristics and risks of each property.

As at 31 March 2023, the fair values of the investment properties are INR 23.63 millions. These valuations are based on valuations performed by Ajay Kumar Sharma (B.E.), an accredited independent valuer. Ajay Kumar Sharma (B.E.) is a specialist in valuing these types of investment properties and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

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## Details of income and expenditure arising from Investment Properties

	For the year ended March 31, 2023	For the year ended March 31, 2022
Rental income derived from investment properties	0.61	1.18
Direct operating expenses (including repairs and maintenance) arising from investment properties that generated rental income	-	-
Direct operating expenses (including repairs and maintenance) arising from investment properties that did not generated rental income	(0.49)	-
<b>Profit arising from investment properties before depreciation and indirect expenses</b>	<b>0.12</b>	<b>1.18</b>
Less – Depreciation	(0.87)	(0.92)
<b>Profit/(loss) arising from investment properties before indirect expenses</b>	<b>(0.75)</b>	<b>(0.26)</b>

## 7 INVESTMENTS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non - Current</b>		
<b>Investment in equity instruments of subsidiary (at cost)</b>		
<b>Unquoted</b>		
Dreamfolks Hospitality Private Limited 9,000 equity shares (March 31, 2022: 9,000 Equity shares of face value of INR 10/- each)	0.05	0.05
Vidsur Golf Private Limited 6,000 equity shares (March 31, 2022: Nil Equity shares of face value of INR 10/- each*)	15.00	-
	<b>15.05</b>	<b>0.05</b>
Aggregate amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate amount of unquoted investments	15.05	0.05
Aggregate amount of impairment in the value of investments	-	-
	<b>15.05</b>	<b>0.05</b>
<b>b) Current</b>		
<b>Investment measured at fair value through profit and loss</b>		
Units of debt based schemes of Aditya Birla Sun Life Overnight fund- Growth Direct Plan (Quoted)	444.12	-
	<b>444.12</b>	-
Aggregate amount of quoted investments	-	-
Aggregate market value of quoted investments	444.12	-
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-
	<b>444.12</b>	-

\* Refer note 52

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 8 OTHER FINANCIAL ASSETS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non - current</b>		
(Unsecured and considered good)		
Security deposits*	3.41	27.19
Bank deposits with more than 12 months maturity**	35.60	-
	<b>39.01</b>	<b>27.19</b>
<b>b) Current</b>		
(Unsecured and considered good)		
Security deposits	70.27	36.17
Other receivables***	22.47	41.10
Unbilled receivable	35.34	5.47
Interest receivable	1.45	0.10
	<b>129.53</b>	<b>82.84</b>

\* includes related party balance of INR Nil (March 31, 2022: INR 62.5 million), refer note 40

\*\* includes INR 35.60 million (March 31, 2022: INR Nil), deposits kept with banks against bank guarantees given to vendors/Various authorities as margin money

\*\*\* includes related party balance of INR 22.47 million (March 31, 2022: INR 41.10 million), refer note 40 and note 51

## 9 CURRENT TAX ASSETS (NET)

	As at March 31, 2023	As at March 31, 2022
<b>Income tax assets</b>		
Advance tax and TDS recoverable	272.37	130.74
	<b>272.37</b>	<b>130.74</b>
<b>Income tax liabilities</b>		
Provision for income tax	(257.80)	(47.82)
	<b>(257.80)</b>	<b>(47.82)</b>
	<b>14.57</b>	<b>82.92</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 10 DEFERRED TAX ASSETS (NET)

	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax asset / (liabilities) in relation to:</b>		
Provision for employee benefits	9.91	4.97
Lease liability	2.48	1.41
Property, plant and equipment	3.19	2.82
ESOP	9.21	3.18
	<b>24.79</b>	<b>12.38</b>

(i) Movement in deferred tax assets for the year ended March 31, 2023 is as follows:

Description	Opening as at April 01, 2022	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing as at March 31, 2023
<b>Deferred tax asset / (liabilities) in relation to:</b>				
Provision for employee benefits	4.97	3.64	1.30	9.91
Lease liability	1.41	1.07	-	2.48
Property, plant and equipment	2.82	0.37	-	3.19
ESOP	3.18	6.03	-	9.21
	<b>12.38</b>	<b>11.11</b>	<b>1.30</b>	<b>24.79</b>

(ii) Movement in deferred tax assets for the year ended March 31, 2022 is as follows:

Description	Opening as at April 01, 2021	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing as at March 31, 2022
<b>Deferred tax asset / (liabilities) in relation to:</b>				
Provision for employee benefits	5.48	0.67	(1.18)	4.97
Lease liability	0.69	0.72	-	1.41
Property, plant and equipment	4.71	(1.89)	-	2.82
ESOP	(3.15)	6.33	-	3.18
Other IND AS adjustments	0.02	(0.02)	-	-
	<b>7.75</b>	<b>5.81</b>	<b>(1.18)</b>	<b>12.38</b>



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 11 OTHER ASSETS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non-current</b>		
Capital advances*	-	173.46
Less: Doubtful advances	-	-
Net capital advances*	-	173.46
Prepaid security deposit	2.27	36.60
	<b>2.27</b>	<b>210.06</b>
<b>b) Current</b>		
Advances to vendors	10.24	10.92
Balance with statutory authorities	22.13	36.93
Prepaid expenses	5.95	4.17
Advances to employees	0.64	0.60
Other advances	-	9.35
	<b>38.96</b>	<b>61.97</b>

\* Includes related party balance of INR Nil (March 31, 2022: INR 10 million), refer note 40

## 12 TRADE RECEIVABLES

	As at March 31, 2023	As at March 31, 2022
Trade receivables considered good-unsecured	2,018.89	906.56
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Less: ECL provision	-	-
	<b>2,018.89</b>	<b>906.56</b>

\* Includes related party balance of INR 0.03 million (March 31, 2022: INR Nil million), refer note 40

### Trade receivables ageing schedule - March 31, 2023

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	2,016.76	2.07	0.06	-	-	2,018.89
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed trade receivables – considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>2,016.76</b>	<b>2.07</b>	<b>0.06</b>	<b>-</b>	<b>-</b>	<b>2,018.89</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Trade receivables ageing schedule - March 31, 2022

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	906.31	0.22	0.03	-	-	906.56
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed trade receivables – considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>906.31</b>	<b>0.22</b>	<b>0.03</b>	<b>-</b>	<b>-</b>	<b>906.56</b>

## Movement of ECL provision:

	As at March 31, 2023	As at March 31, 2022
<b>Balance at the beginning of the year</b>	-	0.08
Amount accrued during the year	-	-
Amount reversed during the year	-	0.08
<b>Balance at the end of the year</b>	-	-

## 13 CASH AND CASH EQUIVALENTS

	As at March 31, 2023	As at March 31, 2022
<b>Balances with banks</b>		
- in current accounts	186.23	10.83
Cash in hand	0.13	0.04
	<b>186.36</b>	<b>10.87</b>

## 14 OTHER BANK BALANCES

	As at March 31, 2023	As at March 31, 2022
<b>Balances with bank</b>		
- in deposit accounts with maturity more than 3 months but less than 12 months*	130.61	130.00
- Balance in Escrow Account for OFS proceeds	45.43	-
- Balance in Escrow Account for Corporate social responsibility	2.65	4.62
	<b>178.69</b>	<b>134.62</b>

\*includes INR 130.61 million (March 31, 2022: INR Nil), deposits kept with banks against bank guarantees given to vendors/various authorities as margin money

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 15 EQUITY SHARE CAPITAL

	As at March 31, 2023	As at March 31, 2022
<b>Authorised equity share capital*</b>		
75,000,000 equity shares of INR 2 each (March 31, 2022: 75,000,000 equity shares of INR 2 each)	150.00	150.00
	<b>150.00</b>	<b>150.00</b>
<b>Issued, subscribed and fully paid up*</b>		
52,250,000 equity shares of INR 2 each (March 31, 2022: 52,250,000 equity shares of INR 2 each)	104.50	104.50
	<b>104.50</b>	<b>104.50</b>

\* The face value of equity shares of the Company has been split from INR 10/- to INR 2/- per share with effect from September 10, 2021

### Notes:

#### (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares outstanding at the beginning of the year</b>	<b>5,22,50,000</b>	<b>104.50</b>	<b>47,50,000</b>	<b>47.50</b>
Share split during the year	-	-	1,90,00,000	-
Bonus issued during the year	-	-	2,85,00,000	57.00
<b>Equity shares outstanding at the end of the year</b>	<b>5,22,50,000</b>	<b>104.50</b>	<b>5,22,50,000</b>	<b>104.50</b>

#### (b) Terms and rights attached to equity shares

The Company has only one class of equity shares having nominal value of INR 2/- each (March 31, 2022: Rs. 2/- each). Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

#### (c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	% holding	No of Shares	% holding	No of Shares
Liberatha Peter Kallat	25.00%	1,30,62,432	33.00%	1,72,42,400
Dinesh Nagpal	20.50%	1,07,11,200	33.00%	1,72,42,400
Mukesh Yadav	21.50%	1,12,33,600	34.00%	1,77,64,800

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## (d) Details of shareholding of promoters

	As at March 31, 2023		
	No. of shares	Amount	% change
Liberatha Peter Kallat	1,30,62,432	26.12	-8.00%
Dinesh Nagpal	1,07,11,200	21.42	-12.50%
Mukesh Yadav	1,12,33,600	22.47	-12.50%

	As at March 31, 2022		
	No. of shares	Amount	% change
Liberatha Peter Kallat	1,72,42,400	34.48	-
Dinesh Nagpal	1,72,42,400	34.48	-
Mukesh Yadav	1,77,64,800	35.53	-

(e) Shares reserved for issue under employee stock option scheme is set out in Note 39.

(f) The Company for the period of five years immediately preceding the reporting date has not:

- (i) Allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash except as mentioned in sr. no.(ii) below
- (ii) Allotted fully paid up shares by way of bonus shares except for 28.5 million shares of INR 2 each in bonus issue during the financial year 2021-22.
- (iii) Bought back any class of shares.

## 16 OTHER EQUITY

Particulars	Reserve & surplus (A)	ESOP reserves* (B)	Other comprehensive income (C)	Total other equity
			Items that will not be reclassified to statement of profit and loss	
			Remeasurement gain & loss on defined benefit obligation	
<b>As at April 01, 2021</b>	<b>597.00</b>	<b>-</b>	<b>(1.43)</b>	<b>595.57</b>
-Profit for the year	162.47	-	-	162.47
-Issue of bonus shares	(57.00)	-	-	(57.00)
-Other comprehensive income, net of income tax	-	-	3.50	3.50
-Share Based Payment (ESOP)	-	12.64	-	12.64
<b>As at March 31, 2022</b>	<b>702.47</b>	<b>12.64</b>	<b>2.07</b>	<b>717.18</b>
-Profit for the year	725.46	-	-	725.46
-Issue of bonus shares	-	-	-	-
-Other comprehensive income, net of income tax	-	-	(3.85)	(3.85)
-Share Based Payment (ESOP)	-	23.94	-	23.94
<b>As at March 31, 2023</b>	<b>1,427.93</b>	<b>36.58</b>	<b>(1.78)</b>	<b>1,462.73</b>

\* The share options-based payment reserve is used to recognise the grant date fair value of options issued to employees under employee stock option plan.



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 17 BORROWINGS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non current</b>		
<b>(Secured, at amortised cost)</b>		
Term loans from bank	8.83	10.22
	<b>8.83</b>	<b>10.22</b>
<b>b) Current</b>		
<b>(Secured, at amortised cost)</b>		
Current maturities of non-current borrowings	1.40	2.53
	<b>1.40</b>	<b>2.53</b>

**Note:**

- i) The term loan balance as on March 31, 2023, is payable in 70 (March 31, 2022: 79) instalments. The interest on such loan is payable at MCLR - 1Y + 0.90%. The loan has been taken against the security of Company's investment property (Buildings)

## 18 LEASE LIABILITIES

	As at March 31, 2023	As at March 31, 2022
<b>a) Non current</b>		
Lease liability	56.65	64.30
	<b>56.65</b>	<b>64.30</b>
<b>b) Current</b>		
Current maturities of lease liability	6.11	5.46
	<b>6.11</b>	<b>5.46</b>

## 19 TRADE PAYABLES

	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
i. total outstanding dues of micro enterprises and small enterprises	718.12	339.54
ii. total outstanding dues of creditors other than micro enterprises and small enterprises	674.99	373.53
	<b>1,393.11</b>	<b>713.07</b>

\* Includes related party balance of INR Nil million (March 31, 2022: INR 0.39 million) , refer note 40.

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## a) Details of Dues to Micro and Small and Medium Enterprises as per MSMED Act, 2006

The identification of Micro and Small Enterprises is based on the Management's knowledge of their status. Disclosure is based on the information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006'.

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount due to suppliers under MSMED Act	718.12	338.38
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	0.17	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	0.10	1.16
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

## b) Trade Payables ageing:

Particulars	As at March 31, 2023				
	Outstanding for following years from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	717.87	0.08	0.17	-	718.12
Total outstanding dues of creditors other than micro enterprises and small enterprises	672.14	0.21	0.18	-	672.53
Disputed dues-Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues-Total outstanding dues of creditors other than micro enterprises and small enterprises	0.01	-	2.45	-	2.46

Particulars	As at March 31, 2022				
	Outstanding for following years from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	339.50	0.04	-	-	339.54
Total outstanding dues of creditors other than micro enterprises and small enterprises	368.83	1.60	-	-	370.43
Disputed dues-Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues-Total outstanding dues of creditors other than micro enterprises and small enterprises	1.68	1.42	-	-	3.10

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 20 OTHER FINANCIAL LIABILITIES

	As at March 31, 2023	As at March 31, 2022
Security deposit- received	2.97	3.03
Accrued salaries and benefit	9.31	7.31
Expense payable	23.64	3.60
Interest accrued on overdraft	0.04	-
Payable to selling shareholders	45.43	-
Payable to selling shareholders of Vidsur Golf (refer note 52)	7.50	-
	<b>88.89</b>	<b>13.94</b>

## 21 PROVISIONS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non Current</b>		
<b>Provisions for employee benefits</b>		
Gratuity	17.40	9.09
Leave encashment	11.99	7.87
	<b>29.39</b>	<b>16.96</b>
<b>b) Current</b>		
Provisions for employee benefits		
Gratuity	0.72	1.44
Leave encashment	1.70	1.35
	<b>2.42</b>	<b>2.79</b>

## 22 OTHER LIABILITIES

	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Advance from customers	0.68	0.25
Statutory dues	66.45	30.99
Liability towards Corporate Social Responsibility	2.65	4.60
Interest accrued and due on MSME	0.10	-
	<b>69.88</b>	<b>35.84</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 23 REVENUE FROM OPERATIONS

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of services	7,732.40	2,824.98
	<b>7,732.40</b>	<b>2,824.98</b>

### Notes:

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>a) Disaggregated revenue information</b>		
<b>Type of services</b>		
Lounge fee	7,469.30	2,787.67
Other service fees	263.10	37.31
<b>Total revenues from contracts with customers</b>	<b>7,732.40</b>	<b>2,824.98</b>

### b) Contract balances

#### Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. The contract assets are transferred to receivables when the rights to consideration become unconditional. This usually occurs when the Company issues an invoice to the customers.

#### Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognized as revenue when the Company performs under the contract.

## 24 OTHER INCOME

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on:		
- fixed deposits with banks	2.60	0.11
- income tax refund	4.07	0.14
Profit on disposal of property, plant and equipment	0.03	-
Write back of expected credit loss provision	-	0.08
Profit on disposal of Investment property	8.93	10.62
Gain on sale on financials instruments measured at FVTPL		
- Profit on sale of debt fund	3.92	-
- On change of fair value of debt fund measured at FVTPL	1.27	-
Rental income	0.61	1.18
Foreign exchange gain	5.29	-
Finance income on amortisation of security deposits	6.19	2.47
Miscellaneous income	0.02	0.29
	<b>32.93</b>	<b>14.89</b>



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 25 COST OF SERVICES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Lounge fee and other service related costs	6,453.66	2,372.66
	<b>6,453.66</b>	<b>2,372.66</b>

## 26 EMPLOYEE BENEFITS EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	136.17	141.09
Contribution to provident and other funds	5.73	8.82
ESOP	23.94	12.64
Staff welfare expenses	8.46	2.98
	<b>174.30</b>	<b>165.53</b>

## 27 FINANCE COSTS

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest paid		
-on term loans	0.92	1.39
-on CC/OD facility	0.67	0.09
Interest on MSME	0.17	1.17
Interest on statutory dues	1.47	4.15
Other borrowing costs		
-processing cost	0.28	0.15
-lease expenses	6.62	7.14
-bank charges	2.73	0.58
	<b>12.86</b>	<b>14.67</b>

## 28 DEPRECIATION AND AMORTIZATION EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property plant and equipment	9.52	10.09
Depreciation on investment property	0.87	0.92
Amortization of intangible assets	15.14	0.79
Depreciation on right to use assets	9.44	9.49
	<b>34.97</b>	<b>21.29</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 29 OTHER EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent	2.18	1.00
Repair & maintenance expenses	1.48	0.96
Electricity and water expenses	0.83	0.70
Travelling and conveyance	11.11	3.65
Commission expenses	-	0.71
Assets written off	-	0.03
Communication expenses	0.99	0.69
Information Technology Expenses	14.73	7.90
Insurance expenses	4.00	2.44
Rates and taxes	4.91	7.77
Legal and professional fees	27.96	13.84
Foreign exchange loss	-	0.03
Bad debts	1.00	1.25
Amortisation of security deposits	1.81	3.79
Postage and courier expenses	0.61	0.29
Printing & stationery	0.35	0.30
Office maintainance expenses	4.19	3.82
Corporate social responsibility expenses	4.35	4.61
Business promotion	32.71	6.60
Miscellaneous expenses	1.73	0.63
<b>Total</b>	<b>114.94</b>	<b>61.01</b>

## 29A AUDITOR'S REMUNERATION (EXCLUSIVE OF TAX):

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>As auditor:</b>		
Statutory audit fee	1.00	1.00
Tax audit fee	0.20	-
Limited review fee	1.05	-
IFC audit fee	0.35	-
<b>In other capacity:</b>		
Other services*	3.60	6.20
Reimbursement of expense	0.06	-
<b>Total</b>	<b>6.26</b>	<b>7.20</b>

\* Certification fee pertaining to "Offer for sale" which has been recovered from selling shareholders

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 30 TAX EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Income tax recognized in statement of profit and loss</b>		
Current tax	257.80	47.82
Tax expense related to earlier years	2.45	0.23
Deferred tax (credit)/charge	(11.11)	(5.81)
	<b>249.14</b>	<b>42.24</b>
<b>Income tax recognized in other comprehensive income</b>		
Remeasurement of defined benefit obligations		
- Items that will not be reclassified to profit or loss	(1.30)	1.18
<b>Total income tax expense recognized in other comprehensive income</b>	<b>(1.30)</b>	<b>1.18</b>
<b>Total income tax expense recognized</b>	<b>247.84</b>	<b>43.42</b>
<b>Reconciliation of income tax expense and the accounting profit multiplied by applicable tax rate for respective year</b>		
Profit/(loss) before tax	974.60	204.71
Statutory tax rate applicable (%)	25.17	25.17
Income tax expense calculated at applicable statutory tax rate	245.31	51.53
<b>Reconciliation Item</b>		
Tax saved on brought forward losses	-	(9.50)
Restatements and IND AS adjustments	(1.10)	4.01
CSR expense	1.10	1.16
Other adjustments	(0.54)	(4.01)
Tax adjustments of earlier years	2.45	0.23
Permanent difference	0.62	-
<b>Total income tax expense recognized in statement of profit and loss</b>	<b>247.84</b>	<b>43.42</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 31 EARNING PER SHARE

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit / (loss) after tax for the year (In INR)	725.46	162.47
Weighted average number of equity shares in calculating basic EPS (No.) *	5,22,50,000	5,22,50,000
Add: Effect of potential dilutive shares (ESOPs)#	28,70,750	23,51,250
Less: Weighted average number of shares that would have been issued at average market price	6,85,732	-
Weighted average number of shares considered for computation of diluted EPS (No.)**	5,44,35,018	5,46,01,250
Average market price per share	403.82	NA
Exercise price per option	96.46	NA
Basic EPS (In INR)	13.88	3.11
Diluted EPS (In INR)	13.33	2.98

\* On September 10, 2021, the Company has sub-divided each fully paid up equity share of the nominal value of INR 10/- (Rupees Ten Only) each into 5 (five) equity shares of INR 2/- (Rupee two Only) each fully paid up and the weighted average number of shares have been adjusted for such division in line with requirements of IND AS 10.

