

To  
National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor, Plot No. C /1, G Block,  
Bandra - Kurla Complex, Bandra (E), Mumbai – 400051,  
Maharashtra, India.

Date: 27.01.2026

(NSE Symbol: PHANTOMFX)

Dear Sir/Madam,

**Sub - Postal Ballot Notice.**

In continuation of our intimation dated 22<sup>nd</sup> January, 2026 and pursuant to the Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') as amended from time to time. we attached herewith a copy of the Postal Ballot Notice ('Notice') of **M/s. Phantom Digital Effects Limited** ('the Company') dated 22<sup>nd</sup> January, 2026, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the Listing Regulations, for seeking approval of the Members of the Company on the following resolutions forming part of the Notice:

Sl. No.	Particular	Type of Resolution
01.	Appointment of Mr. Srinivasan Rajabather (DIN: 10859866) As a Non-Executive Independent Director for a term of five years	Special Resolution
02.	Appointment of Mr. Muthukumaran (DIN: 08588714) as a Non-Executive Independent Director for a term of five years	Special Resolution
03.	Increase in the existing Borrowing Limit of the Company under Section 180(1)(C) of the Companies Act, 2013	Special Resolution
04.	Approval for Creation of Mortgage or Charge on the Assets, Properties or Undertaking(s) of the Company	Special Resolution
05.	Approval to make Investments, Give Loans, Guarantees and Security in Excess of Limits Specified under Section 186 of the Companies Act, 2013	Special Resolution
06.	Approval for migration of the Shares of the Company from NSE Emerge SME Platform To Main Board of National Stock Exchange of India Limited	Special Resolution

In compliance with various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('RTA') i.e., Purva Shareregistry India Private Limited, and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 23<sup>rd</sup> January, 2026 ('Cut-off date'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members. The remote e-voting period commences on Friday, 30<sup>th</sup> January,

2026 from 9:00 a.m. (IST) and ends on Saturday, 28<sup>th</sup> February, 2026 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. The results of the Postal Ballot will be announced within the timeline prescribed under the provisions of the Companies Act, 2013 read with the rules made thereunder. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would take place only through the remote e-voting system.

The instructions for remote e-voting are provided in the Notice. The Members whose e-mail addresses are not registered with the Company/Depositories/ Depository Participants / RTA, to receive the Notice, may register their e-mail address with the Company / RTA, on or before 5:00 p.m. (IST) on Saturday, 28<sup>th</sup> February, 2026. The process for registration of e-mail address is also provided in the enclosed Notice. The said Notice is also being made available on the website of the Company at <https://phantomfx.com/index.html> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

**Thanking You,  
For Phantom Digital Effects Limited**

**Bejoy Arputharaj Sam Manohar  
Managing Director  
DIN: 03459098**

**Encl: As above**

## **NOTICE OF POSTAL BALLOT**

**Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.**

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<b>REMOTE E VOTING STARTS ON</b>	<b>REMOTE E VOTING ENDS ON</b>
30.01.2026, 09.00 A.M. IST	28.02.2026, 05.00 P.M. IST

NOTICE is hereby given pursuant to the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), read with the General Circular No.09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India, hereinafter collectively referred to as the ('Circulars') to transact the special businesses as set out hereunder by passing Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by Phantom Digital Effects Limited ("the Company") only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 05.00 P.M. (IST) on 28<sup>th</sup> February, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company has appointed SKD & Associates, Practicing Company Secretary, (CP No. 27050/ Membership No.: FCS 7408), Chennai as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or any other person authorized by him. The results declared, along with the Scrutinizer’s Report, shall be announced by the Chairman or such person as authorized, within the stipulated timelines. The Scrutinizer’s decision on the validity of votes cast will be final. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice

The said results will be displayed on the website of the Company at [www.phantomfx.com](http://www.phantomfx.com), the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the Stock Exchanges where the Company’s Ordinary Shares are listed at The National Stock Exchange of India Limited (‘NSE’) and be made available at the website viz. at [www.nseindia.com](http://www.nseindia.com).

