

**Notice of Postal Ballot (“Notice” or “Postal Ballot Notice”)  
(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014 and the MCA Circulars)**

To,  
The Shareholders,  
Phantom Digital Effects Limited

**NOTICE** is hereby given to the shareholders of M/s. Phantom Digital Effects Limited (the “Company”) pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the “Act”, which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolution appended below through postal ballot (“Postal Ballot”) by way of postal ballot & remote e-voting.

**Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent through electronic mode to those shareholders whose email address is registered with PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED, the Company’s Registrar and Share Transfer and the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot as per the Exemption under MCA Circular and the shareholders are required to communicate their assent or dissent through the Postal ballot/e-voting system only.**

The Board of Directors of the Company recommends approval of the shareholders for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is annexed hereto.

The Board of Directors of the Company has appointed **Mr. M. Sudhakar, Practicing Advocate having Enrollment number: MS.3908/2021**, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions given in Postal ballot form and return the same duly completed. Postal Ballot Form(s), can be sent by courier/Ordinary Post or by registered post / speed post at the given address. The Postal Ballot Form(s) may also be deposited personally at the given address. The duly completed postal ballot form(s) should reach the Scrutinizer not later than **5:00 p.m. on May 04, 2023**, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.



CIN: L92100TN2016PLC103929

**Phantom Digital Effects Limited**

Reg.off: Kosmo One, 6th floor, Tower B, Plot No.  
14 3rd Main Road, Ambattur, Chennai - 600 058  
GST. NO. 33AAICP4586D1ZD

044-42833212

info@phantom-fx.com

www.phantom-fx.com

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the section 'Remote E Voting'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

Members are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent **on or before Thursday, 04<sup>th</sup> May 2023** by means of Postal ballot/e-voting facility provided by the Company.

**1. To appoint Mr. Suryaraj Kumar (DIN: 00714694) as an Independent Director of the Company for first term of Five years**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations"), and in terms of the recommendation of the Nomination and Remuneration Committee vide meeting dated 13<sup>th</sup> February 2023 and approval of the Board of Directors of the Company vide meeting dated 13<sup>th</sup> February 2023, Mr. Suryaraj Kumar (DIN: 00714694), Independent Director, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director for first term of 5 (Five) years with effect from 13<sup>th</sup> February 2023 till 12<sup>th</sup> February 2028, and whose period of office shall not be liable to determination by retirement of directors by rotation."

**"RESOLVED FURTHER THAT** any of the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors of  
**PHANTOM DIGITAL EFFECTS LIMITED**

**BEJOY ARPUTHRAJ S**  
**MANAGING DIRECTOR**  
**DIN: 03459098**

Place : Chennai  
Date : 04<sup>th</sup> April, 2023

#### Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts of the aforesaid item is annexed hereto as Annexure I and which forms part of this Postal Ballot Notice.
2. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office and Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Govt Holidays).
3. The Company has appointed **M. Sudhakar, Practicing Advocate having Enrollment number: MS.3908/2021** for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny on or before Saturday, 06<sup>th</sup> May 2023. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the National Stock Exchange of India Limited and shall also be available on the Company's website (<https://phantomfx.com/>) The resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Thursday, 04<sup>th</sup> May 2023, in terms of SS-2.
4. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Tamil daily newspaper circulating in Tamilnadu (in vernacular language, i.e. Tamil).
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. Further, the member cannot exercise his vote by proxy on Postal Ballot.

#### CUT-OFF DATE

**7. The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, 31<sup>st</sup> March 2023 (hereinafter referred to as the "Cut-off Date").** A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

#### DISPATCH OF POSTAL BALLOT NOTICE

8. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, 31<sup>st</sup> March 2023**. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer

Agents. For Members whose email IDs are not registered, the **hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot as per the Exemption under MCA Circular**

8. Shareholders whose name appear on the Register of Members as on the Cut-off date will only be considered eligible for the purpose of e-voting and such shareholders are requested to record their assent or dissent through remote e-voting facility and postal ballot.