\*\* On September 25, 2021, the Company has issued the bonus shares in the ratio of 1.2:1 to the existing equity shareholders. Impact of the same has been considered in the calculation of Basic and Diluted EPS(LPS) and the weighted average number of shares have been adjusted for such bonus issue in line with requirements of IND AS 10.

# The Company granted stock options to the eligible employees of Company during the year ended March 31, 2022 and March 31, 2023 which were considered in the above diluted EPS.

## 32 LEASES

The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### Operating lease commitments- Company as lessee

The Company has lease contracts for office premises. Lease of premises have lease term of 9 years. During the year the Lessor and Lessee has mutually agreed to deferred increase in the lease rent for a year. The impact of modification has been considered under ROU and Lease Liability accordingly.

#### a. Set out below are the carrying amounts of lease liabilities:

<b>As at April 01, 2021</b>	<b>74.43</b>
Additions	-
Deletions	-
Accretion of interest	7.14
Payments	(11.81)
<b>As at March 31, 2022</b>	<b>69.76</b>
Additions	-
Deletions/Modification	(1.81)
Accretion of interest	6.62
Payments	(11.81)
<b>As at March 31, 2023</b>	<b>62.76</b>

The effective interest rate for lease liabilities is 10.00% p.a.



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

**b. The following are the amounts recognised in statement of profit or loss:**

	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation expense of right of use assets	9.44	9.49
Interest expense on lease liabilities	6.62	7.14
<b>Total amount recognised in statement of profit or loss</b>	<b>16.06</b>	<b>16.63</b>

## 33 FINANCIAL RISK MANAGEMENT

### Financial risk factors

The Company's operational activities are expose it to various financial risks, including market risk, credit risk and liquidity risk. The Company realizes that these risks are inherent and integral aspect of business. The Company continues to focus on a system based approach to business risk management. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company ensures that its financial risk activities which are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

### A Market risk:

Market risk is the risk that the fair value of the future cash flows of the financial instruments will fluctuate because of changes in the prices of a financial instrument . The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments.

### i. Interest rate risk :

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long and short term borrowings obligations in the nature of term loan, cash credit facilities and working capital loans.

Particulars	Fixed Rate Borrowing	Variable Rate Borrowing	Total Borrowing
As at March 31, 2023	-	10.23	10.23
As at March 31, 2022	1.11	11.64	12.75

Interest rate sensitivity analysis shows that an decrease / increase of fifty basis points in the floating interest rates would result in decrease / increase in the Company's profit / (loss) before tax by approximately INR 0.05 million (March 31, 2022: INR 0.06 million).

	Impact on profit & loss	
	March 31, 2023	March 31, 2022
Interest rate increase by 0.50%	(0.05)	(0.06)
Interest rate decrease by 0.50%	0.05	0.06

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## ii. Foreign currency risk :

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly. Foreign currency risk is the risk impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency transactions on account of global operations and transactions in foreign currency with its customers which is presently not significant in comparison to the total operations of the Company .

## B Credit risk:

Credit risk from balances with banks and financial institutions is managed in accordance with the Company's policy. Investments of surplus funds, when available, are made only with approved authorities. Credit limits of all authorities are reviewed by the management on regular basis. The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts.

### (ii) Expected credit loss for loans, security deposits and investments

Particulars	Asset group	Internal credit rating	Estimated gross carrying amount at default	Expected probability of loss	Expected credit loss	Carrying amount net of impairment provision
As at March 31, 2023						
Loss allowance measured at 12 month expected credit loss						
- Financial assets for which credit risk has not increased significantly since initial recognition	Security Deposits- Considered good		73.68	-	-	73.68
Loss allowance measured at life - time expected credit loss						
- Financial assets for which credit risk has increased significantly and credit impaired.	Loans - Considered good		-	-	-	-
As at March 31, 2022						
Loss allowance measured at 12 month expected credit loss						
- Financial assets for which credit risk has not increased significantly since initial recognition	Security Deposits- Considered good		63.36	-	-	63.36
Loss allowance measured at life - time expected credit loss						
- Financial assets for which credit risk has increased significantly and credit impaired.	Loans - Considered good		-	-	-	-

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## (iii) Expected credit loss of trade receivables

	As at March 31, 2023		As at March 31, 2022	
	Upto 6 months	More than 6 months	Upto 6 months	More than 6 months
Gross carrying amount (A)	2,016.76	2.13	906.31	0.25
Expected credit loss (B)	-	-	-	-
<b>Net carrying amount (A-B)</b>	<b>2,016.76</b>	<b>2.13</b>	<b>906.31</b>	<b>0.25</b>

## C Liquidity risk:

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities for the Company .

The table below summarises the maturity profile of the Company's financial liabilities based on contracted undiscounted payments (excluding transaction cost on borrowings).

Particulars	Less than one year	Above 1 year but less than 5 years	Above 5 years	Total
<b>I As at March 31, 2023</b>				
Borrowings	1.40	8.83	-	10.23
Other financial liabilities	88.89	-	-	88.89
Trade payables	1,390.02	3.09	-	1,393.11
Leases	12.04	58.64	13.01	83.69
<b>Total</b>	<b>1,492.35</b>	<b>70.56</b>	<b>13.01</b>	<b>1,575.92</b>
<b>II As at March 31, 2022</b>				
Borrowings	2.53	10.22	-	12.75
Other financial liabilities	13.94	-	-	13.94
Trade payables	710.01	3.06	-	713.07
Leases	12.10	56.68	28.63	97.41
<b>Total</b>	<b>738.58</b>	<b>69.96</b>	<b>28.63</b>	<b>837.17</b>

The table below summarises the undrawn borrowing facilities at the end of reporting year.

## Floating Rate

	As at March 31, 2023	As at March 31, 2022
Fund based facility (working capital loan and cash credit facility)*	100	100
<b>Total</b>	<b>100</b>	<b>100</b>

\*Also refer Note 44

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 34 FINANCIAL INSTRUMENTS - DISCLOSURE

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

### A Financial Instruments by category

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amortised cost	FVTPL	Amortised cost	FVTPL
<b>Financial assets</b>				
<b>At amortised cost</b>				
Investments	15.05	444.12	0.05	-
Trade receivables	2,018.89	-	906.56	-
Cash and cash equivalents	186.36	-	10.87	-
Other bank balances	178.69	-	134.62	-
Others financial asset				
- Non current	39.01	-	27.19	-
- Current	129.53	-	82.84	-
<b>Total financial assets</b>	<b>2,567.53</b>	<b>444.12</b>	<b>1,162.13</b>	-
<b>Financial liabilities</b>				
<b>At amortised cost</b>				
Borrowings				
- Non current	8.83	-	10.22	-
- Current	1.40	-	2.53	-
Trade payables				
- Non current	-	-	-	-
- Current	1,393.11	-	713.07	-
Other financial liabilities				
- Current	88.89	-	13.94	-
Lease liabilities				
- Non current	56.65	-	64.30	-
- Current	6.11	-	5.46	-
<b>Total financial liabilities</b>	<b>1,554.99</b>	-	<b>809.52</b>	-



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## B Accounting classification and fair values

Particulars	Carrying Value		Fair Value	
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
<b>Financial assets</b>				
<b>- At amortised cost</b>				
Investments	459.16	0.05	459.16	0.05
Trade receivables	2,018.89	906.56	2,018.89	906.56
Cash and cash equivalents	186.36	10.87	186.36	10.87
Other bank balances	178.69	134.62	178.69	134.62
Others financial asset				
- Non current	39.01	27.19	39.01	27.19
- Current	129.53	82.84	129.53	82.84
<b>Total financial assets</b>	<b>3,011.64</b>	<b>1,162.13</b>	<b>3,011.64</b>	<b>1,162.13</b>
<b>Financial liabilities</b>				
<b>- At amortised cost</b>				
Borrowings				
- Non current	8.83	10.22	8.83	10.22
- Current	1.40	2.53	1.40	2.53
Trade payables				
- Current	1,393.11	713.07	1,393.11	713.07
Other financial liabilities				
- Current	88.89	13.94	88.89	13.94
Lease liabilities				
- Non current	56.65	64.30	56.65	64.30
- Current	6.11	5.46	6.11	5.46
<b>Total financial liabilities</b>	<b>1,554.99</b>	<b>809.52</b>	<b>1,554.99</b>	<b>809.52</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## C Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. The carrying amounts of trade receivables, unbilled revenue, trade payables, capital creditors, cash and cash equivalents, other financial assets and other financial liabilities (which are not disclosed below) are considered to be the same as their fair values, due to their short term nature.

Particulars	As at March 31, 2023			
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Investments	444.12	-	15.05	459.17
Trade receivables *	-	-	2,018.89	2,018.89
Loans:				-
- Non current	-	-	-	-
- Current	-	-	-	-
Others financial asset				
- Non current	-	-	3.41	3.41
- Current *	-	-	129.53	129.53
<b>Total financial assets</b>	<b>444.12</b>	<b>-</b>	<b>2,166.88</b>	<b>2,611.00</b>
<b>Financial liabilities</b>				
Borrowings				
- Non current	-	-	8.83	8.83
- Current *	-	-	1.40	1.40
Trade payables *	-	-		
- Non current	-	-	-	-
- Current *	-	-	1,393.11	1,393.11
Other financial liabilities				
- Current *	-	-	88.89	88.89
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>1,492.23</b>	<b>1,492.23</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	As at March 31, 2022			
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>At amortised cost</b>				
Investments	-	-	0.05	0.05
Trade receivables *	-	-	906.56	906.56
Others financial asset				-
- Non current	-	-	27.19	27.19
- Current	-	-	82.84	82.84
<b>Total financial assets</b>	-	-	<b>1,016.64</b>	<b>1,016.64</b>
<b>Financial liabilities</b>				
<b>At amortised cost</b>				
Borrowings				
- Non current	-	-	10.22	10.22
- Current *	-	-	2.53	2.53
Trade payables *				
- Current *	-	-	713.07	713.07
Other financial liabilities				
- Current *	-	-	13.94	13.94
<b>Total financial liabilities</b>	-	-	<b>739.76</b>	<b>739.76</b>

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

\* The carrying amounts are considered to approximate their fair values largely due to short term maturities of these instruments.

## Note:

- 1 There were no transfers between level 1 and level 2 and level 3 in any of the years reported above.
- 2 The level 1 financial instruments are measured using quotes in active market.

## 35 CAPITAL MANAGEMENT

The Company's objectives while managing capital is to safeguard its ability to continue as a going concern and optimise returns for its shareholders. For the purpose of the Company's capital management, capital includes issued equity capital and equity reserves attributable to the equity shareholders and net debt includes interest bearing loans and borrowings less cash and cash equivalents including other bank balances. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's funding requirements are met through internal accruals, short-term and long-term borrowings. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 36 CONTINGENT LIABILITIES, CAPITAL AND OTHER COMMITMENTS :

	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
Other Commitments	-	-
Contingent Liabilities- Bank guarantees	166.21	-

## 37 RATIOS TO DISCLOSED AS PER REQUIREMENT OF SCHEDULE III TO THE COMPANIES ACT, 2013

	As at March 31, 2023	As at March 31, 2022
<b>(a) Current Ratio</b>	1.93	1.65
% Change as compared to previous year	16.55%	30.07%
<b>(b) Debt-Equity Ratio</b>	0.01	0.02
% Change as compared to previous year	(57.94%)	(50.59%)
<b>Explanation for change in the ratio by more than 25% as compared to the previous year:</b>		
Due to profit from operations the reserves and surplus increased during the year and the value of outstanding debt also declined due to repayment of debts resulting in a decrease in Debt-Equity ratio from 0.02 for the year ended March 31, 2022 to 0.01 for the year ended March 31, 2023.		
<b>(c) Debt Service Coverage Ratio</b>	37.51	6.49
% Change as compared to previous year	477.90%	6724.90%
<b>Explanation for change in the ratio by more than 25% as compared to the previous year:</b>		
Higher profit from operations for the year ended March 31, 2023 resulted in an improvement in the debt service coverage ratio compared to the previous year.		
<b>(d) Return on Equity Ratio</b>	60.41%	22.66%
% Change as compared to previous year	166.57%	1171.20%
<b>Explanation for change in the ratio by more than 25% as compared to the previous year:</b>		
Higher profit from operations for the year ended March 31, 2023 resulted in an improvement in the return-to-equity ratio compared to the previous year.		
<b>(e) Trade Receivables turnover ratio</b>	5.29	4.34
% Change as compared to previous year	21.82%	121.98%
<b>(f) Trade payables turnover ratio</b>	6.13	4.64
% Change as compared to previous year	31.98%	(42.30%)
<b>Explanation for change in the ratio by more than 25% as compared to the previous year:</b>		
For the year ended March 31, 2023, trade payables turnover ratio increased due to decrease in payable days as a result of the increase in MSME vendors.		
<b>(g) Net capital turnover ratio</b>	7.91	8.85
% Change as compared to previous year	-10.62%	-30.02%



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

	As at March 31, 2023	As at March 31, 2022
<b>(h) Net profit ratio</b>	9.38%	5.75%
% Change as compared to previous year	63.13%	519.00%

**Explanation for change in the ratio by more than 25% as compared to the previous year:**

For the year ended March 31, 2023, improvement in ratio is mainly attributable higher operating leverage to increase in revenue and profit of the Company.

<b>(i) Return on Capital employed</b>	62.65%	26.37%
% Change as compared to previous year	137.59%	3150.43%

**Explanation for change in the ratio by more than 25% as compared to the previous year:**

For the year ended March 31, 2023, improvement in ratio is mainly attributable to increase in revenue and profit of the Company.

<b>(j) Return on investment</b>	6.11%	NA
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**Explanation for change in the ratio by more than 25% as compared to the previous year:**

During the year Company invested the surplus funds to generate returns

**Disclosure for items included in numerator and denominator:**

Particulars	Numerator	Denominator
(a) Current Ratio,	Current Assets	Current liabilities
(b) Debt-Equity Ratio,	Borrowings	Share Capital and Reserves
(c) Debt Service Coverage Ratio,	Net profit after tax before interest and depreciation	Borrowings principal and interest and lease payments for the year
(d) Return on Equity Ratio,	Net profit after tax	Average Shareholder's equity
(e) Trade Receivables turnover ratio,	Revenue	Average trade receivables
(f) Trade payables turnover ratio,	Cost of services	Average trade payables
(g) Net capital turnover ratio,	Revenue	Average Working Capital i.e. Current assets minus current liabilities
(h) Net profit ratio,	Net profit after tax	Revenue
(i) Return on Capital employed,	Earnings before tax and interest	Capital employed i.e. Shareholders equity plus non current liabilities
(j) Return on investment	Gain on Investment sale of debt fund	Cost of Investment

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 38 DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD 19 ON EMPLOYEE BENEFITS :

### I. Defined contribution plans

The Company makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Company is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Company make pre-determined contributions to the provident fund. Amount recognized as expense amounts to INR 5.37 million for the year ended March 31, 2023 (for the year ended March 31, 2022: INR 8.80 million) under contributions to provident and other funds.

### II. Gratuity

The Company have an obligation towards gratuity, a defined benefit plan covering eligible employees as per the Payment of Gratuity Act, 1972. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The gratuity benefits are unfunded.

Gratuity liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting year on government bonds that have terms approximating to the terms of the related obligation.

The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

### III. Leave plan and compensated absences

The Company has a leave encashment scheme with defined benefits for its employees. The Company makes provision for such liability in the books of accounts on the basis of year end actuarial valuation. No fund has been created for this scheme.

### IV. For summarizing the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans, the details are as under

#### a. Changes in the present value of the defined benefit obligation:

##### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
<b>Opening defined benefit obligation</b>	<b>10.53</b>	<b>13.21</b>
Interest cost	0.71	0.88
Total service cost	2.77	1.54
Benefits paid	(1.04)	(0.42)
Actuarial (gains)/losses on obligation	5.15	(4.68)
<b>Closing defined benefit obligation</b>	<b>18.12</b>	<b>10.53</b>

##### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
<b>Opening defined benefit obligation</b>	<b>9.22</b>	<b>8.57</b>
Interest cost	0.62	0.57
Total service cost	3.82	3.06
Benefits paid	(2.58)	(1.43)
Actuarial (gains)/losses on obligation	2.61	(1.55)
<b>Closing defined benefit obligation</b>	<b>13.69</b>	<b>9.22</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## b. Changes in fair value of plan assets:

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
<b>Opening fair value of plan assets</b>	-	-
Expected return	-	-
Contributions	-	-
Benefits paid	-	-
Actuarial (gains)/losses	-	-
<b>Closing fair value of plan assets</b>	-	-

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
<b>Opening fair value of plan assets</b>	-	-
Expected return	-	-
Contributions	-	-
Benefits paid	-	-
Actuarial (gains)/losses	-	-
<b>Closing fair value of plan assets</b>	-	-

## c. Net employee benefit expense recognized in statement of profit and loss

### Gratuity

Description	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Total service cost</b>	2.77	1.54
Interest cost	0.71	0.88
<b>Total expense</b>	3.48	2.42

### Net employee benefit expense recognized in other comprehensive income

Description	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Actuarial (Gain)/ Loss	5.15	(4.68)

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Net employee benefit expense recognized in statement of profit and loss

### Leave Encashment

Description	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Total service cost</b>	<b>3.82</b>	<b>3.06</b>
Interest cost	0.62	0.57
Net Actuarial (Gain)/ Loss	2.61	(1.55)
<b>Total expense</b>	<b>7.05</b>	<b>2.08</b>

## d. Amount recognised in the balance sheet

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
Present value of obligation as at the end of the year	18.12	10.53
Fair value of plan assets as at the end of the year	-	-
<b>Net asset/ (liability) recognized in balance sheet</b>	<b>18.12</b>	<b>10.53</b>

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
Present value of obligation as at the end of the year	13.69	9.22
Fair value of plan assets as at the end of the year	-	-
<b>Net Asset/ (liability) recognized in balance sheet</b>	<b>13.69</b>	<b>9.22</b>

## e. The principal assumptions used in determining gratuity for the Company's plans are shown below:

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
Discount rate (%)	7.36 p.a	6.70 p.a
Expected salary increase (%)	10.00% p.a.	2.00% p.a.
Average remaining working lives of employees	22.29 years	22.39 years
Average past service (years)	2.18 years	2.50 years
Demographic Assumptions		
Retirement Age (year)	58 years	58 years
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
Discount rate (%)	7.36 p.a	6.70 p.a
Expected salary increase (%)	10.00 p.a.	2.00 p.a.
Average remaining working lives of employees	22.29 years	22.39 years
Average past service (years)	2.18 years	2.50 years
Demographic Assumptions		
Retirement Age (year)	58 years	58 years
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)

The estimate of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by Actuary.