### **SPECIAL BUSINESS:**

#### **1. APPOINTMENT OF MR. SRINIVASAN RAJABATHER (DIN: 10859866) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE YEARS.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** Mr Srinivasan Rajabather (DIN: 10859866), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from January 22, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from

time to time, the appointment of Mr Srinivasan Rajabather (DIN: 10859866), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation on 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five years commencing from 22.01.2026 to 21.01.2031 and who would not be liable to retire by rotation, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution on) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

## **2. APPOINTMENT OF MR. MUTHUKUMARAN (DIN:08588714) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE YEARS.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** Mr. Muthukumaran (DIN:08588714), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from January 9, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director (Non-Executive Independent) of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Muthukumaran (DIN:08588714), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five years commencing from 22.01.2026 to 21.01.2031 and who would not be liable to retire by rotation, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

### **3. INCREASE IN THE EXISTING BORROWING LIMIT OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of all the earlier resolutions passed by the members in this regard and pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactments thereof), read with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors) to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities), in any currency, whether Indian or foreign, as may be required for the existing business requirements/expansions of the Company from time to time, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 300 crores (Rupees three hundred Crores only), over and above the aggregate of the paid-up capital and its free reserves at any time and the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

### **4. APPROVAL FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of all the earlier resolutions passed by the members in this regard, and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory

modifications or re-enactments thereof) read with the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors), to mortgage, pledge, hypothecate and / or create charge in addition to the existing mortgage, pledge, hypothecation, charges created by the Company, on all or any of the immovable / movable properties of the Company, whosoever situated, present and future, and the whole or substantially the whole of the undertaking/s of the Company, and in such manner as the Board may deem fit, together with power to take over substantial assets or management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and / or any other financial institutions / investment institutions / banks or their Agent/s or Trustee/s, if any from whom financial assistances are / would be availed by the Company to secure amounts lent and advanced / agreed to be lent and advanced to the Company by them either severally or jointly up to a limit of Rs. 300 crores (Rupees three hundred Crores only) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions / investment institutions / banks, etc. in respect of financial assistance availed / to be availed from them or to the Trustees."

**"RESOLVED FURTHER THAT** the charge / mortgage in favour of the consortium of banks / financial institutions / investment institutions / banks, etc. as aforesaid shall rank pari-passu or subordinate or subservient to the existing or future charges already created / to be created in favour of the consortium of banks / financial institutions / investments institutions / Debenture Trustees / banks / any other authority as may be decided by the Board in consultation with the said lenders."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise with the lenders, the debenture-holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and/ or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to all such acts, deeds and things, to execute all such documents, instruments and writings as may be necessary, proper and expedient to give effect to this Resolution."

## **5. APPROVAL TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of all the earlier resolutions passed by the members in this regard and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 200/- Crores, (Rupees Two Hundred Crores Only)., notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be).”

**06. APPROVAL FOR MIGRATION OF THE SHARES OF THE COMPANY FROM NSE EMERGE SME PLATFORM TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED:**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 277 and other applicable provisions of Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including

any statutory modifications or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the listing agreement entered into by the Company with National Stock Exchange of India Limited (“NSE”) where the equity shares of face value of Rs.10/- each (“Equity Shares”) of the Company are currently listed and in accordance with the eligibility criteria for migration from NSE SME platform to NSE main board as specified by NSE and other applicable laws consent of the members of the Company be and is hereby accorded to migrate the equity shares of the Company, from NSE Emerge (SME platform of NSE) to the Main Board of NSE and consequently, the listing and trading of Equity Shares of the Company on the Main Board of NSE.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to make application to NSE for the migration of the Equity Shares of the Company from the SME Platform of NSE to the Main Board of NSE, to appoint and engage such professional(s) and advisor(s) as they deem appropriate and to fix and pay fees and remuneration to them, finalize, execute, file and submit the Information Memorandum, certificates, undertakings, confirmations, agreements, contracts and such other documents and instruments as may be necessary and to accept and carry out any modifications, alteration or changes therein, delegate all or any of their powers to one or more officer(s) of the Company, settle any question, difficulty or doubt, that may arise in giving effect to this resolution and also to do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For PHANTOM DIGITAL EFFECTS LIMITED**

