

January, 4 2020

The Chairman,
PHONOGRAPHIC DIGITAL LIMITED
B-502, 5th Floor, VIP Plaza,
New Link Road, Andheri (W)
Mumbai-400053

Dear Sir,

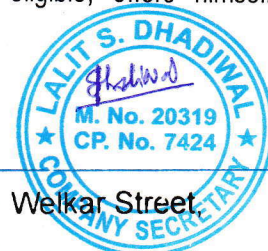
Sub: Scrutinizer's Report on the remote e-voting conducted at Annual General Meeting of Shareholders of Phonographic Digital Limited through Video Conferencing/other audio-visual means (VC/OAVM) Facility.

Phonographic Digital Limited ("the Company") vide resolution of its Board of Directors dated 7th December 2020, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting at the 3rd Annual General Meeting ("AGM") held on Thursday, 31st December, 2020, through video conferencing/other audio visual means (VC/OAVM) facilities without any physical presence of members on the resolutions contained in the Notice dated 7th December, 2020 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 3rd 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 resolutions, 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 along with explanatory statement under Section 102 of the Act was sent to the Shareholders 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 March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. **Resolution No. 2:** as an Ordinary Resolution to appoint a Director in place of Mr. Sanjay Arjundas Wadhwa (DIN: 00203083), who retires by rotation and being eligible, offers himself for reappointment.



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3. **Resolution No. 3:** as an Ordinary Resolution to appoint a Director in place of Mr. Suresh Thangiah (DIN: 00876303) who retires by rotation and being eligible, offers himself for reappointment.
4. **Resolution No. 4:** Appointment of Mr. Sushilkumar Agrawal (DIN: 00116517) as the director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 160, Section 161 and any 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. Sushilkumar Agrawal (DIN: 00116517), who was appointed as an Additional Director of the Company with effect from 15th June, 2020 and in respect of whom, the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are necessary and expedient in this regard from time to time.”

5. **Resolution No. 5:** Appointment of Mr. Deepak Bali (DIN: 01622576) as the director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 160, Section 161 and any 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. Deepak Bali (DIN: 01622576), who was appointed as an Additional Director of the Company with effect from 15th June, 2020 and in respect of whom, the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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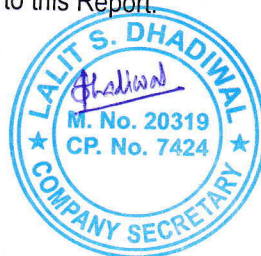
The Company provided remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions through e-voting by the members of the Company. The Company had also made available e-voting at the 3rd AGM through Video Conferencing/other audio-visual means (VC/OAVM) Facility, to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 9:00 a.m. of Monday, 28th December, 2020 upto 5:00 p.m. of Wednesday, 30th December, 2020. Accordingly, e-votes casted upto 5.00 p.m. of 30th December, 2020 have been considered for my scrutiny.

After the conclusion of the 3rd 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 3rd Annual General Meeting, the voting through remote e-voting by such members was treated as valid.

A summary of the votes cast by shareholders through remote e-voting and e-voting at the 3rd 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 3rd 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

Lalit S Dhadiwal

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



UDIN: A020319B001838740

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 statement of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. **Resolution No. 2:** as an Ordinary Resolution to appoint a Director in place of Mr. Sanjay Arjundas Wadhwa (DIN: 00203083), who retires by rotation and being eligible, offers himself for reappointment.
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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	Resolution No. 4	Resolution No. 5
		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	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	9	9	9	9	9
b.	Remote e-voting confirmations received	14	14	14	14	14
	Total	23	23	23	23	23
c.	Less: Invalid E-Voting at AGM through video conferencing/other audiovisual means (VC/OAVM) facility without any physical presence / Remote e-voting confirmations	--	--	--	--	--
d.	Net Valid E-Voting at AGM through video conferencing/other audiovisual means (VC/OAVM) facility without any physical presence / Remote e-voting confirmations	23	23	23	23	23
	(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	23	23	23	23	
	% of Assent	100%	100%	100%	100%	100%
	(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	Nil	Nil	Nil	Nil	Nil
	% of Dissent	Nil	Nil	Nil	Nil	Nil