## Sensitivity analysis of the defined benefit obligation:

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
<b>Impact of the change in discount rate</b>		
Present value of obligation at the end of the year	18.12	10.53
Impact due to increase of 0.50%	(0.66)	(0.22)
Impact due to decrease of 0.50%	0.70	0.23
<b>Impact of the change in salary increase</b>		
Present value of obligation at the end of the year	18.12	10.53
Impact due to increase of 0.50%	0.68	0.24
Impact due to decrease of 0.50%	(0.65)	(0.23)

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
<b>Impact of the change in discount rate</b>		
Present value of obligation at the end of the year	13.69	9.22
Impact due to increase of 0.50%	(0.47)	(0.20)
Impact due to decrease of 0.50%	0.50	0.21
<b>Impact of the change in salary increase</b>		
Present value of obligation at the end of the year	13.69	9.22
Impact due to increase of 0.50%	0.48	0.22
Impact due to decrease of 0.50%	0.46	(0.21)

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Maturity profile of defined benefit obligations

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
0 to 1 Year	0.72	1.44
1 to 2 Year	1.34	1.11
2 to 3 Year	0.93	1.15
3 to 4 Year	0.90	0.90
4 to 5 Year	1.45	0.79
5 to 6 Year	0.93	0.80
6 Year onwards	11.85	4.34

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
0 to 1 Year	1.70	1.35
1 to 2 Year	1.05	1.24
2 to 3 Year	0.85	0.75
3 to 4 Year	0.75	0.66
4 to 5 Year	1.57	0.57
5 to 6 Year	0.73	0.78
6 Year onwards	7.04	3.87

## Expected contribution for the next annual reporting year.

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
Service cost	3.39	1.71
Net interest cost	1.33	0.71
Expected expense for the next annual reporting year	4.72	2.42

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
Service cost	3.91	2.09
Net interest cost	1.01	0.62
Expected contribution for the next annual reporting year	4.92	2.71

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 39 SHARE - BASED PAYMENTS

Employee Stock Option Plan 2021 namely "ESOP 2021" was adopted by the Board of Directors vide its resolution dated September 28, 2021 and by the shareholders vide its resolution dated September 29, 2021. Under the ESOP 2021, the Company granted stock options ("Grant 1") to the eligible employees of Company which will vest over a period of 3 years from date of Grant and are exercisable for a period of 5 years once vested.

The Nomination and Remuneration Committee of the Company has approved further grants ("Grant 2") under ESOP 2021 with related vesting conditions. Vesting of the options would be subject to continuous employment and certain performance parameters stipulated by the Nomination and Remuneration Committee of the Company. Hence the options would vest with the passage of the time on meeting the performance parameters. However, the above performance condition is only considered in determining the numbers of instruments that will ultimately vest. Options have been granted with vesting period of upto 7 years and are exercisable for a period of 5 years once vested.

The fair value of the share options is estimated at the grant date using the Black- Scholes option pricing model, taking into account the terms and conditions upon which the share options were granted.

There are no cash settlement alternatives. The Company does not have a past practice of cash settlement for these share options.

	As at March 31, 2023	As at March 31, 2022
Expense arising from equity-settled share-based payment transactions	23.94	12.64

### Movements during the year

The following table illustrates the number of, and movements in, share options during the year:

	As at March 31, 2023 Numbers	As at March 31, 2022 Numbers
Outstanding at the beginning of the year	23,51,250	-
Granted during the year	5,24,500	23,51,250
Exercised during the year	-	-
Expired/ lapsed during the year	5,000	-
Outstanding at the end of the year	28,70,750	23,51,250
Exercisable at the end of the year	7,75,913	-

The following table list the inputs to the valuation model used for the plan for the year ended March 31, 2023 and March 31, 2022:

	Grant 1	Grant 2
Dividend yield (%)	0%	0%
Volatility (%)	18.37% - 22.30%	18.37% - 39.55%
Attrition rate (%)	0%	20%
Risk-free interest rate (%)	4.17% - 5.11%	7.24% - 7.32%
Average expected life of options (years)	1.5 years - 3.5 years	1 years - 7 years
Weighted average share price (Rs. Per share)	NA	Rs. 428.95 per share
ESOP fair value at the grant date (Rupees)	Rs. 17.53 per share	Rs. 368.29 per share
Date of grant	29th September 2021	24th February 2023
Model used	Black Scholes Model	Black Scholes Model
Exercise price (Rupees per share)	Rs 96.46 per share	Rs 96.46 per share

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 40 RELATED PARTY TRANSACTIONS IN ACCORDANCE WITH INDIAN ACCOUNTING STANDARD (IND AS) -24

1	Subsidiary company	Dreamfolks Hospitality Private Limited GolfklikPrivate Limited (w.e.f March 02, 2023)
2	Key Managerial Personnel (KMP)	Liberatha Peter Kallat (Managing Director) Balaji Srinivasan (KMP since September 02, 2021) Giya Diwaan (Chief Financial Officer since September 24, 2021) Rangoli Agarwal (Company Secretary since October 19, 2021)
3	Directors	Mukesh Yadav (Non - Exective Director) Dinesh Nagpal (Non - Exective Director) Balaji Srinivasan (Director since September 02, 2021) Sharadchandra Damodar Abhayankar, Independent Director (from November 30, 2021) Mario Anthony Nazareth, Independent Director (from November 30, 2021) Aditi Balbir, Independent Director (from November 30, 2021) Sudhir Jain, Independent Director (from November 30, 2021)
4	Relative of Directors	Sanyam Nagpal
5	Enterprises over which individual and their relatives exercise significant influence with whom transactions have taken place during the year	Whistling Heights Resorts Private Limited* LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)* Urban Land Management Private Limited Ankur Associates* DLM Technologies Private Limited {formerly known as Dreamfolks Technologies Private Limited (Since 16.09.2019)}* Pocket Payment Technologies Private Limited (Since 12.04.2021)

\* No transactions with these entities during the year.



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## a. Transactions with related parties

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(A) Key Managerial Personnel (KMP) and Relatives</b>		
<b>Remuneration</b>		
Mukesh Yadav	-	22.84
Dinesh Nagpal	-	22.84
Liberatha Peter Kallat	34.26	34.26
Balaji Srinivasan	5.91	4.18
Giya Diwaan	9.16	3.18
Rangoli Aggarwal	1.28	0.65
<b>Reimbursements</b>		
Mukesh Yadav	-	0.06
Liberatha Peter Kallat	-	0.15
Balaji Srinivasan	0.57	0.65
Giya Diwaan	0.84	0.45
Rangoli Aggarwal	0.44	0.14
<b>Expenses paid on the behalf of the company</b>		
Mukesh Yadav	0.10	-
Liberatha Peter Kallat	0.04	-
Balaji Srinivasan	0.03	-
Giya Diwaan	0.02	-
Rangoli Aggarwal	0.00	-
<b>Sitting fee</b>		
Mukesh Yadav	0.70	0.15
Dinesh Nagpal	0.53	0.15
Sharadchandra Damodar Abhayankar	0.64	0.10
Mario Anthony Nazareth	0.67	0.10
Aditi Balbir	0.70	0.10
Sudhir Jain	0.70	0.10
<b>Advance taken</b>		
Mukesh Yadav	-	4.98
Dinesh Nagpal	-	13.02
Liberatha Peter Kallat	-	9.02

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Advance recovered</b>		
Mukesh Yadav	-	(4.98)
Dinesh Nagpal	-	(13.02)
Liberatha Peter Kallat	-	(9.02)
<b>IPO expenses on behalf of selling shareholders</b>		
Mukesh Yadav	99.70	16.74
Dinesh Nagpal	99.68	16.24
Liberatha Peter Kallat	65.70	8.12
<b>Rent payment</b>		
Dinesh Nagpal	1.35	0.33
<b>Remuneration</b>		
Sanyam Nagpal	0.10	-
<b>(B) Enterprises over which individual and their relatives exercise significant influence</b>		
<b>Commission paid</b>		
LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)	-	0.71
<b>Revenue</b>		
Pocket Payment Technologies Private Limited	0.24	3.55
<b>Business promotion &amp; advertisement exp.</b>		
Pocket Payment Technologies Private Limited	3.01	-
<b>Security deposit recovered</b>		
Urban Land Management Private Limited	62.50	-
<b>Capital advance recovered</b>		
Urban Land Management Private Limited	10.00	-
<b>Reimbursement for expenses paid</b>		
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	-	0.46

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Intangible assets purchase</b>		
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	-	43.81
<b>Advance given</b>		
Whistling Heights Resorts Private Limited	-	45.50
<b>Advances recovered</b>		
Whistling Heights Resorts Private Limited	-	(45.50)

**Notes:**

- 13,06,250 and 10,45,000 options had been granted to Ms. Giya Diwaan and Mr. Balaji Srinivasan respectively during the year ended March 31, 2022 and 10,000 options have been granted to Ms. Rangoli Agarwal during the year ended March 31, 2023. (refer note 39 - Grant 1 & Grant 2).
- Number of Bonus shares issued to Promoters on September 25, 2021:

Name	No. of shares
Mukesh Yadav	96,90,000
Dinesh Nagpal	94,05,000
Liberatha Peter Kallat	94,05,000

**b. Balances of related parties as at:**

	As at March 31, 2023	As at March 31, 2022
<b>(A) Key Managerial Personnel (KMP)</b>		
<b>Salary recoverable/(payable)</b>		
Balaji Srinivasan	(0.20)	(0.43)
Liberatha Peter Kallat	-	(1.43)
Giya Diwaan	(0.02)	(0.31)
Rangoli Aggarwal	-	(0.16)
<b>Reimbursement payables</b>		
Balaji Srinivasan	(0.28)	(0.15)
Giya Diwaan	(0.06)	(0.23)
Rangoli Aggarwal	-	(0.03)

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

	As at March 31, 2023	As at March 31, 2022
<b>Expenses payables</b>		
Mukesh Yadav	-	(0.05)
Dinesh Nagpal	-	(0.34)
Rangoli Aggarwal	(0.00)	
<b>Other financial assets*</b>		
Mukesh Yadav	8.51	16.74
Dinesh Nagpal	8.51	16.24
Liberatha Peter Kallat	5.45	8.12
* Refer note 51.		
<b>(B) Enterprises over which individual and their relatives exercise significant influence</b>		
<b>Security deposit given</b>		
Urban Land Management Private Limited	-	62.50
<b>Capital advance</b>		
Urban Land Management Private Limited	-	10.00
<b>Trade receivables</b>		
Pocket Payment Technologies Private Limited	0.03	-

## 41 SEGMENT INFORMATION

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by Board of Directors to make decisions about resources to be allocated to the segments and assess their performance. The Company's business activity falls within a single segment, which is providing airport services to help its Clients to achieve their business goals, in terms of Ind AS 108 on Segment Reporting.

In view of the management, there is only one reportable segment as envisaged by Indian Accounting Standard 108, 'Operating Segments' as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder. Accordingly, no disclosure for segment reporting has been made in the financial statements.

## 42 SUB-DIVISION OF EQUITY SHARES

The Board of Directors of the Company in its meeting held on September 2, 2021 have approved sub-division of existing authorised share capital of the Company from Rs. 50.00 million consisting of 5,000,000 equity shares of face value of INR 10 each to 25,000,000 equity shares of face value of INR 2 each and sub-division of existing issued, subscribed and paid-up equity share capital of the Company from Rs. 47.50 million consisting of 4,750,000 equity shares of face value of INR 10 each to 23,750,000 equity shares of face value of Rs. 2 each. This has been approved by the shareholders in their extra-ordinary general meeting held on September 10, 2021.



# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 43 ISSUE OF BONUS SHARES

The Board of Directors of the Company in its meeting held on September 24, 2021 have approved issuance of bonus shares in the ratio of 1:1.2 to existing equity shareholders by capitalizing a sum of Rs. 57.00 million out of the reserves of the Company, pursuant to which issued, subscribed and paid-up equity share capital of the Company stands increased from Rs. 47.50 million consisting of 23,750,000 equity shares of face value of INR 2 each to Rs. 104.50 million consisting of 52,250,000 equity shares of face value of INR 2 each. This has been approved by the shareholders in their extra-ordinary general meeting held on September 25, 2021.

**44** The Company has outstanding undrawn sanction limit of fund based working capital of Rs. 10 million as at March 31, 2023 (Rs. 10 million as at March 31, 2022) bearing interest rate @ repo rate + 4.5%. The above sanction limit is taken based on personal guarantee of promoters of the Company.

## 45 CHANGE IN STATUS AND NAME OF THE COMPANY

During the year ending 31 March 2022, the status of the Company has changed from private to public company.

**46** In accordance with the provisions of section 135 of the Companies Act, 2013 ("Act"), the Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee. During the year, the Committee has approved the budget outlay of Rs. 4.26 million (March 31, 2022: Rs.4.61 million) for Corporate Social Responsibility (CSR). The Company has made payments in accordance with provisions of the Companies Act 2013 and rules made thereunder.

	As at March 31, 2023	As at March 31, 2022
a) Gross amount required to be spent by the Company during the year	4.26	4.61
b) Amount approved by the Board to be spent during the year	4.26	4.61
c) Amount spent during the year:		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above		
Health and Education		
- pertaining to previous year	4.61	6.01
- pertaining to current year	1.71	-
<b>Total CSR spend in actual</b>	<b>6.32</b>	<b>6.01</b>
d) Details related to spent / unspent obligations:		
i) Contribution to Public Trust	-	-
ii) Contribution to Charitable Trust	-	-
iii) Unspent amount in relation to:	-	-
- Ongoing project (Health and Education)	2.55	4.61
- Other than ongoing project	-	-
	<b>2.55</b>	<b>4.61</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Details of ongoing and other than ongoing project

Opening Balance with Company as on April 01, 2022	Amount required to be spent during the year	Amount spent during the year From Company's bank A/c	Deposited in Separate CSR Unspent A/c	Closing Balance with Company in separate CSR Unspent A/c
4.61	4.26	6.32	2.65	2.65

Opening Balance with Company as on April 01, 2021	Amount required to be spent during the year	Amount spent during the year From Company's bank A/c	Deposited in Separate CSR Unspent A/c	Closing Balance with Company in separate CSR Unspent A/c
6.01	4.61	6.01	4.61	4.61

47 In the opinion of the management there is no reduction in value of any assets, unless otherwise stated, in terms of requirement of Indian Accounting Standard – 36 “Impairment of Assets”.

48 There are no present obligations requiring provisions in accordance with the guiding principles as enunciated in Indian Accounting Standard - 37 'Provisions, Contingent Liabilities & Contingent Assets'.

## 49 STATUTORY INFORMATION :

- A) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- B) The Company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- C) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory year.
- D) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- E) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.
- F) The Company have not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- G) The Company have not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- H) The Company do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- I) The Company have not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

**50** Recent pronouncements Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

## **Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

## **Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it is no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

## **Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

## **51 INITIAL PUBLIC OFFERING (IPO)**

During the year the Company has completed Initial Public Offer ("IPO") of equity shares of the face value of Rs. 2/- each at an issue price of Rs. 326/- per equity share, comprising offer for sale of 17,242,368 shares by selling shareholders. The equity shares of the Company has been listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on September 06, 2022. "Other financial assets" include expenses recoverable from the selling shareholders of INR 22.47 millions (March 31, 2022: INR 41.10 million). Further "Other financial liabilities" includes payable to selling share holders of INR 45.43 millions (March 31, 2022: INR Nil).

# Notes to Standalone Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 52 ACQUISITION OF SUBSIDIARY

During the year the Company has completed the acquisition of 60% equity share of Vidsur Golf Private limited ("Vidsur Golf") on March 02, 2023. Accordingly, Vidsur Golf has become a subsidiary of the Parent Company. Out of the total purchase consideration of INR 15 million, 7.50 million was paid in cash and balance 7.50 million is recognised under "Other current financial liabilities" as payable and which had been already paid before approving of these financial statements.

Vidsur Golf is an aggregator which ties up golf clubs directly or indirectly including through masters aggregators and offers the golf course game and lesson access to its clients which are primarily network providers and card issuers for their end users.

**53** As per the MCA notification dated August 5, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain the back-up of the books of account and other relevant books and papers in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create back-up of accounts on servers physically located in India on a daily basis.

The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times and a back-up is maintained in servers situated in India and The Company and its officers have full access to the data in the servers.

**As per our report of even date attached**

**For S.S. KOTHARI MEHTA & COMPANY**

Chartered Accountants

FRN – 000756N

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

**Dreamfolks Services Limited**

CIN : L51909DL2008PLC177181

**Sunil Wahal**

Partner

Membership No: 087294

Place: Gurugram

Date: May 23, 2023

**Liberatha Peter Kallat**

Managing Director

DIN: 06849062

Place: Gurugram

Date: May 23, 2023

**Mukesh Yadav**

Director

DIN: 01105819

Place: Gurugram

Date: May 23, 2023

**Giya Diwaan**

Chief Financial Officer

M.No.: F401518

Place: Gurugram

Date: May 23, 2023

**Rangoli Aggarwal**

Company Secretary

M.No.: A44096

Place: Gurugram

Date: May 23, 2023



# Independent Auditors' Report

To the Members of Dreamfolks Services Limited (Formerly known as Dreamfolks Services Private Limited)

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of Dreamfolks Services Limited (Formerly known as Dreamfolks Services Private Limited) (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated balance sheet as at March 31, 2023, the consolidated statement of profit and loss, including other comprehensive income, the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the other matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting Standards prescribed under section 133 of the Act read with the relevant rules made thereunder, as amended, and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit including the other consolidated comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the

consolidated financial statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

S. No.	Component	Key audit matters	How our audit addressed the key audit matter
1.	Holding Company	<p><b>Revenue recognition:</b></p> <p>Revenue from assistance services rendered majorly at airports which consists of services like Airport lounge access, Meet and Assist services, Spa services etc. is recognized as the related services are performed in accordance with contractual terms. The Company's invoicing cycle is on contractual predetermined dates.</p>	<p>Our audit approach was a combination of test of controls and substantive procedures which included amongst others the following:</p> <ol style="list-style-type: none"> <li>Tested the total no of pax, who have utilized the Company's services and verified the sale with these billable number of pax.</li> <li>Tested the effectiveness of controls relating to recording of unbilled revenues including subsequent invoicing.</li> <li>Tested revenue recognition by agreeing key terms used for recording revenue with terms in the signed contracts.</li> </ol>
2.	Subsidiary Company (Vidsur Golf Private Limited)	<p><b>Revenue recognition:</b></p> <p>The Subsidiary Company generate it's revenue from contracts with customers. Subsidiary recognize its revenue when it satisfies a performance obligation by transferring control of the promised services to a customer in an amount that reflects the consideration that the Company expect to receive in exchange for those services.</p> <p>Revenue is accounted for on the basis of accrual system of accounting and the validity period for various services, as per the contract with various customers Out of the amounts billed and received, only that amounts are proportionately accrued as revenue which are pertaining to the current period and the balance is carried forward as "Unearned Revenue", which is taken to revenue in the period when it becomes due.</p>	<ol style="list-style-type: none"> <li>Subsidiary auditor tested the effectiveness of controls relating to the (a) identification of distinct performance obligations, (b) determination of whether the Company is acting as a principal or an agent and (c) determination of proportion of period of contract towards the current / future periods.</li> <li>Subsidiary auditor selected sample of contracts with customers and performed the following procedures: <ol style="list-style-type: none"> <li>Obtained and read contract documents for each selection, including master service agreements, and other documents that were part of the agreement.</li> <li>Verified the invoices raised on such clubs</li> </ol> </li> <li>Identified significant terms and deliverables in the contract to assess management's conclusions regarding the; <ol style="list-style-type: none"> <li>identification of distinct performance obligations</li> <li>whether the Company is acting as a principal or an agent</li> <li>determination of proportion of period of contract towards the current / future periods.</li> </ol> </li> </ol>
	Subsidiary Company (Vidsur Golf Private Limited)	<p><b>Advances:</b></p> <p>The amounts paid to the various Clubs for usage / Green fee, Sponsorship fees has been booked as an advance and is charged to the Statement of Profit and Loss based on the consumption /Sponsorship period at the club and invoices received from the club for usage and the balance amount left if any is charged off on the expiry of the agreement with the club.</p>	<ol style="list-style-type: none"> <li>Subsidiary auditor selected sample of contracts with customers and performed the following procedures: <ol style="list-style-type: none"> <li>Obtained and read contract documents for each selection, including master service agreements, and other documents that were part of the agreement.</li> <li>Verified the usage at various clubs based on actual invoices received from the clubs</li> </ol> </li> <li>Identified significant terms in the contract to assess management's conclusions regarding the: <ol style="list-style-type: none"> <li>identification of periods for which sponsorship amounts have been paid.</li> <li>determination of usage based on invoices received against such advances.</li> </ol> </li> </ol>

### **Information other than the consolidated financial statements and auditor's report thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Responsibilities of Management for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other consolidated comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these

matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

We did not audit the financial statements and other financial information, in respect of two subsidiaries, whose financial statements include total assets of Rs 12.12 million as at March 31, 2023, and total revenues of Rs. 0.12 and net cash outflows of Rs. 2.01 million for the year ended on that date. These financial statements and other financial information have been audited by other auditors, whose audit reports for the year ended March 31, 2023 have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely report of other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and report of the other auditors.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on consideration of reports of the other auditors on separate financial statements and the other financial information of the subsidiaries incorporated in India, as noted in the 'Other Matter' paragraph we give in matters specified, there are no matters which require reporting as specified in paragraph 3(xxi) of the Order except clause vii(a) of the Order of the standalone auditors report of Holding Company.
2. As required by Section 143(3) of the Act, based on our audit and considerations of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the 'Other Matter' paragraph 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 purposes 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors ;
- (c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this report are in agreement with the 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 Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India is disqualified as on March 31, 2023 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 with reference to consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 1" to this Report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report on separate financial statements as also the other financial information of the subsidiary, as noted in the 'Other matter' paragraph:
  - i. The Group does not have any pending litigations which would impact its consolidated financial position;
  - ii. The Group, did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2023.
  - iv. a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding



Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v) No dividend has been declared or paid during the year by the Holding company and subsidiary companies, incorporated in India.

