



## **NOTICE**

**TO  
THE MEMBERS,  
PHONOGRAPHIC DIGITAL LIMITED**

Notice is hereby given that the Extra Ordinary General Meeting of the members of Phonographic Digital Limited (“the Company”) will be held on Monday, 31<sup>st</sup> May, 2021 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 business:

### **SPECIAL BUSINESS:**

1. To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as an ordinary resolution:

#### **Appointment of statutory auditors to fill the casual vacancy:**

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification or amendment thereto or re-enactment thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on March 02, 2021, M/s. Kiran Mehta & Co., Chartered Accountants (Firm Registration No. 105188W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. R H M & CO., Chartered Accountants, (Firm Registration No. 122074W), Mumbai.”

“**RESOLVED FURTHER THAT** M/s. Kiran Mehta & Co., Chartered Accountants (Firm Registration No. 105188W), Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended 31<sup>st</sup> March, 2021 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

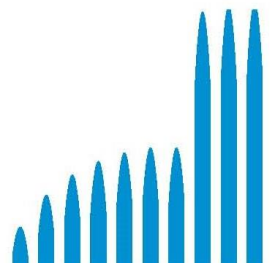
**By Order of the Board**

**FOR PHONOGRAPHIC DIGITAL LIMITED**

**Sd/-  
SANJAY WADHWA  
CHAIRMAN  
DIN: 00203083**

**Place: Chennai  
Date: 5<sup>th</sup> May 2021**

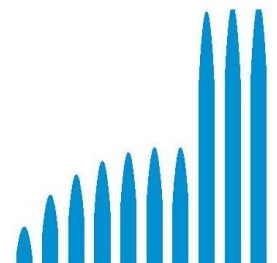
Register Office: B-503, VIP Plaza, Veera Estate, Off New Link Road, Andheri (West),  
Mumbai – 400053, India. Tel: +91 22 62368902/03/04;  
E-mail: [info@pdindia.org](mailto:info@pdindia.org) ; Website: <http://www.pdindia.org>  
CIN: U74999MH2017PLC316341 ; GSTIN: 27AAJCP0626K1Z9





#### 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 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020 and Circular No. 39/2020 dated December 31, 2020 (“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](mailto: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](http://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

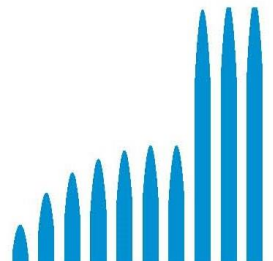




signature(s) of the representative(s) authorised under the said Board Resolution to attend and to vote through remote e-voting/e-voting at the EGM on their behalf.

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).

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**ANNEXURE TO THE NOTICE:**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF THIS NOTICE:**

**Agenda Item No. 1**

M/s. R H M & CO., Chartered Accountants, (Firm Registration No.122074W), Mumbai have by their letter dated 24th February, 2021 tendered their resignation from the position of Statutory Auditors their inability to continue to act as Statutory Auditors of the Company due to facing difficulty in terms of staff availability and other resources, thereby resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139 (8) of the Companies Act, 2013 ("Act").

The casual vacancy caused due to the resignation of existing auditors can only be filled up by the Company in general meeting.

The Board of Directors proposes that M/s. Kiran Mehta & Co., Chartered Accountants having Firm Registration Number 105188W as Statutory Auditor of the company to fill the Casual Vacancy caused by the resignation of existing auditors M/s R H M & CO., Chartered Accountants (FRN No. 122074W).

M/s. Kiran Mehta & Co., Chartered Accountants, (Firm Registration Number FRN No.105188W), have by their letter dated March 01, 2021 conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, an Ordinary Resolution is submitted to the meeting for consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**BY ORDER OF THE BOARD**

**FOR PHONOGRAPHIC DIGITAL LIMITED**

Sd/-  
**SANJAY WADHWA**  
**CHAIRMAN**  
**DIN: 00203083**

**Date: 5<sup>th</sup> May 2021**