9. A Member cannot exercise his vote by proxy on postal ballot.

10. A copy of this Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company's website (<https://phantomfx.com/>), NSDL weblink at (<https://www.evoting.nsdl.com/>), and also on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).

**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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@phantom-fx.com](mailto:cs@phantom-fx.com).
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 [cs@phantom-fx.com](mailto:cs@phantom-fx.com). 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 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.

#### **REMOTE E-VOTING:**

1. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote e-voting"). The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are given.

2. **The remote e-voting period commences on Wednesday, 05th April 2023 (10.00 a.m. IST) up to Thursday, 04th May 2023 (5.00 p.m. IST).** During this period, the shareholders of the Company holding fully paid-up shares, either in physical form or in demat form, as on the **Cut-off Date, i.e. Friday, 31<sup>st</sup> March 2023**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

3. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case they are already registered with NSDL for remote e-voting, they can use their existing User ID and password for e-voting.

4. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below.

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 <b>IDeAS</b> 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 <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 <b>"Register Online for IDeAS Portal"</b> 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 <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> 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</li> </ol>

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.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- 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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there are 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.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on

	registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 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.nsd.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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 who’s voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 [advocatesudha2015@gmail.com](mailto:advocatesudha2015@gmail.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 to (Mr. Ms. Prajakta Pawle) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## Contact details for any grievances connected with the postal ballot including voting by electronic means

### 1. National Securities Depository Limited (E-Voting Partner)

**Contact Person: Ms. Prajakta Pawle**

NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,  
Senapati Bapat Marg, Lower parel,  
Mumbai 400 013  
Ph: 022 - 4886 7000 and 022 - 2499 7000  
Mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### 2. Purva Sharegistry India Private Limited (RTA)

**Contact Person: Mr. Purva Shah**

9 Shiv Shakti Industrial Estate,  
J.R. Boricha Marg, Lower Parel (E),  
Mumbai - 400011  
Ph: +91- 8928652025  
Mail: [support@purvashare.com](mailto:support@purvashare.com)

### 3. Phantom Digital Effects Limited

**Contact Person: Ms. Pallavi Tongia, Company Secretary**

6 th floor, Tower-B, Kosmo One Tech Park,  
Plot No.14, 3 rd Main road,  
Ambattur, Chennai 600058  
Ph: +91- 9043332392  
Mail: [cs@phantom-fx.com](mailto:cs@phantom-fx.com)



**Annexure I to the Postal Ballot Notice**  
**EXPLANATORY STATEMENT**  
[Pursuant to Section 102 of the Companies Act, 2013]

**Agenda Item No.1: To appoint Mr. Suryaraj Kumar (DIN: 00714694) as an Independent Director of the Company for first term of Five years**

To bring more experience on the Board, your Board had appointed Mr. Suryaraj Kumar (DIN: 00714694) as an Additional Director (Category – Non Executive Independent) on 13th February 2023 for first term of 5 (Five) consecutive years.

Considering the skills, expertise and competencies possessed by Mr. Suryaraj Kumar, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is appointed as an Independent Director. Accordingly, the Nomination and Remuneration Committee of the Company vide its meeting dated 13<sup>th</sup> February 2023 have recommended appointment of Mr. Suryaraj Kumar as Independent Director of the Company to hold office for first term of five years with effect from 13<sup>th</sup> February 2023 till 12<sup>th</sup> February 2028.

Mr. Suryaraj Kumar (DIN: 00714694) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Suryaraj Kumar (DIN: 00714694) for the office of Independent Director of the Company.

The Company has received consent and declaration in writing from Mr. Suryaraj Kumar that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 of the Act.

Except Mr. Suryaraj Kumar, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and as per SEBI LODR Regulation 17 (1) (C) the Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence the appointment of Mr. Suryaraj Kumar as an Independent Director is now being placed before the shareholders for their approval through Postal Ballot.

