

NOTICE

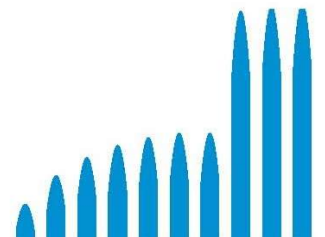
NOTICE is hereby given that the 1/2021-22 Extra-Ordinary General Meeting of the Members of **PHONOGRAPHIC DIGITAL LIMITED** will be held on Wednesday, 20th April, 2022 at 11.00 A.M. through video conferencing/other audio-visual means (VC/OAVM) facility without any physical presence of members to transact following Special businesses:

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

To approve Alteration of Memorandum of Association:

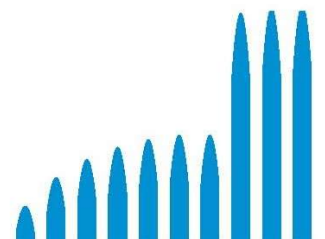
“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the subsequent rules framed thereunder and subject to the approval of Registrar of Companies, Maharashtra, Mumbai and other authorities as may be applicable in this regard, consent of the Members of the Company be and is hereby accorded to alter the existing clause No. 1 and to insert new clause Nos. 2 to 5 in part III “A” “The Main Objects” of the Memorandum of Association of the Company and other existing objects are renumbered accordingly, the altered and new clauses are as under:

1. **To carry out permission and licensing activities, in respect of sound recordings and audio-visuals/ cinematograph films (which expressions wherever used in this Memorandum of Association (MoA) shall include audio-visual songs, music videos and visual recordings), on and across digital, mobile, internet, radio broadcast including FM radio broadcast, television broadcast and other media and modes, both present and future, throughout the territory of the world ; and, to that end, to acquire or procure, on license or assignment or transfer or mandate or any other basis, the copyrights together with ancillary and incidental rights and interest there to, from members of the Company.**
2. **The rights in sound recordings in which the Company shall carry out permission and licensing activities shall include all applicable rights in respect of sound recordings under the Copyright Act, 1957 (hereinafter also referred to as the “Copyright Act”). These rights include without limitation the following rights (along with any and all ancillary and incidental rights and interests thereto) in respect of the sound recordings or any substantial part thereof: (i) to make any other sound recordings embodying the sound recordings including storing of the sound recordings in any medium by electronic or other means, (ii) to sell or give on commercial rental or offer for sale or for such rental, any copy**



of the sound recordings, (iii) to communicate the sound recordings to the public. For clarity, the Company accepts that it shall not engage in licensing of on-ground public performance rights in respect of the sound recordings.

3. The rights in audio-visuals in which the Company shall carry out permission and licensing activities shall include all applicable rights in respect of audio-visuals/cinematograph films under the Copyright Act. These rights include without limitation the following rights (along with any and all ancillary and incidental rights and interests thereto) in respect of the audio-visuals or any substantial part thereof: (i) to make a copy of the audio-visuals including a photograph of any image forming part of the audio-visuals or storing of the audio-visuals in any medium by electronic or other means, (ii) to sell or give on commercial rental or offer for sale or for such rental, any copy of the audio-visuals, (iii) to communicate the audio-visuals to the public. For clarity, the Company accepts that it shall not engage in licensing of on-ground public performance rights in respect of the audio-visuals.
4. To carry out permission and licensing activities, in respect of Synchronization Rights in literary works (or lyrics) and musical works (or musical compositions) embodied in sound recordings and/or audio-visuals, on and across digital, internet, mobile, television broadcast and other modes and media, both present and future, throughout the territory of the world and to that end, to acquire or procure, on license or assignment or transfer or mandate or any other basis, the copyrights together with ancillary and incidental rights and interest thereto, from members of the Company. The Company accepts that it shall not engage in licensing of public performance/communication to the public rights and mechanical rights in respect of the literary works and the musical works embodied in sound recordings and/or audio-visuals. For clarity, “Synchronisation Right(s)” shall mean the right to incorporate/synchronize any work(s) such as underlying work(s) or sound recording(s) with an audio-visual/cinematograph film and “underlying works” shall mean the literary works (or lyrics) and/or the musical works (or musical compositions) embodied in sound recordings and/or audio-visuals.
5. To carry out permission and licensing activities, in respect of rights to display literary works embodied in sound recordings and/or audio-visuals (to the extent such rights are controlled by members of the Company), on and across digital, internet, mobile and other modes and media, both present and future, throughout the territory of the world and to that end, to acquire or procure, on license or assignment or transfer or mandate or any other basis, the copyrights together with ancillary and incidental rights and interest thereto, from



members of the Company. The Company accepts that it shall not engage in licensing of public performance/communication to the public rights and mechanical rights in respect of the literary works embodied in sound recordings and/or audio-visuals. The rights referred to in this clause shall hereinafter also be referred to as “lyrics display rights”.

RESOLVED FURTHER THAT any of the Directors be and hereby severally authorised for and on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to digitally sign and execute all the necessary documents, applications for the purpose of giving effect to the aforesaid resolution.”

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

To approve Alteration of Articles of Association

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under and subject to the approval of Registrar of Companies, Maharashtra, Mumbai and other authorities as may be applicable in this regard, consent of the Members of the Company be and is hereby accorded to adopt the new set of Articles of Association of the Company in place of the existing Articles of Association of the Company.”

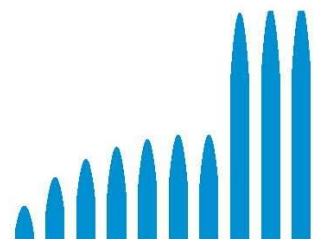
“**RESOLVED FURTHER THAT** any of the Directors be and hereby severally authorised for and on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to digitally sign and execute all the necessary documents, applications for the purpose of giving effect to the aforesaid resolution.”