- v) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Holding Company and its subsidiaries with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **S.S. Kothari Mehta & Company**

Chartered Accountants

ICAI Firm Registration Number: 000756N

**Sunil Wahal**

Partner

Membership Number: 087294

UDIN: 23087294BGTGUA4323

Place of Signature: Gurugram

Date: May 23, 2023

## **ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DREAMFOLKS SERVICES LIMITED (FORMERLY KNOWN AS DREAMFOLKS SERVICES PRIVATE LIMITED) OF EVEN DATE**

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

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

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited) (hereinafter referred to as "the Holding Company") its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

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

The respective Board of Directors of the Holding company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group 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 the respective 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting based on our audit of the Holding Company. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the 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 judgement, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding 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:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) 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
- c) 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.

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting

to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations, given to us the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Group 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.

### **Other Matters**

Our aforesaid reports under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of Holding Company, in so far as it relates to separate financial statements of two subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies. Our audit report is not modified in respect of this matter.

For **S.S. Kothari Mehta & Company**

Chartered Accountants

ICAI Firm Registration Number: 000756N

**Sunil Wahal**

Partner

Membership Number: 087294

UDIN: 23087294BGTGUA4323

Place of Signature: Gurugram

Date: May 23, 2023

# Consolidated Balance Sheet

as at March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	Note	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non - current assets</b>			
Property, plant and equipment	5A	30.48	29.77
Capital work in progress	5B	0.43	-
Intangible assets	6	30.85	45.47
Right of use assets	5A	52.92	64.17
Investment property	7	17.05	17.92
Goodwill	8	8.87	-
Financial assets			
Other financial assets	10(a)	39.01	27.19
Deferred tax assets (net)	12	24.80	12.38
Other non-current assets	13(a)	5.93	210.06
<b>Total non - current assets</b>		<b>210.34</b>	<b>406.96</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	9	444.12	-
Trade receivables	14	2,018.89	906.56
Cash and cash equivalents	15	189.65	10.96
Other bank balances	16	178.69	134.62
Other financial assets	10(b)	131.58	82.84
Other current assets	13(b)	42.01	61.97
Current tax assets (net)	11	13.89	82.92
<b>Total current assets</b>		<b>3,018.83</b>	<b>1,279.87</b>
<b>Total assets</b>		<b>3,229.17</b>	<b>1,686.83</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	17	104.50	104.50
Other equity	18	1,462.58	717.15
<b>Total equity attributable to the owners of the Company</b>		<b>1,567.08</b>	<b>821.65</b>
Non-controlling interest		4.01	0.00
<b>Total equity</b>		<b>1,571.09</b>	<b>821.65</b>
<b>Liabilities</b>			
<b>Non - current liabilities</b>			
Financial liabilities			
Borrowings	19(a)	8.83	10.22
Lease liabilities	20(a)	56.65	64.30
Provisions	23(a)	29.39	16.96
<b>Total non-current liabilities</b>		<b>94.87</b>	<b>91.48</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	19(b)	1.40	2.53
Lease liabilities	20(b)	6.11	5.46
Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises	21	718.12	339.54
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	21	675.10	373.53
Other financial liabilities	22	89.51	14.01
Other current liabilities	24	70.55	35.84
Provisions	23(b)	2.42	2.79
<b>Total current liabilities</b>		<b>1,563.21</b>	<b>773.70</b>
<b>Total equity and liabilities</b>		<b>3,229.17</b>	<b>1,686.83</b>

## Significant accounting policies

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The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached  
For **S.S. KOTHARI MEHTA & COMPANY**  
Chartered Accountants  
FRN - 000756N

For and on behalf of the Board of Directors of  
**Dreamfolks Services Limited**  
CIN : L51909DL2008PLC177181

**Sunil Wahal**  
Partner  
Membership No: 087294  
Place: Gurugram  
Date: May 23, 2023

**Liberatha Peter Kallat**  
Managing Director  
DIN: 06849062  
Place: Gurugram  
Date: May 23, 2023

**Mukesh Yadav**  
Director  
DIN: 01105819  
Place: Gurugram  
Date: May 23, 2023

**Giya Diwaan**  
Chief Financial Officer  
M.No.: F401518  
Place: Gurugram  
Date: May 23, 2023

**Rangoli Aggarwal**  
Company Secretary  
M.No.: A44096  
Place: Gurugram  
Date: May 23, 2023

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Income</b>			
Revenue from operations	25	7,732.52	2,824.98
Other income	26	32.96	14.91
<b>Total income</b>		<b>7,765.48</b>	<b>2,839.89</b>
<b>Expenses</b>			
Cost of services	27	6,453.78	2,372.66
Employee benefits expenses	28	174.41	165.53
Finance costs	29	12.86	14.67
Depreciation and amortization expenses	30	34.98	21.29
Other expenses	31	115.10	60.98
<b>Total expenses</b>		<b>6,791.13</b>	<b>2,635.13</b>
<b>Profit / (loss) before tax</b>		<b>974.35</b>	<b>204.76</b>
<b>Tax expense</b>	32		
Current tax		257.74	47.82
Tax expense related to earlier years		2.45	0.23
Deferred tax (credit)/charge		(11.11)	(5.81)
<b>Total tax expenses</b>		<b>249.08</b>	<b>42.24</b>
<b>Profit / (loss) after tax for the year</b>		<b>725.27</b>	<b>162.52</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to profit and loss			
- Remeasurement gain / (loss) on defined benefit obligation		(5.15)	4.68
- Income tax relating to items that will not be reclassified to profit and loss		1.30	(1.18)
<b>Total other comprehensive income for the year</b>		<b>(3.85)</b>	<b>3.50</b>
<b>Total comprehensive income / (loss) for the year</b>		<b>721.42</b>	<b>166.02</b>
<b>Profit / (loss) after tax for the year attributable to :</b>			
- Owners		725.34	162.52
- Non-controlling interest		(0.07)	0.00
<b>Other comprehensive income/(loss) for the year attributable to :</b>			
- Owners		(3.85)	3.50
- Non-controlling interest		-	-
<b>Total comprehensive income/(loss) for the year attributable to :</b>			
- Owners		721.49	166.02
- Non-controlling interest		(0.07)	0.00
<b>Earnings per equity share</b>	33		
Basic		13.88	3.11
Diluted		13.32	2.98
Face value per share*		2	2

## Significant accounting policies

4

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached  
For **S.S. KOTHARI MEHTA & COMPANY**  
Chartered Accountants  
FRN – 000756N

**Sunil Wahal**  
Partner  
Membership No: 087294  
Place: Gurugram  
Date: May 23, 2023

For and on behalf of the Board of Directors of  
**Dreamfolks Services Limited**  
CIN : L51909DL2008PLC177181

**Liberatha Peter Kallat**  
Managing Director  
DIN: 06849062  
Place: Gurugram  
Date: May 23, 2023

**Giya Diwaan**  
Chief Financial Officer  
M.No.: F401518  
Place: Gurugram  
Date: May 23, 2023

**Mukesh Yadav**  
Director  
DIN: 01105819  
Place: Gurugram  
Date: May 23, 2023

**Rangoli Aggarwal**  
Company Secretary  
M.No.: A44096  
Place: Gurugram  
Date: May 23, 2023



# Consolidated Cash Flow Statement

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. Cash flow from operating activities</b>		
Profit / (loss) before tax	974.35	204.76
<b>Adjustments :-</b>		
Depreciation / Amortization	34.98	21.29
Share based payment expenses (ESOP)	23.94	12.64
Assets written off	-	0.03
Unrealised forex (gain)/loss	(0.71)	0.03
Amortisation of security deposits	1.81	3.79
Provision for expected credit loss	-	(0.08)
Bad debts	1.00	1.25
Finance costs	12.86	14.67
Interest income	(12.86)	(2.71)
Profit on disposal of investment property	(8.93)	(10.62)
Gain on sale on financials instruments measured at FVTPL	(5.19)	-
Profit on sale of property, plant and equipment	(0.03)	-
<b>Operating profit before working capital changes</b>	<b>1,021.22</b>	<b>245.04</b>
<b>Adjustments for working capital changes:</b>		
Increase in trade payables and other financial liabilities*	702.24	391.55
Increase/(decrease) in provisions and other payables	40.82	(91.65)
Increase in trade receivables and other financial assets	(1,136.61)	(546.54)
(Increase)/decrease in other assets	56.26	(39.19)
<b>Change in working capital</b>	<b>(337.29)</b>	<b>(285.83)</b>
<b>Cash generated from / (used in) from operating activities post working capital changes</b>	<b>683.93</b>	<b>(40.79)</b>
Income taxes paid (net of refund)	(187.81)	(76.42)
<b>Net cash generated from / (used in) operating activities (A)</b>	<b>496.12</b>	<b>(117.21)</b>
<b>B. Cash flow from investing activities</b>		
Net paid towards purchase of investment property	(9.95)	(27.25)
Net paid towards purchase of property, plant & equipment	(10.15)	(2.86)
Paid towards purchase of intangible assets	(0.52)	(42.86)
Proceeds from sale of investment property	71.92	263.71
Proceeds from recovery of capital advances	120.00	-
Decrease/(increase) in bank deposits and other bank balances**	(34.24)	(134.72)
Investment in debt funds	(442.85)	-
Profit on sale of mutual funds	3.92	-
Acquisition of subsidiary	(7.50)	-
Interest received	7.34	2.72
<b>Net cash generated from / (used in) investing activities (B)</b>	<b>(302.03)</b>	<b>58.74</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from/(repayment of) borrowings	(2.52)	(7.44)
Payment of lease liabilities	(11.81)	(11.81)
Other finance cost paid	(6.28)	(11.32)
<b>Net cash generated from / (used in) financing activities (C)</b>	<b>(20.61)</b>	<b>(30.57)</b>

# Consolidated Cash Flow Statement *(continued)*

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net increase in cash and cash equivalents ( A+B+C)	173.48	(89.04)
Cash and cash equivalents (opening balance)	10.96	100.00
Add: Cash and cash equivalents on acquisition of subsidiary	5.21	-
Cash and cash equivalents (closing balance)	189.65	10.96

\* Other financial liabilities includes an amount of INR 45.43 Millions (March 31, 2022: Nil) pertains to payable to selling shareholders.

\*\* Other bank balances includes an amount of INR 45.43 millions (March 31, 2022 :Nil) pertains to amount held on behalf of selling shareholders who were a part of offer for sale listing of the Company. This balance is restricted bank balance which is not available with the Company for its normal operating, investing and financing activities.

## Notes:

### 1 Components of Cash & Cash Equivalents

	As at March 31, 2023	As at March 31, 2022
Cash on hand	0.16	0.04
Balances with banks		
- in current accounts	189.49	10.92
Net cash & cash equivalents	189.65	10.96

### 2 Change in liabilities arising from financing activities:

Particulars	As at April 01, 2021	Net cash flow changes	Non cash changes	As at March 31, 2022
Non-current borrowings including current maturities (Note 19)	20.19	(7.44)	-	12.75
Lease liabilities	74.43	(11.81)	7.14	69.76

Particulars	As at April 01, 2022	Net cash flow changes	Non cash changes	As at March 31, 2023
Non-current borrowings including current maturities (Note 19)	12.75	(2.52)	-	10.23
Lease liabilities	69.76	(11.81)	4.81	62.76

Significant accounting policies

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached  
For **S.S. KOTHARI MEHTA & COMPANY**  
Chartered Accountants  
FRN – 000756N

**Sunil Wahal**  
Partner  
Membership No: 087294  
Place: Gurugram  
Date: May 23, 2023

For and on behalf of the Board of Directors of  
**Dreamfolks Services Limited**  
CIN : L51909DL2008PLC177181

**Liberatha Peter Kallat**  
Managing Director  
DIN: 06849062  
Place: Gurugram  
Date: May 23, 2023

**Giya Diwaan**  
Chief Financial Officer  
M.No.: F401518  
Place: Gurugram  
Date: May 23, 2023

**Mukesh Yadav**  
Director  
DIN: 01105819  
Place: Gurugram  
Date: May 23, 2023

**Rangoli Aggarwal**  
Company Secretary  
M.No.: A44096  
Place: Gurugram  
Date: May 23, 2023

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## A. Total equity

Particulars	Attributable to the equity share holders of the parent					Non-controlling interest (E)	Total equity (A+D+E)
	Equity share capital (A)	Other comprehensive income (D)			Total other equity (D=B+C+D)		
		Reserve & surplus (B)	ESOP reserve** (C)	Items that will not be reclassified to statement of profit and loss			
				Remeasurement gain & loss on defined benefit obligation			
As at April 01, 2021	47.50	596.92	-	(1.43)	595.49	0.00	642.99
Movement during the year							
-Profit for the year	-	162.52	-	-	162.52	0.00	162.52
-Issue of bonus shares	57.00	(57.00)	-	-	(57.00)	-	-
-Other comprehensive income, net of income tax	-	-	-	3.50	3.50	-	3.50
-Share based payment (ESOP)	-	-	12.64	-	12.64	-	12.64
As at March 31, 2022	104.50	702.44	12.64	2.07	717.15	0.00	821.65
Movement during the year							
-Acquisition of non-controlling interest (note 38)	-	-	-	-	-	4.08	4.08
-Profit for the year	-	725.34	-	-	725.34	(0.07)	725.27
-Other comprehensive income, net of Income tax	-	-	-	(3.85)	(3.85)	-	(3.85)
-Share based payment (ESOP)	-	-	23.94	-	23.94	-	23.94
As at March 31, 2023	104.50	1,427.78	36.58	(1.78)	1,462.58	4.01	1,571.09

\* The face value of equity shares of the Company has been split from INR 10/- to INR 2/- per share with effect from September 10, 2021

\* The share options-based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

Significant accounting policies  
The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached  
For **S.S. KOTHARI MEHTA & COMPANY**  
Chartered Accountants  
FRN – 000756N

For and on behalf of the Board of Directors of  
**Dreamfolks Services Limited**  
CIN : L51909DL2008PLC177181

**Sunil Wahal**  
Partner  
Membership No: 087294  
Place: Gurugram  
Date: May 23, 2023

**Liberatha Peter Kallat**  
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**Mukesh Yadav**  
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Chief Financial Officer  
M.No.: F401518  
Place: Gurugram  
Date: May 23, 2023

**Rangoli Aggarwal**  
Company Secretary  
M.No.: A44096  
Place: Gurugram  
Date: May 23, 2023

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

## 1 CORPORATE INFORMATION

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited) (the 'Company' or the 'Holding Company') and its subsidiaries Dreamfolks Hospitality Private Limited and Vidsur Golf Private Limited (collectively, the 'Group') primarily integrates global card networks operating in India, card issuers, and corporate clients including airline companies with various airport lounge operators, transport operators, Golf course operators and other airport service providers on a unified technology platform. The Company facilitates customers of Clients to access to the airport related services including (i) lounges, (ii) food and beverage (iii) spa, (iv) meet and assist, (v), airport transfer (vi) transit hotels /nap room access, (collectively, the Services).]

The Company is incorporated and domiciled in India under the provisions of the Companies Act, 2013 applicable in India. The registered office of the Company is located at 22, DDA Flats, Panchsheel Park, Shivalik Road, Malviya Nagar New Delhi- 110017 India.

The Company has completed Initial Public Offer ("IPO") of Equity Shares of the face value of Rs. 2/- each at an issue price of Rs. 326/- per Equity Share, comprising offer for sale of 17,242,368 shares by Selling Shareholders. The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on September 06, 2022.

These consolidated financial statements are adopted by the Board of Directors during the meeting held on May 23, 2023.

## 2 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the CFS.

These consolidated financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to

All amounts are in INR millions, unless otherwise stated

transfer a liability in an orderly transaction between market participants at the measurement date.

The statement of cash flows have been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. The Group considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

The significant accounting policies used in preparation of the consolidated financial statements have been discussed in the respective notes

## 3 BASIS OF CONSOLIDATION

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over relevant activities of the entity.

Entities controlled by the Company are consolidated from the date control commences until the date control ceases. The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

The financial statements of the Group companies are consolidated on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company.

The following subsidiary company has been considered in the preparation of the consolidated financial statement:

Name of entity	Relationship	Country of incorporation	Ownership held by	As at March 31, 2023	As at March 31, 2022
Dreamfolks Hospitality Private Limited	Subsidiary	India	Dreamfolks Services Limited	90%	90%
Vidsur Golf Private Limited	Subsidiary	India	Dreamfolks Services Limited	60%	Nil

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 4.1 Use of estimates

The preparation of the consolidated financial statement in conformity with the principles of Ind AS requires the management to make judgements, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about the significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Consolidated Financial Statement.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year except for as disclosed in these financial statements.

### 4.2 Critical accounting estimates and judgements

Information about significant areas of estimation / uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows: -

#### ***Impairment of financial assets***

The Group determines the allowance for credit losses based on policy for expected loss provision based on experiential realisations, current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates.