The Board of Directors recommend passing of the Special Resolution for appointment of Mr. Suryaraj Kumar as an Independent Director of the Company for First term of five years. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 of the accompanying Notice.

**The details of Mr. Suryaraj Kumar being appointed as required to be given in terms of Regulation 6(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India are as under:**

Mr. Suryaraj Kumar, a Commerce graduate holding P.G.D.B.M and B.A. (Hons) Economics, Delhi, is Managing Director of production and distribution Company for over more than 17 years. He possesses vast experience of over 40+ years in the field of Franchising, Marketing, Production Media related to the business of our Company.

He has served in the International Television networks, planned and organised National and International Games and made sponsorship sales of Olympic Games on Doordarshan

SNO	PARTICULARS	DETAILS OF MR. SURYARAJ KUMAR
1	Name of Director	Suryaraj Kumar
2	Date of Birth/Age	26/01/1955 / 68 years
3	Qualifications	PGDBM
4	Experience	More than 40 years' experience in Production and marketing
5	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Act.
6	Date of first appointment to the Board	13 <sup>th</sup> February, 2023
7	Shareholding in the Company, including shareholding as a beneficial owner	NA
8	Relationship with other Directors / KMP	Mr. Suryaraj Kumar is not related to any of the Directors of the Company
9	No. of meetings attended during the year	Mr. Suryaraj Kumar has attended 1 (One) Board meetings held from the period of Appointment till the date of this Notice.
10	In case of Independent Directors, justification for choosing the appointee	Considering the skills, expertise and competencies possessed by Mr. Suryaraj Kumar, it is felt that the Company would be benefitted by his rich experience and expertise.
11	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which Director	Name of committees in which member / chairman Audit Committee – Member Stakeholders Relationship Committee – Member

	1. MEDIAONE GLOBAL ENTERTAINMENT LIMITED (Listed Company) – Managing director holding 4,08,424 Shares	
	Name of Foreign companies in which Director NA	Name of committees in which member / chairman NA
12	Listed entities from which the appointee has resigned in past three years	None
13	Skills and capabilities required for the role as an independent director	Mr. Suryaraj Kumar possesses the requisite skills / expertise / competencies for his appointment as the Independent Director of the Company.

By order of the Board of Directors of  
**PHANTOM DIGITAL EFFECTS LIMITED**

**BEJOY ARPUTHRAJ S**  
**MANAGING DIRECTOR**  
**DIN: 03459098**

Place : Chennai  
Date : 04<sup>th</sup> April, 2023

**PHANTOM DIGITAL EFFECTS LIMITED**

**Postal Ballot Form**

Registered Folio / DP ID & Client ID	
Name and address of the Shareholder(s)  Joint Holder 1 Joint Holder 2	
No. of shares held	

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated **April 04, 2023** by sending my / our assent / dissent to the said Resolutions by place the tick mark (v) at the appropriate boxes below:

S. No.	Special Resolution	No. of Shares Held	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
1	To appoint Mr. Suryaraj Kumar (DIN: 00714694) as an Independent Director of the Company for first term of Five years			

\_\_\_\_\_  
Member's Signature

Place:

Date:


**Note: Request you to read the instructions carefully before voting on the resolutions.**





CIN: L92100TN2016PLC103929

**Phantom Digital Effects Limited**

Reg.off: Kosmo One, 6th floor, Tower B, Plot No.  
14 3rd Main Road, Ambattur, Chennai - 600 058  
GST. NO. 33AAICP4586D1ZD

 044-42833212

 info@phantom-fx.com

 www.phantom-fx.com

**Address for sending the Postal Ballot Form**

**TO**

**M. SUDHAKAR  
PRACTISING ADVOCATE  
C/o PHANTOM DIGITAL EFFECT LIMITED  
Lakshmi Builders, Hari & Siva Flats,  
Plot No. 300, A S-4, 2<sup>nd</sup> Floor, Nethaji Street,  
Gnanamurthy Nagar, Ambattur,  
Chennai – 600053  
Ph: 9841039588**