For and on behalf of the Board

Sanjay Wadhwa
Chairman
DIN: 00203083

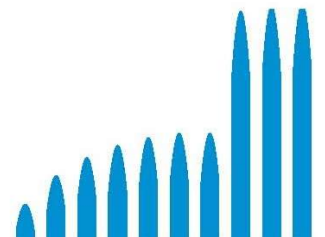
Date:25.03.2022

Place: Mumbai

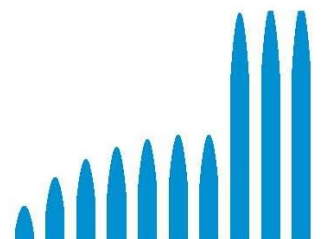


Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) pursuant to General Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated December 31, 2020 and 10/2021 dated 15th June 2021 (“MCA Circulars”), has permitted holding of Extra Ordinary General Meeting (EGM) through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars. Accordingly, the Members are not permitted to appoint proxies to attend and vote at the EGM on their behalf. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
3. Participation through VC/OAVM shall be reckoned for the purpose of quorum for the EGM as per Section 103 of the Companies Act, 2013.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business specified in this Notice is attached.
5. All the relevant documents referred to in this EGM Notice and Explanatory Statement and other documents shall be available electronically for inspection by the members at the EGM. Members seeking to inspect such documents can send an e-mail to info@pdlindia.org from their registered e-mail address.
6. In compliance with the aforesaid MCA Circulars, Notice of the EGM along Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. Members may note that the EGM Notice and Explanatory Statement will also be available on the Company’s website www.pdlindia.org
7. Mr. Lalit S Dhadiwal, Practicing Company Secretary have been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the voting during the EGM by electronic mode and remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed as such and will be available for the said purpose.



8. In case of deceased Members, their respective legal heirs will not be entitled to participate and/or vote at the Extra Ordinary General Meeting (EGM).
9. Family Members, Friends, Children accompanying the Member/Legal Heir, shall not be permitted to attend the meeting.
10. Members desirous of obtaining any information are requested to send their queries to the registered office of the Company at least seven days before the date of the EGM. In case of receipt of query at any time less than seven days before the EGM, such query will not be answered at the EGM but will be dealt with separately by the Company.
11. Corporate members intending to send their authorised representative(s) to attend the Meeting through VC/OAVM on their behalf and to vote through remote e-voting/e-voting at the EGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company by e-mail through their registered e-mail address, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and to vote through remote e-voting/e-voting at the EGM on their behalf.
12. Members are requested to notify the Company about their change of address, if any.
13. The business matter set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting prior to the EGM and e-voting at the EGM provided by Central Depository Services (India) Limited (CDSL) and are given by separate email.
14. Instructions for members for attending the EGM through VC/OAVM and E-voting will be shared through separate email by Central Depository Services (India) Limited (CDSL).





ANNEXURE TO THE NOTICE:

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

Item No. 1:

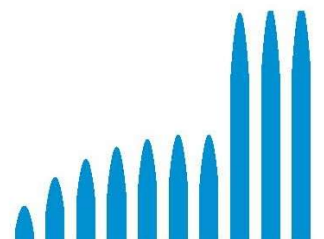
The Board of Directors of the Company is of the opinion that the existing business activities of the Company should be expanded by including *inter alia* permission and licensing activities in respect of sound recordings and/or audio-visuals on and across radio broadcast including FM radio broadcast and television broadcast throughout the territory of the world; permission and licensing activities in respect of Synchronization Rights in literary works (or lyrics) and musical works (or musical compositions) embodied in sound recordings and/or audio-visuals, on and across digital, internet, mobile, television broadcast and other modes and media, both present and future, throughout the territory of the world and permission and licensing activities in respect of rights to display literary works embodied in sound recordings and/or audio-visuals (to the extent such rights are controlled by members of the Company), on and across digital, internet, mobile and other modes and media, both present and future throughout the territory of the world. Accordingly, the Main Object Clause of the Memorandum of Association of the Company is proposed to be amended and new clauses no. 2 to 5 to be inserted as per the details specified in the resolution above.

The Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolution for the approval of the Shareholders by way of Special Resolution.

The existing Memorandum of Association of the Company and the proposed Memorandum of Association of the Company shall be available for inspection at the Registered Office of the Company during working hours i. e. from 10.00 a.m. to 5.00 p. m. till the date of the Extra-Ordinary General Meeting.

In view of the above, your directors recommend the resolutions proposed for the approval of Members.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Directors of the Company are concerned or interested, financially or otherwise, in the said resolution.



Item No. 2:

For facilitating administrative convenience and for the furtherance of the business objectives of the Company, the Directors of the Company propose to adopt the new set of Articles of Association of the Company.

The Board of directors in their meeting held on 15th March 2022 recommended the adoption of new set of Articles of Association subject to members approval by way of a Special Resolution.

The existing Articles of Association of the Company and the proposed Articles of Association of the Company shall be available for inspection at the Registered Office of the Company during working hours i.e. from 10.00 a.m. to 5.00 p.m. till the date of the Extra-Ordinary General Meeting.

In view of the above, your directors recommend the resolutions proposed for the approval of Members.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Directors of the Company are concerned or interested, financially or otherwise, in the said resolution.

For and on behalf of the Board

Sanjay Wadhwa
Chairman
DIN: 00203083

Date: 25.03.2022

Place: Mumbai