**Sd/-  
BEJOY ARPUTHARAJ SAM MANOHAR  
Chairman & Managing Director  
DIN: 03459098**

**Place: Chennai  
Date: 22.01.2026**

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice'). Further as required in terms of Secretarial Standard - 2 and Listing Regulations, the information (including profile and expertise in specific functional areas) pertaining to the Director recommended for appointment are provided herewith.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from Purva Shareregistry Pvt. Ltd., the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Friday, January 23, 2026 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. Friday, January 23, 2026. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in Note No. 11 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut Off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

5. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

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6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.phantomfx.com](http://www.phantomfx.com), the relevant section of the website of NSE at [www.nseindia.com](http://www.nseindia.com) on which the Ordinary Shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. The voting for this Postal Ballot cannot be exercised through proxy.

8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [cs@phantom-fx.com](mailto:cs@phantom-fx.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Saturday, February 28, 2026.

9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, February 28, 2026. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

10. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**11. The instructions for remote e-voting by Members are as under: The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	1. 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 “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ 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 “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ 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 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 or joining virtual meeting & voting during the meeting.
4. 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**



App Store



Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</li> <li>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4.Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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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 or joining virtual meeting & voting during the meeting.
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**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.com">evoting@nsdl.com</a> or call at 022 - 4886 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. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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.nsdl.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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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.com](mailto:evoting@nsdl.com) 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 whose voting cycle is in active status.
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 Mr. Susanta Kumar Dehury by e-mail to

- [susant.fcs@gmail.com](mailto:susant.fcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.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), 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 shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents. 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.

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**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
(THE “ACT”) AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”)  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,  
2015 (“LISTING REGULATIONS”)**

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying Notice.

**Item No. 1:**

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Srinivasan Rajabather (DIN: 10859866), as an Additional Director and also as Non-Executive Independent Director of the Company for a term of five years commencing from 22.01.2026 to 21.01.2031, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution. Based on the skills, competence and expertise in understanding of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Srinivasan Rajabather (DIN:10859866), would be beneficial to the Company. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Sec on 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company. In the opinion of the Board, Mr. Srinivasan Rajabather (DIN: 10859866) is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company. The terms and conditions of his appointment are available for inspection on by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

**Brief profile of Mr. Srinivasan Rajabather (DIN: 10859866) is as follows:**

Mr Srinivasan Rajabather is a seasoned and results driven independent director with 18 Years of experience in Banking, strategic planning and risk management. Adept at providing unbiased perspectives and fostering strong corporate governance structures to ensure compliance, transparency, and long-term growth. Skilled in financial oversight, financial management, ESG initiatives, legal and compliance.

**Professional Experience**

- **Vice President: Corporate Relationship Manager** – Acquiring new clients in Corporate segment. *Shinhan Bank, Feb 2022 – Dec 2022*
- **Assistant Vice President: Relationship Management** – Managing \$60M asset portfolio and acquiring new clients in Medium Enterprises Group segment. *Axis Bank Ltd, June 2018 – Feb 2022*
- **Relationship Management** - Managing \$50M asset portfolio and acquiring new clients in Emerging Corporate segment. *Kotak Mahindra Bank Ltd, Feb 2017 – June 2018*
- **Associate Director – Relationship Management** – Managing \$50M asset portfolio and acquiring new clients in Medium Enterprises segment. *Standard Chartered Bank, 2014 – Jan 2017*
- **Credit Risk Manager** – Managed \$150M asset portfolio of Medium Enterprises segment and individual credit approval delegation up to \$4M. Managed internal and regulatory audits of credit risk function. *Standard Chartered Bank, 2006 – 2014*

**Assistant Credit Manager** – Managed \$70M asset portfolio of SME segment, conducted credit analysis and supported proposals to approving authority. Managed internal and regulatory audits of credit risk function. *City Union Bank Ltd, 2005 – 2006.*

The details of directorship held by Mr. Srinivasan Rajabather (DIN: 10859866) in other companies and other details are given in the Annexure -I to this Notice.