#### ***Estimation of uncertainties relating to the global health pandemic from COVID-19***

The Group has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group has, at the date of approval of these

financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these financial statements.

#### ***Property, plant and equipment***

Property, plant and equipment represent a significant proportion of the asset base of the group. The useful lives and residual values of property, plant and equipment are determined by the management based on technical assessment by internal team and external advisor. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Group believes that the useful life best represents the period over which the Group expects to use these assets.

#### ***Contingent liabilities***

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

#### ***Income taxes***

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Group reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

#### ***Leases***

Judgment required to ascertain lease classification, lease term, incremental borrowing rate, lease and non-lease component and impairment of ROU

### 4.3 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the

amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

## 4.4 Current versus non-current classification

The Group presents assets and liabilities in the Consolidated Financial Statement of assets and liabilities based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- It is expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

All other assets are classified as non-current.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

A liability is current when:

- It is expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

## 4.5 Foreign currencies

The Group's Consolidated Financial Statement are presented in INR (Indian Rupees), which is also the Holding Company's functional currency. For each entity, the Group determines the functional currency and items included in the summary statements of each entity are measured using that functional currency. Functional currency is the currency of the primary economic environment in which the entities forming part of Group operates and is normally the currency in which the entities forming part of Group primarily generates and expends cash.

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Foreign currency rate fluctuations relating to monetary assets and liabilities are restated at the year-end rates. The net gain or loss arising on restatement/ settlement is recorded in Statement of Profit and Loss.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate.

## 4.6 Fair value measurement

The Group measures financial instruments such as derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability The

principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statement are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

1. Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
2. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
3. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Consolidated Financial Statement on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers may be required for valuation of significant assets and liabilities. Involvement of external valuers is decided on the basis of nature of transaction and complexity involved. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the finance team analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the team verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. A change in fair value of assets and liabilities is also compared with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

## 4.7 Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the Statement of Profit and Loss as incurred. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. The Group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods and useful lives are reviewed periodically at each financial year end. The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the Statement of Profit and Loss.

## 4.8 Intangible assets

Design, development and software costs are included in the balance sheet as intangible assets when it is probable that associated future economic benefits would flow to the Group. All other costs on the aforementioned are expensed in the statement of profit and loss as and when incurred. Intangible assets are stated at cost less accumulated amortization and accumulated impairment. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

**Amortisation method:** The Group amortizes intangible assets with a future useful life using the straight-line method over following period:

Class of assets	Useful life
Computer Software	3 years

## 4.9 Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Group depreciates building component of investment property over 30 years using written down method from the date of original purchase.

The Group, based on technical assessment made by technical expert and management estimate, depreciates the building over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Though the Group measures investment properties using cost-based measurement, the fair value of investment properties are disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment properties the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment properties only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 4.10 Depreciation of property, plant and equipment

Depreciation is provided on the written down value method. The estimated useful life of each asset as prescribed under Schedule II of the Companies Act, 2013 and based on technical assessment of internal experts (after considering the expected usage of the asset, expected physical wear and tear, technical and commercial obsolescence and understanding of past practices and general industry experience) are as depicted below:

Particulars	Estimated useful life
Land and buildings	60
Furniture & fixtures	10
Computers	3
Office equipment	3-5 Years
Motor vehicles	8-10 Years

The residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Lease hold Improvements are amortised on a straight line basis over the lease period.

## 4.11 Leases

The Group's leased assets primarily consist of leases for office space. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset
- the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and
- the Group has the right to direct the use of the asset.

### (a) Right of use assets

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost

less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflect that the Group exercise a purchase option. The Group applies Ind AS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the accounting policy below on "Impairment of non- financial assets".

### (b) Lease liabilities

The lease liability is initially measured at amortized cost at the present value of the future lease payments that are not paid at the commencement date. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Group's incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset (or in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero) if the Group changes its assessment of whether it will exercise an extension or a termination or a purchase option. The interest cost on lease liability (computed using effective interest method), is expensed in the statement of profit and loss.

Lease liability and right-of-use asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. The Group has applied a practical expedient wherein the Group has ignored the requirement to separate non- lease components (such as maintenance services) from the lease components. Instead, the Group has accounted for the entire contract as a single lease contract.

## 4.12 Revenue recognition

The Group has revenue from its clients. The Group recognizes revenue when it satisfies performance obligations under the terms of its contracts, and control of its services is transferred to its clients's users in an amount that reflects the consideration the Group expects to receive from its client in exchange for those services. This process involves identifying the client contract, determining the performance obligations in the contract, determining the contract price, allocating the contract price to the distinct performance obligations in the contract, and recognizing revenue when the performance obligations have been satisfied.

The Group through its platform allows transactions between the consumers of its clients and service operators enlisted with the platform. The Group earns revenue when the consumers of its clients utilize services such as Lounge Access, Meet and Assist, Airport Transfers, Food and Beverages and



# Notes to Consolidated Financial Statements

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Spa & Wellness either through the DreamFolks App, DreamFolks Card, Issuer's Card, Issuer's Website, Issuer's web or mobile Application (App) or Interactive voice response (IVR).

Revenue is recognised in the accounting period in which the services are rendered. A receivable is recognised when the services are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. Cash received before the goods and services are delivered is recognised as a contract liability.

Financing Components: The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

## Other income

Interest income from a financial assets is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## 4.13 Retirement and other employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity and compensated absences.

### Long-term employee benefits:

Defined contribution plans: The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans: The Group has Defined Benefit Plan in the form of Gratuity. Liability for Defined Benefit Plans is provided on the basis of valuations, as at the balance sheet date, carried out by an independent actuary. The defined benefit obligation is calculated annually by independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using discount rate (interest rates of government bonds) that have terms to maturity approximating to the terms of the gratuity. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in 'Other Comprehensive Income' (net of taxes) in the statement of changes in equity

and in the balance sheet. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee Benefits Expense'.

### Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:

- in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- in case of non-accumulating compensated absences, when the absences occur.

## 4.14 Share based payments

Employees (including senior executives) of the Group receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share Options outstanding reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## 4.15 Taxes

### (a) Current income tax

Current tax is the tax payable on the taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period, in accordance with the Income Tax Act, 1961.

Current income tax relating to items recognised outside Consolidated Financial Statement profit and loss is recognised outside Consolidated Financial Statement profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Advance taxes and provisions for current income taxes are presented in the consolidated statement of assets and liabilities after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis

### (b) Deferred taxes

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rates (and tax laws) that

have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are off set where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## 4.16 Segment reporting

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision maker ("CODM") in deciding allocation of resources and in assessing performance. The Group's Managing Director is its CODM. The Group's CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. Our business activity primarily falls within a single business and geographical segment, hence, the disclosure of segment-wise information is not applicable under Ind AS 108- 'Operating Segments'.

## 4.17 Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any splits and bonus shares issues including for change effected prior to the approval of the financial Information by the Board of Directors.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 4.18 Provisions and contingent liabilities

### (a) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the consolidated statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### (b) Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or is a present obligation that arises from past event but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognised

## 4.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through consolidated statement of profit and loss are recognised immediately in consolidated statement of profit and loss.

### (1) Financial assets

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through consolidated statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

#### (a) Classification and subsequent measurement:

Debt instruments that meet the following conditions are subsequently measured at

amortised cost less impairment loss (except for debt investments that are designated as at fair value through profit or loss on initial recognition) (i) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt investments that are designated as at fair value through profit or loss on initial recognition) (i) the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and (ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL. Trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets are classified for measurement at amortised cost.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The effective interest method is a method of calculating the amortised cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### (b) Equity instruments:

The Group subsequently measures all equity investments in scope of Ind AS 109 at fair value, with net changes in fair value recognised in the consolidated statement of profit and loss.

### (c) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's Consolidated Financial Statement of assets and liabilities)

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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when: i) The rights to receive cash flows from the asset have expired, or ii) The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

## (d) Impairment of financial assets

The Group recognises loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the consolidated statement of profit and loss.

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the

estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past dues;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise; - it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime impairment pattern at each balance sheet date, right from its initial recognition.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than past due.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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the amounts subject to write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

## (2) Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, as appropriate.

### (a) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include Borrowings, Other Financial Liabilities, Trade Payables and Leases.

### (b) Subsequent measurement

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL. For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognized in 'Other income'. The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in profit or loss.

### (c) Derecognition

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in statement of profit and loss.

## (3) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of assets and liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 4.20 Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date. If there is any indication of impairment based on internal / external factors, an impairment loss is recognised, i.e. wherever the carrying amount of an asset exceeds its recoverable amount.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g., office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## 4.21 Borrowing costs

Borrowing costs are expensed in the period in which they occur. Borrowing cost consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 4.22 Cash and cash equivalents

Cash and cash equivalent in the consolidated statement of assets and liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts (if any) as they are considered an integral part of the Group's cash management.

## 4.23 Cash flow statement

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

## 4.24 Events occurring after the balance sheet date

Based on the nature of the event, the group identifies the events occurring between the balance sheet date

and the date on which the Consolidated Financial Statement are approved as 'Adjusting Event' and 'Non-adjusting event'. Adjustments to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date or because of statutory requirements or because of their special nature. For non-adjusting events, the group may provide a disclosure in the Consolidated Financial Statement considering the nature of the transaction.

## 4.25 Functional and presentation currency

The Group has determined the currency of the primary economic environment in which the Group operates, i.e., the functional currency, to be Indian Rupees (INR). The financial statements are presented in Indian Rupees, which is the Group's functional and presentation currency. All amounts have been rounded to the nearest million up to two decimal places, unless otherwise stated. Consequent to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute amounts.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 5A PROPERTY, PLANT AND EQUIPMENT AND RIGHT OF USE ASSETS

Particulars	Property, plant and equipment				Right of use assets	
	Leasehold improvements	Furniture & fixtures	Computers	Office equipment	Motor vehicles	Total
<b>Gross block</b>						
<b>As at April 01, 2021</b>	<b>13.67</b>	<b>6.52</b>	<b>5.53</b>	<b>3.01</b>	<b>57.88</b>	<b>86.61</b>
Additions	0.35	0.08	1.11	0.04	-	1.58
Disposals/transferred/adjustment	-	-	(0.48)	(0.10)	(4.20)	(4.78)
<b>As at March 31, 2022</b>	<b>14.02</b>	<b>6.60</b>	<b>6.16</b>	<b>2.95</b>	<b>53.68</b>	<b>83.41</b>
Additions for the year	3.54	0.39	1.55	4.71	-	10.19
Acquisition of subsidiary (note 38)	-	0.01	0.05	0.01	-	0.07
Disposals/transferred/adjustment	-	-	-	(0.11)	-	(0.11)
<b>As at March 31, 2023</b>	<b>17.56</b>	<b>7.00</b>	<b>7.76</b>	<b>7.56</b>	<b>53.68</b>	<b>93.56</b>
<b>Accumulated depreciation</b>						
<b>As at April 01, 2021</b>	<b>0.62</b>	<b>2.03</b>	<b>4.50</b>	<b>1.27</b>	<b>39.89</b>	<b>48.31</b>
Charge for the year	1.49	1.17	0.90	0.91	5.62	10.09
Disposals/transferred/adjustment	-	-	(0.46)	(0.10)	(4.20)	(4.76)
<b>As at March 31, 2022</b>	<b>2.11</b>	<b>3.20</b>	<b>4.94</b>	<b>2.08</b>	<b>41.31</b>	<b>53.64</b>
Charge for the year	2.16	0.96	1.05	1.50	3.86	9.53
Disposals/transferred/adjustment	-	-	-	(0.09)	-	(0.09)
<b>As at March 31, 2023</b>	<b>4.27</b>	<b>4.16</b>	<b>5.99</b>	<b>3.49</b>	<b>45.17</b>	<b>63.08</b>
<b>Net block</b>						
<b>As at March 31, 2022</b>	<b>11.91</b>	<b>3.40</b>	<b>1.22</b>	<b>0.87</b>	<b>12.37</b>	<b>29.77</b>
<b>As at March 31, 2023</b>	<b>13.29</b>	<b>2.84</b>	<b>1.77</b>	<b>4.07</b>	<b>8.51</b>	<b>30.48</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 5B CAPITAL WORK IN PROGRESS

<b>Gross block</b>	
<b>As at April 01, 2021</b>	<b>0.43</b>
Additions	-
Capitalised/transferred during the year	(0.43)
<b>As at March 31, 2022</b>	<b>-</b>
Additions	0.43
Capitalised/transferred during the year	-
<b>As at March 31, 2023</b>	<b>0.43</b>

### CWIP ageing schedule as on March 31, 2023

<b>Particulars</b>	<b>Amount in CWIP for a year of</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
Projects in progress	0.43	-	-	-	0.43
Projects temporarily suspended	-	-	-	-	-

### For overdue projects-as on March 31, 2023

<b>Particulars</b>	<b>To be completed in</b>		<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
	<b>Less than 1 year</b>	<b>1-2 years</b>			
Adani Project	0.43	-	-	-	0.43

## 6 INTANGIBLE ASSETS

<b>Particulars</b>	<b>Software</b>
<b>Gross block</b>	
<b>As at April 01 2021</b>	<b>3.83</b>
Additions	43.81
Disposals/adjustments	(1.26)
<b>As at March 31 2022</b>	<b>46.38</b>
Additions	0.52
Disposals/adjustments	-
<b>As at March 31 2023</b>	<b>46.90</b>
<b>Accumulated amortisation</b>	
<b>As at April 01 2021</b>	<b>1.22</b>
Charge for the year	0.79
Disposals/adjustments	(1.10)
<b>As at March 31 2022</b>	<b>0.91</b>
Charge for the year	15.14
Disposals/adjustments	-
<b>As at March 31 2023</b>	<b>16.05</b>
<b>Net block</b>	
<b>As at March 31 2022</b>	<b>45.47</b>
<b>As at March 31 2023</b>	<b>30.85</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 7 INVESTMENT PROPERTY

	Building	Land	Total
<b>As at April 01 2021</b>	<b>19.24</b>	<b>252.17</b>	<b>271.41</b>
Additions	-	168.47	168.47
Disposals/Transferred	-	(420.64)	(420.64)
<b>As at March 31 2022</b>	<b>19.24</b>	<b>-</b>	<b>19.24</b>
Additions	-	62.99	62.99
Disposals/Transferred	-	(62.99)	(62.99)
<b>As at March 31 2023</b>	<b>19.24</b>	<b>-</b>	<b>19.24</b>

### Accumulated depreciation

<b>As at April 01 2021</b>	<b>0.40</b>	<b>-</b>	<b>0.40</b>
Charge for the year	0.92	-	0.92
<b>As at April 01 2022</b>	<b>1.32</b>	<b>-</b>	<b>1.32</b>
Charge for the quarter	0.87	-	0.87
<b>As at March 31 2023</b>	<b>2.19</b>	<b>-</b>	<b>2.19</b>

### Net block

<b>As at March 31 2022</b>	<b>17.92</b>	<b>-</b>	<b>17.92</b>
<b>As at March 31 2023</b>	<b>17.05</b>	<b>-</b>	<b>17.05</b>

### Fair value of investment properties

	As at March 31, 2023	As at March 31, 2022
Building	23.63	20.87
Land	-	-

### Estimation of fair value

The Company's investment properties consist of two commercial properties in India. The management has determined that the investment properties consist of two classes of assets – office and retail – based on the nature, characteristics and risks of each property.

As at 31 March 2023, the fair values of the investment properties are INR 23.63 millions. These valuations are based on valuations performed by Ajay Kumar Sharma (B.E.), an accredited independent valuer. Ajay Kumar Sharma (B.E.) is a specialist in valuing these types of investment properties and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Details of income and expenditure arising from Investment Properties

	For the year ended March 31, 2023	For the year ended March 31, 2022
Rental income derived from investment properties	0.61	1.18
Direct operating expenses (including repairs and maintenance) arising from investment properties that generated rental income	-	-
Direct operating expenses (including repairs and maintenance) arising from investment properties that did not generate rental income	(0.49)	-
<b>Profit arising from investment properties before depreciation and indirect expenses</b>	<b>0.12</b>	<b>1.18</b>
Less – Depreciation	(0.87)	(0.92)
<b>Profit/(loss) arising from investment properties before indirect expenses</b>	<b>(0.75)</b>	<b>0.26</b>

## 8 GOODWILL (REFER NOTE 38)

Particulars	Goodwill
<b>As at April 01 2022</b>	-
Additions- Acquisition of subsidiary (note 38)	8.87
Disposals/adjustments	-
<b>As at March 31 2023</b>	<b>8.87</b>
<b>Accumulated amortisation</b>	
<b>As at April 01 2022</b>	-
Amortisation	-
Impairment	-
<b>As at March 31 2023</b>	-
<b>Net block</b>	
<b>As at March 31 2022</b>	-
<b>As at March 31 2023</b>	<b>8.87</b>

## 9 INVESTMENTS

	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
<b>Investment measured at fair value through profit and loss</b>		
Units of debt based schemes of Aditya Birla Sun Life Overnight fund- Growth Direct Plan (Quoted)	444.12	-
	<b>444.12</b>	-
Aggregate amount of quoted investments	-	-
Aggregate market value of quoted investments	444.12	-
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-
	<b>444.12</b>	-

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 10 OTHER FINANCIAL ASSETS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non - current</b>		
(Unsecured and considered good)		
Security deposits*	3.41	27.19
Bank deposits with more than 12 months maturity**	35.60	-
	<b>39.01</b>	<b>27.19</b>
<b>b) Current</b>		
(Unsecured and considered good)		
Security deposits	72.32	36.17
Other receivables***	22.47	41.10
Unbilled receivable	35.34	5.47
Interest receivable	1.45	0.10
	<b>131.58</b>	<b>82.84</b>

\* includes related party balance of INR Nil (March 31, 2022: INR 62.5 million), refer note 44

\*\* includes INR 35.60 million (March 31, 2022: INR Nil), deposits kept with banks against bank guarantees given to vendors/ Various authorities as margin money

\*\*\*includes related party balance of INR 22.47 million (March 31, 2022: INR 41.10 million), refer note 44 and note 55

## 11 CURRENT TAX ASSETS (NET)

	As at March 31, 2023	As at March 31, 2022
<b>Income tax assets</b>		
Advance tax and TDS recoverable	272.62	130.74
	<b>272.62</b>	<b>130.74</b>
<b>Income tax liabilities</b>		
Provision for income tax	(258.73)	(47.82)
	<b>(258.73)</b>	<b>(47.82)</b>
	<b>13.89</b>	<b>82.92</b>



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 12 DEFERRED TAX ASSETS (NET)

	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax asset / (liabilities) in relation to:</b>		
Provision for employee benefits	9.91	4.97
Lease liability	2.48	1.41
Property, plant and equipment	3.20	2.82
ESOP	9.21	3.18
	<b>24.80</b>	<b>12.38</b>

(i) Movement in deferred tax assets for the year ended March 31, 2023 is as follows:

Description	Opening as at April 01, 2022	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing as at March 31, 2023
<b>Deferred tax asset / (liabilities) in relation to:</b>				
Provision for employee benefits	4.97	3.64	1.30	9.91
Lease liability	1.41	1.07	-	2.48
Property, plant and equipment	2.82	0.38	-	3.20
ESOP	3.18	6.03	-	9.21
	<b>12.38</b>	<b>11.12</b>	<b>1.30</b>	<b>24.80</b>

(ii) Movement in deferred tax assets for the year ended March 31, 2022 is as follows:

