Lalit S. Dhadiwal
Company Secretary

24th September 2025

The Chairman,
PHONOGRAPHIC DIGITAL LIMITED
B-503, 5th Floor, VIP Plaza,
New Link Road, Andheri (W)
Mumbai-400053

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting and e-voting conducted at the 8th Annual General Meeting (AGM) of Members of Phonographic Digital Limited held on 24th September 2025 through Video Conferencing/other audio-visual means (VC/OAVM) Facility.**

Phonographic Digital Limited ("the Company") vide resolution of its Board of Directors dated 19th August 2025, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting at the Annual General Meeting ("AGM") held on Wednesday, 24th September, 2025, through video conferencing/other audio visual means (VC/OAVM) facilities without any physical presence of members on the resolutions contained in the Notice dated 19th August, 2025 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to remote e-voting and e-voting at the Annual General Meeting through Video Conferencing/other audio-visual means (VC/OAVM) Facility, on the resolutions contained in the aforesaid Notice of the Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and e-voting at the Annual General Meeting through Video Conferencing/other audio-visual means (VC/OAVM) Facility is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM through Video Conferencing/other audio-visual means (VC/OAVM) Facility as provided by CDSL.

As required under Section 101 of the Act, a notice was sent to the Members through electronic means for seeking approval of members on following resolutions:

1. **Resolution No. 1:** as an Ordinary Resolution to receive, consider and adopt the audited Financial Statements of the Company for the financial year ended as at 31st March, 2025 together with the Report of the Board of Directors and the Auditors thereon.

2. **Resolution No. 2:** as an Ordinary Resolution To re-appoint Mr. Mandar Ramesh Thakur (DIN: 05333792), as Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. **Resolution No. 3:** as an Ordinary Resolution To re-appoint Mr. Atul Prasad Churamani (DIN: 00893859), as Director, who retires by rotation and being eligible, offers himself for re-appointment.

The Company provided remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions through e-voting by the members of the Company. The Company had also made available e-voting at the 8th AGM through Video Conferencing/other audio-visual means (VC/OAVM) Facility, to enable the members to cast their votes on the aforesaid resolutions.

LALIT S. DHADIWAL
M. No. 20319
C.P. No. 7424
COMPANY SECRETARY

C4-1003, Punyodaya Park, Aadharwadi Jail Road, Next to Don Bosco School, Kalyan (West), Kalyan-421301. Cell No. 9224636144 E mail ID: cslalitdhadiwal@gmail.com

Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 9:00 a.m. of Saturday, 20th September, 2025 upto 5:00 p.m. of Tuesday, 23rd September, 2025. Accordingly, e-votes casted upto 5.00 p.m. of Tuesday, 23rd September, 2025 have been considered for my scrutiny.

After the conclusion of the 8th Annual General Meeting through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') through remote e-voting have been considered for my scrutiny.

In case of members who cast votes through remote e-voting as well as e-voting at the 8th Annual General Meeting, the voting through remote e-voting by such members was treated as valid.

A summary of the votes cast by members through remote e-voting and e-voting at the 8th Annual General Meeting with their pattern of voting is as per **Annexure** enclosed to this Report.

The results of the voting by members through remote e-voting and e-voting at the 8th Annual General Meeting in respect of the above-mentioned Resolutions may accordingly be declared by the Chairman of the Company or any other person authorised by him in this regard.

Thanking you,

Yours sincerely,

Lalit S Dhadiwal
Company Secretary

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COMPANY SECRETARY

Dhadiwal

Lalit S Dhadiwal
Proprietor
M. NO.: 20319
C.P. No. 7424

UDIN: A020319G001330971
Date: 24.09.2025
Place: Mumbai

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Company Secretary

ANNEXURE

Summary of votes casted through remote e-voting and e-voting at the AGM for each of the resolutions is given below:

1. **Resolution No. 1:** as an Ordinary Resolution to receive, consider and adopt the audited Financial Statements of the Company for the financial year ended as at 31st March, 2025 together with the Report of the Board of Directors and the Auditors thereon.

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Summary of votes casted through remote e-voting and e-voting at the AGM:

Sr. No.	Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3
		No. of Votes casted through Remote e-Voting and e-voting at the AGM	No. of Votes casted through Remote e-Voting and e-voting at the AGM	No. of Votes casted through Remote e-Voting and e-voting at the AGM
a.	Votes cast through e-voting at AGM through video conferencing/other audiovisual means (VC/OAVM) facility without any physical presence	10	10	10
b.	Remote e-voting confirmations received	58	58	58
	Total	68	68	68
c.	Less: Invalid E-Voting at AGM through video conferencing/other audiovisual means (VC/OAVM) facility without any physical presence / Remote e-voting confirmations	Nil	Nil	Nil
d.	**Net Valid E-Voting** at AGM through video conferencing/other audiovisual means (VC/OAVM) facility without any physical presence **/ Remote e-voting confirmations**	68	68	68
	(i) E-Voting at AGM through video conferencing/other audiovisual means (VC/OAVM) facility without any physical presence/ Remote e-voting confirmations with **assent** for the Resolution	67	61	63
	% of Assent	98.53	89.71	92.65

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	(ii)	E-Voting at AGM through video conferencing/other audiovisual means (VC/OAVM) facility without any physical presence/ Remote e-voting confirmations with **dissent** for the Resolution	1	7	5
	% of Dissent		**1.47**	**10.29**	**7.35**

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