In compliance with the provisions of Sec on 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Srinivasan Rajabather (DIN: 10859866) as Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Special Resolution as set out in this Notice for approval of the Members.

Except Mr. Srinivasan Rajabather (DIN: 10859866) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective, in any way, concerned or interested, financially or otherwise in the Resolution as set out in this Notice.

### Annexure -1:

Details of Director seeking appointment [In pursuance of Regulations on 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

<b>Name</b>	Mr. Srinivasan Rajabather
<b>Din</b>	10859866
<b>Date of Birth and Age</b>	09/01/1977 & 49
<b>Date of first appointment</b>	22.01.2026
<b>Qualifications</b>	Professional
<b>Expertise in specific functional area</b>	Banking, strategic planning and risk management. Adept at providing unbiased perspectives and fostering strong corporate governance structures to ensure compliance, transparency, and long-term growth. Skilled in financial oversight, financial management, ESG initiatives, legal and compliance.
<b>Terms and Conditions of appointment</b>	Appointment as a Non-Executive Independent Director for a period of five years commencing from January 22, 2026, to January 21, 2031, not liable to retire by rotation.
<b>Details of Remuneration on last drawn</b>	Not Applicable
<b>Details of Remuneration sought to be paid</b>	Sitting fees for attending Board and Committee Meetings, if any, where he is a member. Commission, as determined by the Board of Directors.
<b>Number of Board meetings attended during the Financial Year 2025-26.</b>	-
<b>Directorships held in other companies (excluding foreign companies)</b>	KMC Aluminum Limited, Independent Director
<b>Listed Entities from which he has resigned as Director in past 3 years</b>	-
<b>Memberships / Chairmanships of committees of other companies (excluding foreign companies)</b>	KMC Aluminum Limited a. Audit Committee - Chairman b. NRC Committee - Member c. CSR Committee - Member
<b>Number of Equity Shares held in the Company</b>	Nil

**Item No. 02:**

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr Muthukumaran (DIN: 08588714)), as an Additional Director and also as Non-Executive Independent Director of the Company for a term of five years commencing from 22.01.2026 to 21.01.2031, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution. Based on the skills, competence and expertise in understanding of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Muthukumaran (DIN: 08588714), would be beneficial to the Company. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Sec on 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company. In the opinion of the Board, Mr Muthukumaran (DIN: 08588714) is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company. The terms and conditions of his appointment are available for inspection on by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

**Brief profile of Mr. Muthukumaran (DIN: 08588714) is as follows:**

Mr. Muthukumaran is a Fellow Member of the Institute of Company Secretaries of India (FCS), a Commerce Graduate, and a Bachelor of Law, with over a decade of extensive experience in corporate governance, compliance, and board advisory. He is the Founder and Partner of P. Muthukumaran & Associates, a firm of Practicing Company Secretaries, and currently serves as a Board Advisor to multiple corporates.

He is also a Director at PMK Advisors Private Limited, a corporate advisory firm, and PMK Management Consultants Private Limited, a management consultancy company, advising boards

and promoters on governance architecture, regulatory strategy, risk management, and enterprise compliance.

He is a Board Advisor to several prominent organizations, including Tamil Nadu Textbook and Educational Services Corporation, Shri Shabari Group, Stella Maris BOS and other corporates, providing strategic guidance on governance, compliance resilience, and regulatory best practices.