Description	Opening as at April 01, 2021	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing as at March 31, 2022
<b>Deferred tax asset / (liabilities) in relation to:</b>				
Provision for employee benefits	5.48	0.67	(1.18)	4.97
Lease liability	0.69	0.72	-	1.41
Property, plant and equipment	4.71	(1.89)	-	2.82
ESOP	(3.15)	6.33	-	3.18
Other IND AS adjustments	0.02	(0.02)	-	-
	<b>7.75</b>	<b>5.81</b>	<b>(1.18)</b>	<b>12.38</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 13 OTHER ASSETS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non-current</b>		
Capital advances*	3.66	173.46
Less: Doubtful advances	-	-
Net capital advances*	3.66	173.46
Prepaid security deposit	2.27	36.60
	<b>5.93</b>	<b>210.06</b>
<b>b) Current</b>		
Advances to vendors	12.90	10.92
Balance with statutory authorities	22.52	36.93
Prepaid expenses	5.95	4.17
Advances to employees	0.64	0.60
Other advances	-	9.35
	<b>42.01</b>	<b>61.97</b>

\* Includes related party balance of INR Nil (March 31, 2022: INR 10 million), refer note 44

## 14 TRADE RECEIVABLES

	As at March 31, 2023	As at March 31, 2022
Trade receivables considered good-unsecured	2,018.89	906.56
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Less: ECL provision	-	-
	<b>2,018.89</b>	<b>906.56</b>

\* Includes related party balance of INR 0.03 million (March 31, 2022: INR Nil million), refer note 44

### Trade receivables ageing schedule - March 31, 2023

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	2,016.76	2.07	0.06	-	-	2,018.89
(ii) Undisputed trade receivables –considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed trade receivables – considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>2,016.76</b>	<b>2.07</b>	<b>0.06</b>	<b>-</b>	<b>-</b>	<b>2,018.89</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Trade receivables ageing schedule - March 31, 2022

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	906.31	0.22	0.03	-	-	906.56
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed trade receivables – considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>906.31</b>	<b>0.22</b>	<b>0.03</b>	<b>-</b>	<b>-</b>	<b>906.56</b>

## Movement of ECL provision:

	As at March 31, 2023	As at March 31, 2022
<b>Balance at the beginning of the year</b>	-	<b>0.08</b>
Amount accrued during the year	-	-
Amount reversed during the year	-	0.08
<b>Balance at the end of the year</b>	-	-

## 15 CASH AND CASH EQUIVALENTS

	As at March 31, 2023	As at March 31, 2022
<b>Balances with banks</b>		
- in current accounts	189.49	10.92
Cash in hand	0.16	0.04
	<b>189.65</b>	<b>10.96</b>

## 16 OTHER BANK BALANCES

	As at March 31, 2023	As at March 31, 2022
<b>Balances with bank</b>		
- in deposit accounts with maturity more than 3 months but less than 12 months*	130.61	130.00
- Balance in Escrow Account for OFS proceeds	45.43	-
- Balance in Escrow Account for Corporate social responsibility	2.65	4.62
	<b>178.69</b>	<b>134.62</b>

\*includes INR 130.61 million (March 31, 2022: INR Nil), deposits kept with banks against bank guarantees given to vendors/various authorities as margin money

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 17 EQUITY SHARE CAPITAL

	As at March 31, 2023	As at March 31, 2022
<b>Authorised equity share capital*</b>		
75,000,000 equity shares of INR 2 each (March 31, 2022: 75,000,000 equity shares of INR 2 each)	150.00	150.00
	<b>150.00</b>	<b>150.00</b>
<b>Issued, subscribed and fully paid up*</b>		
52,250,000 equity shares of INR 2 each (March 31, 2022: 52,250,000 equity shares of INR 2 each)	104.50	104.50
	<b>104.50</b>	<b>104.50</b>

\* The face value of equity shares of the Company has been split from INR 10/- to INR 2/- per share with effect from September 10, 2021

### Notes:

#### (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares outstanding at the beginning of the year</b>	<b>5,22,50,000</b>	<b>104.50</b>	<b>47,50,000</b>	<b>47.50</b>
Share split during the year	-	-	1,90,00,000	-
Bonus issued during the year	-	-	2,85,00,000	57.00
<b>Equity shares outstanding at the end of the year</b>	<b>5,22,50,000</b>	<b>104.50</b>	<b>5,22,50,000</b>	<b>104.50</b>

#### (b) Terms and rights attached to equity shares

The Company has only one class of equity shares having nominal value of INR 2/- each (March 31, 2022: Rs. 2/- each). Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

#### (c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	% holding	No of Shares	% holding	No of Shares
Liberatha Peter Kallat	25.00%	1,30,62,432	33.00%	1,72,42,400
Dinesh Nagpal	20.50%	1,07,11,200	33.00%	1,72,42,400
Mukesh Yadav	21.50%	1,12,33,600	34.00%	1,77,64,800

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## (d) Details of shareholding of promoters

	As at March 31, 2023		
	No. of shares	Amount	% change
Liberatha Peter Kallat	1,30,62,432	26.12	-8%
Dinesh Nagpal	1,07,11,200	21.42	-12%
Mukesh Yadav	1,12,33,600	22.47	-12%

	As at March 31, 2022		
	No. of shares	Amount	% change
Liberatha Peter Kallat	1,72,42,400	34.48	-
Dinesh Nagpal	1,72,42,400	34.48	-
Mukesh Yadav	1,77,64,800	35.53	-

(e) Shares reserved for issue under employee stock option scheme is set out in Note 43.

(f) The Company for the period of five years immediately preceding the reporting date has not:

- (i) Allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash except as mentioned in sr. no.(ii) below
- (ii) Allotted fully paid up shares by way of bonus shares except for 28.5 million shares of INR 2 each in bonus issue during the financial year 2021-22.
- (iii) Bought back any class of shares.

## 18 OTHER EQUITY

	Attributable to the equity share holders of the parent			Total other equity	Non-controlling interest	Total equity
	Reserves & surplus	ESOP reserves *	Other comprehensive Income			
			Items that will not be reclassified to statement of profit and loss			
			Remeasurement gain & loss on defined benefit obligation			
<b>As at April 01, 2021</b>	<b>596.92</b>	<b>-</b>	<b>(1.43)</b>	<b>595.49</b>	<b>0.00</b>	<b>595.49</b>
-Profit for the year	162.52	-	-	162.52	0.00	162.52
-Issue of bonus shares	(57.00)	-	-	(57.00)	-	(57.00)
-Other comprehensive income, net of income tax	-	-	3.50	3.50	-	3.50
-Share Based Payment (ESOP)	-	12.64	-	12.64	-	12.64
<b>As at March 31, 2022</b>	<b>702.44</b>	<b>12.64</b>	<b>2.07</b>	<b>717.15</b>	<b>0.00</b>	<b>717.15</b>
-Acquisition of non-controlling interest (note 38)	-	-	-	-	4.08	4.08
-Profit for the year	725.34	-	-	725.34	(0.07)	725.28
-Other comprehensive income, net of income tax	-	-	(3.85)	(3.85)	-	(3.85)
-Share Based Payment (ESOP)	-	23.94	-	23.94	-	23.94
<b>As at March 31, 2023</b>	<b>1,427.78</b>	<b>36.58</b>	<b>(1.78)</b>	<b>1,462.58</b>	<b>4.01</b>	<b>1,466.59</b>

\* The share options-based payment reserve is used to recognise the grant date fair value of options issued to employees under employee stock option plan.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 19 BORROWINGS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non current</b>		
<b>(Secured, at amortised cost)</b>		
Term loans from bank	8.83	10.22
	<b>8.83</b>	<b>10.22</b>
<b>b) Current</b>		
Current maturities of non-current borrowings	1.40	2.53
	<b>1.40</b>	<b>2.53</b>

### Note:

- i) The term loan balance as on March 31, 2023, is payable in 70 (March 31, 2022: 79) instalments. The interest on such loan is payable at MCLR - 1Y + 0.90%. The loan has been taken against the security of Company's investment property (Buildings)

## 20 LEASE LIABILITIES

	As at March 31, 2023	As at March 31, 2022
<b>a) Non current</b>		
Lease liability	56.65	64.30
	<b>56.65</b>	<b>64.30</b>
<b>b) Current</b>		
Current maturities of lease liability	6.11	5.46
	<b>6.11</b>	<b>5.46</b>

## 21 TRADE PAYABLES

	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
i. total outstanding dues of micro enterprises and small enterprises	718.12	339.54
ii. total outstanding dues of creditors other than micro enterprises and small enterprises	675.10	373.53
	<b>1,393.22</b>	<b>713.07</b>

\* Includes related party balance of INR Nil million (March 31, 2022: INR 0.39 million), refer note 44.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## a) Details of Dues to Micro and Small and Medium Enterprises as per MSMED Act, 2006

The identification of Micro, Small and Medium Enterprises is based on the Management's knowledge of their status. Disclosure is based on the information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006'.

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount due to suppliers under MSMED Act	718.12	338.39
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	0.17	
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006		
The amount of interest accrued and remaining unpaid at the end of each accounting year	0.10	1.16
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	

## b) Trade payables ageing:

Particulars	As at March 31, 2023				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	717.87	0.08	0.17	-	718.12
Total outstanding dues of creditors other than micro enterprises and small enterprises	672.25	0.21	0.18	-	672.64
Disputed dues-Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues-Total outstanding dues of creditors other than micro enterprises and small enterprises	0.01	-	2.45	-	2.46

Particulars	As at March 31, 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	339.50	0.04	-	-	339.54
Total outstanding dues of creditors other than micro enterprises and small enterprises	368.83	1.60	-	-	370.43
Disputed dues-Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues-Total outstanding dues of creditors other than micro enterprises and small enterprises	1.68	1.42	-	-	3.10

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 22 OTHER FINANCIAL LIABILITIES

	As at March 31, 2023	As at March 31, 2022
Security deposit- received	2.97	3.03
Accrued salaries and benefit	9.31	7.31
Expense payable	24.26	3.67
Interest accrued on overdraft	0.04	-
Payable to selling shareholders	45.43	-
Payable to selling shareholders of Vidsur Golf (refer note 38)	7.50	-
	<b>89.51</b>	<b>14.01</b>

## 23 PROVISIONS

	As at March 31, 2023	As at March 31, 2022
<b>a) Non Current</b>		
<b>Provisions for employee benefits</b>		
Gratuity	17.40	9.09
Leave encashment	11.99	7.87
	<b>29.39</b>	<b>16.96</b>
<b>b) Current</b>		
Provisions for employee benefits		
Gratuity	0.72	1.44
Leave encashment	1.70	1.35
	<b>2.42</b>	<b>2.79</b>

## 24 OTHER LIABILITIES

	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Advance from customers	0.68	0.25
Statutory dues	66.53	30.99
Liability towards Corporate Social Responsibility	2.65	4.60
Interest accrued and due on MSME	0.10	-
Unearned revenue	0.59	-
	<b>70.55</b>	<b>35.84</b>

## 25 REVENUE FROM OPERATIONS

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of services	7,732.52	2,824.98
	<b>7,732.52</b>	<b>2,824.98</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Notes:

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>a) Disaggregated revenue information</b>		
<b>Type of services</b>		
Lounge fee	7,469.30	2,787.67
Other service fees	263.22	37.31
<b>Total revenues from contracts with customers</b>	<b>7,732.52</b>	<b>2,824.98</b>

## b) Contract balances

### Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. The contract assets are transferred to receivables when the rights to consideration become unconditional. This usually occurs when the Company issues an invoice to the customers.

### Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognized as revenue when the Company performs under the contract.

	For the year ended March 31, 2023	For the year ended March 31, 2022
Unearned revenue (refer note 24)	0.59	-
<b>Total contract liabilities</b>	<b>0.59</b>	<b>-</b>

## 26 OTHER INCOME

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on:		
- fixed deposits with banks	2.60	0.11
- income tax refund	4.07	0.14
Profit on disposal of property, plant and equipment	0.03	-
Write back of expected credit loss provision	-	0.08
Profit on disposal of investment property	8.93	10.62
Gain on sale on financials instruments measured at FVTPL		
- Profit on sale of debt fund	3.92	-
- On change of fair value of debt fund measured at FVTPL	1.27	-
Rental income	0.61	1.18
Foreign exchange gain	5.29	-
Finance income on amortisation of security deposits	6.19	2.47
Miscellaneous income	0.05	0.31
	<b>32.96</b>	<b>14.91</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 27 COST OF SERVICES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Lounge fee and other service related costs	6,453.78	2,372.66
	<b>6,453.78</b>	<b>2,372.66</b>

## 28 EMPLOYEE BENEFITS EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	136.28	141.09
Contribution to provident and other funds	5.73	8.82
ESOP	23.94	12.64
Staff welfare expenses	8.46	2.98
	<b>174.41</b>	<b>165.53</b>

## 29 FINANCE COSTS

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest paid		
-on term loans	0.92	1.39
-on CC/OD facility	0.67	0.09
Interest on MSME	0.17	1.17
Interest on statutory dues	1.47	4.15
Other borrowing costs		
-processing cost	0.28	0.15
-lease expenses	6.62	7.14
-bank charges	2.73	0.58
	<b>12.86</b>	<b>14.67</b>

## 30 DEPRECIATION AND AMORTIZATION EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property plant and equipment	9.53	10.09
Depreciation on investment property	0.87	0.92
Amortization of intangible assets	15.14	0.79
Depreciation on right to use assets	9.44	9.49
	<b>34.98</b>	<b>21.29</b>



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 31 OTHER EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent	2.19	1.00
Repair & maintenance expenses	1.48	0.96
Electricity and water expenses	0.83	0.70
Travelling and conveyance	11.11	3.65
Commission expenses	-	0.71
Assets written off	-	0.03
Communication expenses	0.99	0.69
Information technology expenses	14.73	7.90
Insurance expenses	4.00	2.44
Rates and taxes	4.91	7.77
Legal and professional fees	28.08	13.84
Foreign exchange loss	-	0.03
Bad debts	1.00	1.25
Amortisation of security deposits	1.81	3.79
Postage and courier expenses	0.61	0.29
Printing & stationery	0.35	0.30
Office maintainance expenses	4.19	3.82
Corporate social responsibility expenses	4.35	4.61
Business promotion	32.71	6.60
Miscellaneous expenses	1.76	0.60
<b>Total</b>	<b>115.10</b>	<b>60.98</b>

## A AUDITOR'S REMUNERATION (EXCLUSIVE OF TAX):

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>As auditor:</b>		
Statutory audit fee	1.20	1.02
Tax audit fee	0.20	-
Limited review fee	1.05	-
IFC audit fee	0.35	-
<b>In other capacity:</b>		
Other services*	3.60	6.20
Reimbursement of expense	0.06	-
<b>Total</b>	<b>6.46</b>	<b>7.22</b>

\* Certification fee pertaining to "Offer for sale" which has been recovered from selling shareholders

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 32 TAX EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Income tax recognized in statement of profit and loss</b>		
Current tax	257.74	47.82
Tax expense related to earlier years	2.45	0.23
MAT credit charge/ (entitlement)		
Deferred tax (credit)/charge	(11.11)	(5.81)
	<b>249.08</b>	<b>42.24</b>
<b>Income tax recognized in other comprehensive income</b>		
Remeasurement of defined benefit obligations		
- Items that will not be reclassified to profit or loss	(1.30)	1.18
<b>Total income tax expense recognized in other comprehensive income</b>	<b>(1.30)</b>	<b>1.18</b>
<b>Total income tax expense recognized</b>	<b>247.78</b>	<b>43.42</b>
<b>Reconciliation of income tax expense and the accounting profit multiplied by applicable tax rate for respective year</b>		
Profit/(loss) before tax	974.35	204.76
Statutory tax rate applicable (%)	25.17	25.17
Income tax expense calculated at applicable statutory tax rate	<b>245.24</b>	<b>51.53</b>
<b>Reconciliation Item</b>		
Tax saved on brought forward losses	(0.16)	(9.50)
Restatements and IND AS adjustments	(1.10)	4.01
CSR expense	1.10	1.16
Other adjustments	(0.37)	(4.01)
Tax adjustments of earlier years	2.45	0.23
Permanent difference	0.62	-
<b>Total income tax expense recognized in statement of profit and loss</b>	<b>247.78</b>	<b>43.42</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 33 EARNING PER SHARE

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit / (loss) after tax for the year (In INR)	725.34	162.52
Weighted average number of equity shares in calculating basic EPS (No.) *	5,22,50,000	5,22,50,000
Add: Effect of potential dilutive shares (ESOPs)#	28,70,750	23,51,250
Less: Weighted average number of shares that would have been issued at average market price	6,85,732	-
Weighted average number of shares considered for computation of diluted EPS (No.)**	5,44,35,018	5,46,01,250
Average market price per share	403.82	NA
Exercise price per option	96.46	NA
Basic EPS (In INR)	13.88	3.11
Diluted EPS (In INR)	13.32	2.98

\* On September 10, 2021, the Company has sub-divided each fully paid up equity share of the nominal value of INR 10/- (Rupees Ten Only) each into 5 (five) equity shares of INR 2/- (Rupee two Only) each fully paid up and the weighted average number of shares have been adjusted for such division in line with requirements of IND AS 10.

\*\* On September 25, 2021, the Company has issued the bonus shares in the ratio of 1.2:1 to the existing equity shareholders. Impact of the same has been considered in the calculation of Basic and Diluted EPS(LPS) and the weighted average number of shares have been adjusted for such bonus issue in line with requirements of IND AS 10.

# The Company granted stock options to the eligible employees of Company during the year ended March 31, 2022 and March 31, 2023 which were considered in the above diluted EPS.

## 34 LEASES

The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### Operating lease commitments- Company as lessee

The Company has lease contracts for office premises. During the year the Lessor and Lessee has mutually agreed to deferred increase in the lease rent for a year. The impact of modification has been considered under ROU and Lease Liability accordingly.

### a. Set out below are the carrying amounts of lease liabilities:

<b>As at April 01, 2021</b>	<b>74.43</b>
Additions	-
Deletions	-
Accretion of interest	7.14
Payments	(11.81)
<b>As at March 31, 2022</b>	<b>69.76</b>
Additions	-
Deletions	(1.81)
Accretion of interest	6.62
Payments	(11.81)
<b>As at March 31, 2023</b>	<b>62.76</b>

The effective interest rate for lease liabilities is 10.00% p.a.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

**b. The following are the amounts recognised in statement of profit or loss:**

	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation expense of right of use assets	9.44	9.49
Interest expense on lease liabilities	6.62	7.14
<b>Total amount recognised in statement of profit or loss</b>	<b>16.06</b>	<b>16.63</b>

## 35 FINANCIAL RISK MANAGEMENT

### Financial risk factors

The Group's operational activities expose it to various financial risks, including market risk, credit risk and liquidity risk. The Group realizes that these risks are inherent and integral aspect of business. The Group continues to focus on a system based approach to business risk management. The Group's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group ensures that its financial risk activities which are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. Risk management policies are reviewed regularly to reflect changes in market conditions and the Group's activities.

### A Market risk:

Market risk is the risk that the fair value of the future cash flows of the financial instruments will fluctuate because of changes in the prices of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments.

### i. Interest rate risk :

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long and short term borrowings obligations in the nature of term loan, cash credit facilities and working capital loans.

Particulars	Fixed Rate Borrowing	Variable Rate Borrowing	Total Borrowing
As at March 31, 2023	-	10.23	10.23
As at March 31, 2022	1.11	11.64	12.75

Interest rate sensitivity analysis shows that an decrease / increase of fifty basis points in the floating interest rates would result in decrease / increase in the Group's profit / (loss) before tax by approximately INR 0.05 million (March 31, 2022: INR 0.06 million).

Sensitivity on variable rate borrowings	Impact on profit & loss	
	March 31, 2023	March 31, 2022
Interest rate increase by 0.50%	(0.05)	(0.06)
Interest rate decrease by 0.50%	0.05	0.06

### ii. Foreign currency risk :

The Indian Rupee is the Group's most significant currency. As a consequence, the Group's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly. Foreign currency risk is the risk impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency transactions on account of global operations and transactions in foreign currency with its customers which is presently not significant in comparison to the total operations of the Group.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## B Credit risk:

Credit risk from balances with banks and financial institutions is managed in accordance with the Group's policy. Investments of surplus funds, when available, are made only with approved authorities. Credit limits of all authorities are reviewed by the management on regular basis. The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts.

### (i) Expected credit loss for loans, security deposits and investments

Particulars	Asset group	Internal credit rating	Estimated gross carrying amount at default	Expected probability of loss	Expected credit loss	Carrying amount net of impairment provision
<b>As at March 31, 2023</b>						
Loss allowance measured at 12 month expected credit loss						
- Financial assets for which credit risk has not increased significantly since initial recognition	Security Deposits - Considered good		75.73	-	-	75.73
Loss allowance measured at life - time expected credit loss						
- Financial assets for which credit risk has increased significantly and credit impaired.	Loans - Considered doubtful		-	-	-	-
<b>As at March 31, 2022</b>						
Loss allowance measured at 12 month expected credit loss						
- Financial assets for which credit risk has not increased significantly since initial recognition	Security Deposits - Considered good		63.36	-	-	63.36
Loss allowance measured at life - time expected credit loss						
- Financial assets for which credit risk has increased significantly and credit impaired.	Loans - Considered doubtful		-	-	-	-



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for the year ended March 31, 2023

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## (ii) Expected credit loss of trade receivables

	As at March 31, 2023		As at March 31, 2022	
	Upto 6 months	More than 6 months	Upto 6 months	More than 6 months
Gross carrying amount (A)	2,016.76	2.13	906.31	0.25
Expected credit loss (B)	-	-	-	-
<b>Net carrying amount (A-B)</b>	<b>2,016.76</b>	<b>2.13</b>	<b>906.31</b>	<b>0.25</b>

## C Liquidity risk:

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities for the Group.

The table below summarises the maturity profile of the Group's financial liabilities based on contracted undiscounted payments (excluding transaction cost on borrowings).

Particulars	Less than one year	Above 1 year but less than 5 years	Above 5 years	Total
<b>I As at March 31, 2023</b>				
Borrowings	1.40	8.83	-	10.23
Other financial liabilities	89.51	-	-	89.51
Trade payables	1,390.13	3.09	-	1,393.22
Leases	12.04	58.64	13.01	83.69
<b>Total</b>	<b>1,493.08</b>	<b>70.56</b>	<b>13.01</b>	<b>1,576.65</b>
<b>II As at March 31, 2022</b>				
Borrowings	2.53	10.22	-	12.75
Other financial liabilities	14.01	-	-	14.01
Trade payables	710.01	3.06	-	713.07
Leases	12.10	56.68	28.63	97.41
<b>Total</b>	<b>738.65</b>	<b>69.96</b>	<b>28.63</b>	<b>837.24</b>

The table below summarises the undrawn borrowing facilities at the end of reporting year.

### Floating Rate

	As at March 31, 2023	As at March 31, 2022
Fund based facility (working capital loan and cash credit facility)*	100	100
<b>Total</b>	<b>100</b>	<b>100</b>

\*Also refer Note 48

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 36 FINANCIAL INSTRUMENTS - DISCLOSURE

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

### A Financial instruments by category

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amortised cost	FVTPL	Amortised cost	FVTPL
<b>Financial assets</b>				
<b>At amortised cost</b>				
Investments	-	444.12	-	-
Trade receivables	2,018.89	-	906.56	-
Cash and cash equivalents	189.65	-	10.96	-
Other bank balances	178.69	-	134.62	-
Others financial asset				
- Non current	39.01	-	27.19	-
- Current	131.58	-	82.84	-
<b>Total financial assets</b>	<b>2,557.82</b>	<b>444.12</b>	<b>1,162.17</b>	<b>-</b>
<b>Financial liabilities</b>				
<b>At amortised cost</b>				
Borrowings				
- Non current	8.83	-	10.22	-
- Current	1.40	-	2.53	-
Trade payables				
- Non current	-	-	-	-
- Current	1,393.22	-	713.07	-
Other financial liabilities				
- Current	89.51	-	14.01	-
Lease liabilities		-		
- Non current	56.65	-	64.30	-
- Current	6.11	-	5.46	-
<b>Total financial liabilities</b>	<b>1,555.72</b>	<b>-</b>	<b>809.59</b>	<b>-</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## B Accounting classification and fair values

Particulars	Carrying Value		Fair Value	
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
<b>Financial assets</b>				
<b>- At amortised cost</b>				
Investments	444.12	-	444.12	-
Trade receivables	2,018.89	906.56	2,018.89	906.56
Cash and cash equivalents	189.65	10.96	189.65	10.96
Other bank balances	178.69	134.62	178.69	134.62
Others financial asset				
- Non current	39.01	27.19	39.01	27.19
- Current	131.58	82.84	131.58	82.84
<b>Total financial assets</b>	<b>3,001.94</b>	<b>1,162.17</b>	<b>3,001.94</b>	<b>1,162.17</b>
<b>Financial liabilities</b>				
<b>- At amortised cost</b>				
Borrowings				
- Non current	8.83	10.22	8.83	10.22
- Current	1.40	2.53	1.40	2.53
Trade payables				
- Non current	-	-	-	-
- Current	1,393.22	713.07	1,393.22	713.07
Other financial liabilities				
- Current	89.51	14.01	89.51	14.01
Lease liabilities				
- Non current	56.65	64.30	56.65	64.30
- Current	6.11	5.46	6.11	5.46
<b>Total financial liabilities</b>	<b>1,555.72</b>	<b>809.59</b>	<b>1,555.72</b>	<b>809.59</b>

# Notes to Consolidated Financial Statements

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## C Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. The carrying amounts of trade receivables, unbilled revenue, trade payables, capital creditors, cash and cash equivalents, other financial assets and other financial liabilities (which are not disclosed below) are considered to be the same as their fair values, due to their short term nature.

Particulars	As at March 31, 2023			
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Investments	444.12	-	-	444.12
Trade receivables *	-	-	2,018.89	2,018.89
Loans:				-
- Non current	-	-	3.41	3.41
- Current	-	-	131.58	131.58
Others financial asset				
- Non current	-	-	-	-
- Current *	-	-	-	-
<b>Total financial assets</b>	<b>444.12</b>	<b>-</b>	<b>2,153.88</b>	<b>2,598.00</b>
<b>Financial liabilities</b>				
Borrowings				
- Non current	-	-	8.83	8.83
- Current *	-	-	1.40	1.40
Trade payables *	-	-		
- Non current			-	-
- Current *			1,393.22	1,393.22
Other financial liabilities				
- Current *	-	-	89.51	89.51
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>1,492.96</b>	<b>1,492.96</b>

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for the year ended March 31, 2023

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Particulars	As at March 31, 2022			
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>At amortised cost</b>				
Investments	-	-	-	-
Trade receivables *	-	-	906.56	906.56
Others financial asset				
- Non current	-	-	27.19	27.19
- Current	-	-	82.84	82.84
<b>Total financial assets</b>	-	-	<b>1,016.59</b>	<b>1,016.59</b>
<b>Financial liabilities</b>				
<b>At amortised cost</b>				
Borrowings				
- Non current	-	-	10.22	10.22
- Current *	-	-	2.53	2.53
Trade payables *				
- Non current	-	-	-	-
- Current *	-	-	713.07	713.07
Other financial liabilities				
- Current *	-	-	14.01	14.01
<b>Total financial liabilities</b>	-	-	<b>739.83</b>	<b>739.83</b>

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

\* The carrying amounts are considered to approximate their fair values largely due to short term maturities of these instruments.

## Note:

- 1 There were no transfers between level 1 and level 2 and level 3 in any of the years reported above.
- 2 The level 1 financial instruments are measured using quotes in active market.

## 37 CAPITAL MANAGEMENT

The Group's objectives while managing capital is to safeguard its ability to continue as a going concern and optimise returns for its shareholders. For the purpose of the Group's capital management, capital includes issued equity capital and equity reserves attributable to the equity shareholders and net debt includes interest bearing loans and borrowings less cash and cash equivalents including other bank balances. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group's funding requirements are met through internal accruals, short-term and long-term borrowings. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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## 38 ACQUISITION OF SUBSIDIARY

The Parent Company has completed the acquisition of 60% equity share of Vidsur Golf Private limited ("Vidsur Golf") on March 02, 2023. Accordingly, Vidsur Golf has become a subsidiary of the Parent Company. Out of the total purchase consideration of INR 15 million, 7.50 million was paid in cash and balance 7.50 million is recognised under "Other current financial liabilities" as payable and which had been already paid before approving of these financial statements.

Vidsur Golf is an aggregator which ties up golf clubs directly or indirectly including through masters aggregators and offers the golf course game and lesson access to its clients which are primarily network providers and card issuers for their end users.

The Group has elected to measure the non-controlling interest in the acquiree at the proportionate share of its interest in the acquiree's identifiable net assets.

The fair value of the identifiable assets acquired and liabilities assumed as on the date of acquisition is as below:

Particulars	Fair Value as on acquisition date
<b>Non- currents assets</b>	
Property, plant & equipments	0.07
Intangible assets	-
Deferred tax assets(net)	0.01
	0.08
<b>Current assets</b>	
Cash and cash equivalents	5.21
Short term loan and advances	1.77
Other financial assets	1.30
Other current assets	3.86
	12.14
<b>Total assets (A)</b>	<b>12.22</b>
<b>Current liabilities</b>	
Trade payable	0.05
Other current liabilities	1.22
Current tax liabilities	0.74
	2.01
<b>Total liabilities (B)</b>	<b>2.01</b>
<b>Fair value of identifiable net assets (C=A-B)</b>	<b>10.21</b>
Consideration paid including payable	15.00
Non-controlling interest (40% of net assets)	4.08
<b>Consideration paid including non-controlling interest (D)</b>	<b>19.08</b>
<b>Goodwill arising on acquisition (D-C)</b>	<b>8.87</b>

### Notes:

- The consideration paid/payable for the acquisition aggregates INR. 15 million.
- From the date of acquisition, Vidsur Golf contributed INR 0.12 million to revenue from operations and net loss of INR 0.18 million to the consolidated profit before tax for the year ended March 31, 2023.

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## 39 ADDITIONAL INFORMATION PURSUANT TO SCHEDULE III OF COMPANIES ACT, 2013, "GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS":

Name of the entity in the Group	Net assets, i.e., total assets minus total liabilities		Share in profit / loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated Profit /loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
A. Parent								
DreamFolks Services Limited								
Balance as at 31 March, 2023	100%	1,567.23	100%	725.46	100%	(3.85)	100%	721.61
Balance as at 31 March, 2022	100%	821.68	100%	162.47	100%	3.50	100%	165.97
B. Subsidiary								
Vidsur Golf Private Limited								
Balance as at 31 March, 2023	1%	10.03	0%	(0.18)	0%	-	0%	(0.18)
Balance as at 31 March, 2022	0%	--	0%	-	0%	-	0%	-
Dreamfolks Hospitality Private Limited								
Balance as at 31 March, 2023	0%	0.02	0%	0.00	0%	-	0%	0.00
Balance as at 31 March, 2022	0%	0.02	0%	0.00	0%	-	0%	0.00
Non controlling interest in subsidiaries								
Balance as at 31 March, 2023	0%	4.01	0%	-	0%	-	0%	-
Balance as at 31 March, 2022	0%	-	0%	-	0%	-	0%	-
Elimination adjustment								
Balance as at 31 March, 2023	-1%	(10.20)	0%	(0.01)	0%	-	0%	(0.01)
Balance as at 31 March, 2022	0%	(0.05)	0%	0.05	0%	-	0%	0.05
Total								
Balance as at 31 March, 2023	100%	1,571.09	100%	725.28	100%	(3.85)	100%	721.42
Balance as at 31 March, 2022	100%	821.65	100%	162.52	100%	3.50	100%	166.02

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## 40 CONTINGENT LIABILITIES, CAPITAL AND OTHER COMMITMENTS :

	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
Other Commitments	-	-
Contingent Liabilities- Bank guarantees	166.21	-

## 41 RATIOS TO DISCLOSED AS PER REQUIREMENT OF SCHEDULE III TO THE COMPANIES ACT, 2013

	As at March 31, 2023	As at March 31, 2022
<b>(a) Current Ratio</b>	1.93	1.65
% Change as compared to previous year	16.74%	30.09%
<b>(b) Debt-Equity Ratio</b>	0.01	0.02
% Change as compared to previous year	(57.94%)	(50.59%)

### Explanation for change in the ratio by more than 25% as compared to the previous year:

Due to profit from operations the reserves and surplus increased during the year and the value of outstanding debt also declined due to repayment of debts resulting in a decrease in Debt-Equity ratio from 0.02 for the year ended March 31, 2022 to 0.01 for the year ended March 31, 2023.

<b>(c) Debt Service Coverage Ratio</b>	37.50	6.49
% Change as compared to previous year	477.60%	6724.90%

### Explanation for change in the ratio by more than 25% as compared to the previous year:

Higher profit from operations for the year ended March 31, 2023 resulted in an improvement in the debt service coverage ratio compared to the previous year.

<b>(d) Return on Equity Ratio</b>	60.40%	22.67%
% Change as compared to previous year	166.43%	1171.20%

### Explanation for change in the ratio by more than 25% as compared to the previous year:

Higher profit from operations for the year ended March 31, 2023 resulted in an improvement in the return-to-equity ratio compared to the previous year.

<b>(e) Trade Receivables turnover ratio</b>	5.29	4.34
% Change as compared to previous year	21.83%	121.98%

<b>(f) Trade payables turnover ratio</b>	6.13	4.64
% Change as compared to previous year	31.98%	(42.30%)

### Explanation for change in the ratio by more than 25% as compared to the previous year:

For the year ended March 31, 2023, trade payables turnover ratio increased due to decrease in payable days as a result of the increase in MSME vendors.

# Notes to Consolidated Financial Statements

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	As at March 31, 2023	As at March 31, 2022
<b>(g) Net capital turnover ratio</b>	7.88	8.85
% Change as compared to previous year	-10.90%	(30.03%)

<b>(h) Net profit ratio</b>	9.38%	5.75%
% Change as compared to previous year	63.03%	519.06%

**Explanation for change in the ratio by more than 25% as compared to the previous year:**

For the year ended March 31, 2023, improvement in ratio is mainly attributable to increase in revenue and profit of the Company.

<b>(i) Return on Capital employed</b>	62.64%	26.38%
% Change as compared to previous year	137.48%	3152.34%

**Explanation for change in the ratio by more than 25% as compared to the previous year:**

For the year ended March 31, 2023, improvement in ratio is mainly attributable to increase in revenue of the Company.

<b>(j) Return on investment</b>	6.11%	NA
% Change as compared to previous year		

**Explanation for change in the ratio by more than 25% as compared to the previous year:**

During the year Company invested the surplus funds to generate returns

**Disclosure for items included in numerator and denominator:**

Particulars	Numerator	Denominator
(a) Current Ratio,	Current Assets	Current liabilities
(b) Debt-Equity Ratio,	Borrowings	Share Capital and Reserves
(c) Debt Service Coverage Ratio,	Net profit after tax before interest and depreciation	Borrowings principal and interest and lease payments for the year
(d) Return on Equity Ratio,	Net profit after tax	Average Shareholder's equity
(e) Trade Receivables turnover ratio,	Revenue	Average trade receivables
(f) Trade payables turnover ratio,	Cost of services	Average trade payables
(g) Net capital turnover ratio,	Revenue	Average Working Capital i.e. Current assets minus current liabilities
(h) Net profit ratio,	Net profit after tax	Revenue
(i) Return on Capital employed,	Earnings before tax and interest	Capital employed i.e. Shareholders equity plus non current liabilities
(j) Return on investment	Gain on Investment sale of debt fund	Cost of Investment

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## 42 DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD 19 ON EMPLOYEE BENEFITS :

### I. Defined contribution plans

The Company makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Company is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the company make pre-determined contributions to the provident fund. Amount recognized as expense amounts to INR 5.37 million for the year ended March 31, 2023 (for the year ended March 31, 2022: INR 8.80 million) under contributions to provident and other funds.

### II. Gratuity

The Company have an obligation towards gratuity, a defined benefit plan covering eligible employees as per the Payment of Gratuity Act, 1972. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The gratuity benefits are unfunded.

Gratuity liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting year on government bonds that have terms approximating to the terms of the related obligation.

The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

### III. Leave plan and compensated absences

The Company has a leave encashment scheme with defined benefits for its employees. The Group makes provision for such liability in the books of accounts on the basis of year end actuarial valuation. No fund has been created for this scheme.

### IV. For summarizing the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans, the details are as under

#### a. Changes in the present value of the defined benefit obligation:

##### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
<b>Opening defined benefit obligation</b>	<b>10.53</b>	<b>13.21</b>
Interest cost	0.71	0.88
Total service cost	2.77	1.54
Benefits paid	(1.04)	(0.42)
Actuarial (gains)/losses on obligation	5.15	(4.68)
<b>Closing defined benefit obligation</b>	<b>18.12</b>	<b>10.53</b>

##### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
<b>Opening defined benefit obligation</b>	<b>9.22</b>	<b>8.57</b>
Interest cost	0.62	0.57
Total service cost	3.82	3.06
Benefits paid	(2.58)	(1.43)
Actuarial (gains)/losses on obligation	2.61	(1.55)
<b>Closing defined benefit obligation</b>	<b>13.69</b>	<b>9.22</b>



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## b. Changes in fair value of plan assets:

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
<b>Opening fair value of plan assets</b>	-	-
Expected return	-	-
Contributions	-	-
Benefits paid	-	-
Actuarial (gains)/losses	-	-
<b>Closing fair value of plan assets</b>	-	-

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
<b>Opening fair value of plan assets</b>	-	-
Expected return	-	-
Contributions	-	-
Benefits paid	-	-
Actuarial (gains)/losses	-	-
<b>Closing fair value of plan assets</b>	-	-

## c. Net employee benefit expense recognized in statement of profit and loss

### Gratuity

Description	For the year ended March 31, 2023	For the year ended March 31, 2022
Total service cost	2.77	1.54
Interest cost	0.71	0.88
<b>Total expense</b>	<b>3.48</b>	<b>2.42</b>

### Net employee benefit expense recognized in other comprehensive income

### Gratuity

Description	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Actuarial (Gain)/ Loss	5.15	(4.68)

### Net employee benefit expense recognized in statement of profit and loss

### Leave encashment

Description	For the year ended March 31, 2023	For the year ended March 31, 2022
Total service cost	3.82	3.06
Interest cost	0.62	0.57
Net Actuarial (Gain)/ Loss	2.61	(1.55)
<b>Total expense</b>	<b>7.05</b>	<b>2.08</b>

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## d. Amount recognised in the balance sheet

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
Present value of obligation as at the end of the year	18.12	10.53
Fair value of plan assets as at the end of the year	-	-
<b>Net asset/ (liability) recognized in balance sheet</b>	<b>18.12</b>	<b>10.53</b>

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
Present value of obligation as at the end of the year	13.69	9.22
Fair value of plan assets as at the end of the year	-	-
<b>Net asset/ (liability) recognized in balance sheet</b>	<b>13.69</b>	<b>9.22</b>

## e. The principal assumptions used in determining gratuity for the Company's plans are shown below:

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
Discount rate (%)	7.36 p.a	6.70 p.a
Expected salary increase (%)	10.00% p.a.	2.00% p.a.
Average remaining working lives of employees	22.29 years	22.39 years
Average past service (years)	2.18 years	2.50 years
Demographic Assumptions		
Retirement Age (year)	58 years	58 years
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
Discount rate (%)	7.36 p.a	6.70 p.a
Expected salary increase (%)	10.00 p.a.	2.00 p.a.
Average remaining working lives of employees	22.29 years	22.39 years
Average past service (years)	2.18 years	2.50 years
Demographic Assumptions		
Retirement Age (year)	58 years	58 years
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)

The estimate of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by Actuary.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Sensitivity analysis of the defined benefit obligation:

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
<b>Impact of the change in discount rate</b>		
Present value of obligation at the end of the year	18.12	10.53
Impact due to increase of 0.50%	(0.66)	(0.22)
Impact due to decrease of 0.50%	0.70	0.23
<b>Impact of the change in salary increase</b>		
Present value of obligation at the end of the year	18.12	10.53
Impact due to increase of 0.50%	0.68	0.24
Impact due to decrease of 0.50%	(0.65)	(0.23)

### Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
<b>Impact of the change in discount rate</b>		
Present value of obligation at the end of the year	13.69	9.22
Impact due to increase of 0.50%	(0.47)	(0.20)
Impact due to decrease of 0.50%	0.50	0.21
<b>Impact of the change in salary increase</b>		
Present value of obligation at the end of the year	13.69	9.22
Impact due to increase of 0.50%	0.48	0.22
Impact due to decrease of 0.50%	0.46	(0.21)

## Maturity profile of defined benefit obligations

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
0 to 1 Year	0.72	1.44
1 to 2 Year	1.34	1.11
2 to 3 Year	0.93	1.15
3 to 4 Year	0.90	0.90
4 to 5 Year	1.45	0.79
5 to 6 Year	0.93	0.80
6 Year onwards	11.85	4.34

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
0 to 1 Year	1.70	1.35
1 to 2 Year	1.05	1.24
2 to 3 Year	0.85	0.75
3 to 4 Year	0.75	0.66
4 to 5 Year	1.57	0.57
5 to 6 Year	0.73	0.78
6 Year onwards	7.04	3.87

## Expected contribution for the next annual reporting year.

### Gratuity

Description	As at March 31, 2023	As at March 31, 2022
Service Cost	3.39	1.71
Net Interest Cost	1.33	0.71
Expected Expense for the next annual reporting year	4.72	2.42

## Leave encashment

Description	As at March 31, 2023	As at March 31, 2022
Service Cost	3.91	2.09
Net Interest Cost	1.01	0.62
Expected contribution for the next annual reporting year	4.92	2.71

## 43 SHARE - BASED PAYMENTS

Employee Stock Option Plan 2021 namely "ESOP 2021" was adopted by the Board of Directors vide its resolution dated September 28, 2021 and by the shareholders vide its resolution dated September 29, 2021. Under the ESOP 2021, the Company granted stock options ("Grant 1") to the eligible employees of Company which will vest over a period of 3 years from date of Grant and are exercisable for a period of 5 years once vested.

The Nomination and Remuneration Committee of the Company has approved a grants ("Grant 2") under ESOP 2021 with related vesting conditions. Vesting of the options would be subject to continuous employment and certain performance parameters stipulated by the Nomination and Remuneration Committee of the Company. Hence the options would vest with the passage of the time on meeting the performance parameters. However, the above performance condition is only considered in determining the numbers of instruments that will ultimately vest. Options have been granted with vesting period of upto 7 years and are exercisable for a period of 5 years once vested.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

The fair value of the share options is estimated at the grant date using the Black- Scholes option pricing model, taking into account the terms and conditions upon which the share options were granted.

There are no cash settlement alternatives. The Company does not have a past practice of cash settlement for these share options.

	As at March 31, 2023	As at March 31, 2022
Expense arising from equity-settled share-based payment transactions	23.94	12.64

## Movements during the year

The following table illustrates the number of, and movements in, share options during the year:

	As at March 31, 2023 Numbers	As at March 31, 2022 Numbers
Outstanding at the beginning of the year	23,51,250	-
Granted during the year	5,24,500	23,51,250.00
Exercised during the year	-	-
Expired/ lapsed during the year	5,000	-
Outstanding at the end of the year	28,70,750	23,51,250.00
Exercisable at the end of the year	7,75,913	-

The following table list the inputs to the valuation model used for the plan for the year ended March 31, 2023 and March 31, 2022:

	Grant 1	Grant 2
Dividend yield (%)	0%	0%
Volatility (%)	18.37% - 22.30%	18.37% - 22.30%
Attrition rate (%)	0%	20%
Risk-free interest rate (%)	4.17% - 5.11%	7.24% - 7.32%
Average expected life of options (years)	1.5 years - 3.5 years	1 years - 7 years
Weighted average share price (Rs. Per share)	NA	Rs. 428.95 per share
ESOP fair value at the grant date (Rupees)	Rs. 17.53 per share	Rs. 368.29 per share
Date of grant	29th September 2021	24th February 2023
Model used	Black Scholes Model	Black Scholes Model
Exercise price (Rupees per share)	Rs 96.46 per share	Rs 96.46 per share



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 44 RELATED PARTY TRANSACTIONS IN ACCORDANCE WITH INDIAN ACCOUNTING STANDARD (IND AS) -24

1	Key Managerial Personnel (KMP)	Liberatha Peter Kallat (Managing Director) Balaji Srinivasan (KMP since September 02, 2021) Giya Diwaan (Chief Financial Officer since September 24, 2021) Rangoli Agarwal (Company Secretary since October 19, 2021)
2	Directors	Mukesh Yadav (Non - Executive Director) Dinesh Nagpal (Non - Executive Director) Sharadchandra Damodar Abhayankar, Independent Director (from November 30, 2021) Mario Anthony Nazareth, Independent Director (from November 30, 2021) Aditi Balbir, Independent Director (from November 30, 2021) Sudhir Jain, Independent Director (from November 30, 2021)
3	Relative of Directors	Sanyam Nagpal
4	Enterprises over which individual and their relatives exercise significant influence with whom transactions have taken place during the year	Whistling Heights Resorts Private Limited* LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)* Urban Land Management Private Limited* Ankur Associates* DLM Technologies Private Limited {formerly known as Dreamfolks Technologies Private Limited (Since 16.09.2019)}* Pocket Payment Technologies Private Limited (Since 12.04.2021)

\* No transactions with these entities during the year.

### a. Transactions with related parties

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(A) Key Managerial Personnel (KMP)</b>		
<b>Remuneration</b>		
Mukesh Yadav	-	22.84
Dinesh Nagpal	-	22.84
Liberatha Peter Kallat	34.26	34.26
Balaji Srinivasan	5.91	4.18
Giya Diwaan	9.16	3.18
Rangoli Aggarwal	1.28	0.65

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Reimbursements</b>		
Mukesh Yadav	-	0.06
Liberatha Peter Kallat	-	0.15
Balaji Srinivasan	0.57	0.65
Giya Diwaan	0.84	0.45
Rangoli Aggarwal	0.44	0.14
<b>Expenses paid on the behalf of the Company</b>		
Mukesh Yadav	0.10	-
Liberatha Peter Kallat	0.04	-
Balaji Srinivasan	0.03	-
Giya Diwaan	0.02	-
Rangoli Aggarwal	0.00	-
<b>Sitting fee</b>		
Mukesh Yadav	0.70	0.15
Dinesh Nagpal	0.53	0.15
Sharadchandra Damodar Abhayankar	0.64	0.10
Mario Anthony Nazareth	0.67	0.10
Aditi Balbir	0.70	0.10
Sudhir Jain	0.70	0.10
<b>Advance taken</b>		
Mukesh Yadav	-	4.98
Dinesh Nagpal	-	13.02
Liberatha Peter Kallat	-	9.02
<b>Advance recovered</b>		
Mukesh Yadav	-	(4.98)
Dinesh Nagpal	-	(13.02)
Liberatha Peter Kallat	-	(9.02)

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>IPO Expenses on behalf of selling shareholders</b>		
Mukesh Yadav	99.70	16.74
Dinesh Nagpal	99.68	16.24
Liberatha Peter Kallat	65.70	8.12
<b>Rent Payment</b>		
Dinesh Nagpal	1.35	0.33
<b>Remuneration</b>		
Sanyam Nagpal	0.10	-
<b>(B) Enterprises over which individual and their relatives exercise significant influence</b>		
<b>Commission paid</b>		
LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)		0.71
<b>Revenue</b>		
Pocket Payment Technologies Private Limited	0.24	3.55
<b>Business promotion &amp; advertisement exp.</b>		
Pocket Payment Technologies Private Limited	3.01	-
<b>Security deposit recovered</b>		
Urban Land Management Private Limited	62.50	-
<b>Capital advance recovered</b>		
Urban Land Management Private Limited	10.00	-
<b>Reimbursement for expenses paid</b>		
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	-	0.46
<b>Intangible assets purchase</b>		
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	-	43.81

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Advance given</b>		
Whistling Heights Resorts Private Limited	-	45.50
<b>Advances recovered</b>		
Whistling Heights Resorts Private Limited	-	(45.50)

**Notes:**

- 13,06,250 and 10,45,000 options had been granted to Ms. Giya Diwaan and Mr. Balaji Srinivasan respectively during the year ended March 31, 2022 and 10,000 options have been granted to Ms. Rangoli Aggarwal during the year ended March 31, 2023. (refer note 43 - Grant 1 & Grant 2).
- Number of Bonus shares issued to Promoters on September 25, 2021:

Name	No. of shares
Mukesh Yadav	96,90,000
Dinesh Nagpal	94,05,000
Liberatha Peter Kallat	94,05,000

**b. Balances of related parties as at:**

	As at March 31, 2023	As at March 31, 2022
<b>(A) Key Managerial Personnel (KMP)</b>		
<b>Salary recoverable/(payable)</b>		
Balaji Srinivasan	(0.20)	(0.43)
Liberatha Peter Kallat	-	(1.43)
Giya Diwaan	(0.02)	(0.31)
Rangoli Aggarwal	-	(0.16)
<b>Reimbursement payables</b>		
Balaji Srinivasan	(0.28)	(0.15)
Giya Diwaan	(0.06)	(0.23)
Rangoli Aggarwal	-	(0.03)
<b>Expenses payables</b>		
Mukesh Yadav	-	(0.05)
Dinesh Nagpal	-	(0.34)
Rangoli Aggarwal	(0.00)	

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

	As at March 31, 2023	As at March 31, 2022
<b>Other financial assets*</b>		
Mukesh Yadav	8.51	16.74
Dinesh Nagpal	8.51	16.24
Liberatha Peter Kallat	5.45	8.12
* Refer note 55		
<b>(B) Enterprises over which individual and their relatives exercise significant influence</b>		
<b>Security deposit given</b>		
Urban Land Management Private Limited	-	62.50
<b>Capital advance</b>		
Urban Land Management Private Limited	-	10.00
<b>Trade receivables</b>		
Pocket Payment Technologies Private Limited	0.03	-

## 45 SEGMENT INFORMATION

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by Board of Directors to make decisions about resources to be allocated to the segments and assess their performance. The Group's core material business activity falls within a single segment, which is providing airport services to help its clients to achieve their business goals, in terms of Ind AS 108 on Segment Reporting.

In view of the management, there is only one reportable segment as envisaged by Indian Accounting Standard 108, 'Operating Segments' as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder. Accordingly, no disclosure for segment reporting has been made in the financial statements.

## 46 SUB-DIVISION OF EQUITY SHARES

The Board of Directors of the Company in its meeting held on September 2, 2021 have approved sub-division of existing authorised share capital of the Group from Rs. 50.00 million consisting of 5,000,000 equity shares of face value of INR 10 each to 25,000,000 equity shares of face value of INR 2 each and sub-division of existing issued, subscribed and paid-up equity share capital of the Group from Rs. 47.50 million consisting of 4,750,000 equity shares of face value of INR 10 each to 23,750,000 equity shares of face value of Rs. 2 each. This has been approved by the shareholders in their extra-ordinary general meeting held on September 10, 2021.

## 47 ISSUE OF BONUS SHARES

The Board of Directors of the Company in its meeting held on September 24, 2021 had approved issuance of bonus shares in the ratio of 1:1.2 to the existing equity shareholders by capitalizing a sum of Rs. 57.00 million out of the reserves of the Group, pursuant to which issued, subscribed and paid-up equity share capital of the Group stands increased from Rs. 47.50 million consisting of 23,750,000 equity shares of face value of INR 2 each to Rs. 104.50 million consisting of 52,250,000 equity shares of face value of INR 2 each. This has been approved by the shareholders in their extra-ordinary general meeting held on September 25, 2021.

- 48** The Company has outstanding undrawn sanction limit of fund based working capital of Rs. 10 million as at March 31, 2023 (Rs. 10 million as at March 31, 2022) bearing interest rate @ repo rate + 4.5%. The above sanction limit is taken based on personal guarantee of Promoters of The Company.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## 49 CHANGE IN STATUS AND NAME OF THE COMPANY

During the year ending 31 March 2022, the status of the Company has changed from private to public company.

- 50 In accordance with the provisions of section 135 of the Companies Act, 2013 ("Act"), the Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee. During the year, the Committee has approved the budget outlay of Rs. 4.26 million (March 31, 2022: Rs.4.61 million) for Corporate Social Responsibility (CSR). The Group has made payments in accordance with provisions of the Companies Act 2013 and rules made thereunder.

	As at March 31, 2023	As at March 31, 2022
a) Gross amount required to be spent by the Group during the year	4.26	4.61
b) Amount approved by the Board to be spent during the year	4.26	4.61
c) Amount spent during the year:		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above		
Health and Education		
- pertaining to previous year	4.61	6.01
- pertaining to current year	1.71	-
Total CSR spend in actual	6.32	6.01
d) Details related to spent / unspent obligations:		
i) Contribution to Public Trust	-	-
ii) Contribution to Charitable Trust	-	-
iii) Unspent amount in relation to:	-	-
-Ongoing project (Health and Education)	2.55	4.61
-Other than ongoing project	-	-
	<b>2.55</b>	<b>4.61</b>

### Details of ongoing and other than ongoing project

Opening Balance with Group as on April 01, 2022	Amount required to be spent during the year	Amount spent during the year From Group's bank A/c	Deposited in Separate CSR Unspent A/c	Closing Balance With Group In Separate CSR Unspent A/c
4.61	4.26	6.32	2.65	2.65

Opening Balance with Group as on April 01, 2021	Amount required to be spent during the year	Amount spent during the year From Group's bank A/c	Deposited in Separate CSR Unspent A/c	Closing Balance With Group In Separate CSR Unspent A/c
6.01	4.61	6.01	4.61	4.61

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

**51** In the opinion of the management there is no reduction in value of any assets, unless otherwise stated, in terms of requirement of Indian Accounting Standard – 36 “Impairment of Assets”.

**52** There are no present obligations requiring provisions in accordance with the guiding principles as enunciated in Indian Accounting Standard - 37 ‘Provisions, Contingent Liabilities & Contingent Assets’.

## **53 STATUTORY INFORMATION :**

- A) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- B) The Group do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- C) The Group do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory year.
- D) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- E) The Group has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.
- F) The Group have not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- G) The Group have not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- H) The Group do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- I) The Group have not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

**54** Recent pronouncements Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

### **Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

### **Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it is no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2023

All amounts are in INR millions, unless otherwise stated

## Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

## 55 INITIAL PUBLIC OFFERING (IPO)

The Company has completed Initial Public Offer (“IPO”) of equity shares of the face value of Rs. 2/- each at an issue price of Rs. 326/- per equity share, comprising offer for sale of 17,242,368 shares by selling shareholders. The equity shares of the Company has been listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) on September 06, 2022. “other financial assets” include expenses recoverable from the selling shareholders of INR 22.47 millions (March 31, 2022: INR 41.10 million). Further “Other financial liabilities” includes payable to selling share holders of INR 45.43 millions (March 31, 2022: INR Nil).

- 56** As per the MCA notification dated August 5, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain the back-up of the books of account and other relevant books and papers in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create back-up of accounts on servers physically located in India on a daily basis.

The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times and a back-up is maintained in servers situated in India and The Company and its officers have full access to the data in the servers.

As per our report of even date attached

**For S.S. KOTHARI MEHTA & COMPANY**

Chartered Accountants

FRN – 000756N

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

**Dreamfolks Services Limited**

CIN : L51909DL2008PLC177181

**Sunil Wahal**

Partner

Membership No: 087294

Place: Gurugram

Date: May 23, 2023

**Liberatha Peter Kallat**

Managing Director

DIN: 06849062

Place: Gurugram

Date: May 23, 2023

**Mukesh Yadav**

Director

DIN: 01105819

Place: Gurugram

Date: May 23, 2023

**Giya Diwaan**

Chief Financial Officer

M.No.: F401518

Place: Gurugram

Date: May 23, 2023

**Rangoli Aggarwal**

Company Secretary

M.No.: A44096

Place: Gurugram

Date: May 23, 2023

## Glossary

1. <https://www.imf.org/en/Publications/WEO>
2. <https://www.pmi.spiglobal.com/Public/Home/PressRelease/f8065982371144b1926f6539595ddae7>
3. <https://mediacenter.imf.org/news/imf---world-economic-outlook-april-2023-update/s/e76ef1e3-88ea-4fa8-b685-72fd9d5db5c6>
4. <https://www.cnbc.com/2023/01/17/china-reports-3percent-gdp-growth-for-2022.html#:~:text=China%20reported%203%25%20GDP%20growth,rose%20by%203.6%25%20in%202022>
5. <https://www.theguardian.com/business/2023/jul/17/china-gdp-growth-down-economy-june-quarter-gross-domestic-profit>
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7. [https://economy-finance.ec.europa.eu/system/files/2023-02/ip194\\_en\\_1.pdf](https://economy-finance.ec.europa.eu/system/files/2023-02/ip194_en_1.pdf)
8. <https://www.imf.org/en/Publications/WEO#:~:text=Global%20headline%20inflation%20is%20expected,2024%20have%20been%20revised%20upward>
9. <https://timesofindia.indiatimes.com/business/india-business/indias-gdp-grows-by-7-2-in-fy23-govt-data/articleshow/100651861.cms>
10. <https://www.pib.gov.in/PressReleasePage.aspx?PRID=1889192>
11. <https://pib.gov.in/PressReleasePage.aspx?PRID=1894897#:~:text=As%20per%20the%20First%20Advance,in%20contact%2Dintensive%20services%20sector>
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13. <https://economictimes.indiatimes.com/news/economy/indicators/indias-forex-reserves-rise-5-98-bn-to-578-7-bn/articleshow/99138861.cms?from=mdr>
14. <https://timesofindia.indiatimes.com/business/india-business/retail-inflation-cools-to-5-66-in-march-within-rbis-comfort-zone/articleshow/99438588.cms>
15. <https://indianexpress.com/article/business/economy/imf-cuts-india-gdp-for-fy24-to-5-9-8551283/>
16. <https://www.iata.org/en/iata-repository/publications/economic-reports/understanding-the-pandemics-impact-on-the-aviation-value-chain/>
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18. <https://www2.deloitte.com/cn/en/pages/consumer-business/articles/disruptive-digital-technology-integration-consumer-products.html>
19. <https://www.iata.org/en/iata-repository/publications/economic-reports/global-outlook-for-air-transport---june-2023/>
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23. <https://www.ibef.org/blogs/the-sky-s-the-limit-india-s-growing-aviation-industry>
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