A committed academician, he is the Founder of Elite CS, a training and mentoring platform for CS and CMA aspirants. He regularly delivers sessions on corporate and commercial laws at the Southern India Regional Council (SIRC) of ICSI and its study circles. He has also served as Guest Lecturer at Quaid-e-Millath College, Ethiraj College for Women, and Stella Maris College, Chennai, and currently serves as a Member of the Board of Studies, Stella Maris College.

His leadership roles within the profession include serving as:

- Vice Chairman, Student Forum, ICSI – Southern Region (2014 & 2015)
- Deputy Convener, Chennai South Study Circle of ICSI (2019–20)
- Convener, Chennai South Study Circle of ICSI (2023–24)
- Support Ambassador - BNI Chennai CBD A Region (2024 Onwards)

Beyond his professional pursuits, he is the Founder of VYS Foundation, working in education, youth development, and social initiatives. He served as its Chairman in 2014 and 2016 and presently guides the organization as its Senior & Principal Advisor.

He closely collaborates with the Confederation of Indian Industry (CII) on initiatives related to Ease of Doing Business and policy development, contributing to regulatory reforms and governance-led growth.

The details of directorship held by Mr Muthukumaran (DIN: 08588714) in other companies and other details are given in the Annexure -2 to this Notice.

In compliance with the provisions of Sec on 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Muthukumaran (DIN: 08588714) as Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Special Resolution as set out in this Notice for approval of the Members. Except Mr. Muthukumaran (DIN: 08588714) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective, in any way, concerned or interested, financially or otherwise in the Resolution as set out in this Notice.

## Annexure -2:

Details of Director seeking appointment [In pursuance of Regulations on 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

<b>Name</b>	Mr. Muthukumaran
<b>Din</b>	08588714
<b>Date of Birth and Age</b>	12/07/1994, 32
<b>Date of first appointment</b>	22.01.2026
<b>Qualifications</b>	Professional
<b>Expertise in specific functional area</b>	Management consultancy, advising boards and promoters on governance architecture, regulatory strategy, risk management, and enterprise compliance.
<b>Terms and Conditions of appointment</b>	Appointment as a Non-Executive Independent Director for a period of five years commencing from January 22, 2026, to January 21, 2031, not liable to retire by rotation.
<b>Details of Remuneration on last drawn</b>	Not Applicable
<b>Details of Remuneration sought to be paid</b>	Sitting fees for attending Board and Committee Meetings, if any, where he is a member. Commission, as determined by the Board of Directors.
<b>Number of Board meetings attended during the Financial Year 2025-26.</b>	-
<b>Directorships held in other companies (excluding foreign companies)</b>	PMK Advisors Private Limited - Director PMK Management Consultants Private Limited - Director
<b>Listed Entities from which he has resigned as Director in past 3 years</b>	-
<b>Memberships / Chairmanships of committees of other companies (excluding foreign companies)</b>	Nil
<b>Number of Equity Shares held in the Company</b>	Nil

## Item No. 03:

In order to meet the Company's funding requirements for business expansion, working capital, capital expenditure, investments, and other general corporate purposes, the Company may be required to borrow funds from time to time by way of term loans, working capital facilities,

debentures, or other financial instruments from banks, financial institutions, NBFCs, or any other lender, and/or foreign lender and/or any other institution and/or body corporate / entity / entities and/or authority/authorities. As per the provisions of Section 180(1)(c) of the Act, the Board of Directors shall not borrow in excess of the company's paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the shareholders accorded by way of a special resolution. In view of expanding business operations of the Company, it is necessary to enhance the borrowing limits of the company. Accordingly, the Board of Directors, at its meeting held on 22<sup>nd</sup> January, 2026, has approved, subject to the approval of the shareholders, to borrow monies from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not exceed Rs. 300 Crores (Rupees three hundred crores only).

The Board recommends passing of the Special Resolution as set out in Item no. 03 of this Postal ballot Notice, for approval by the Members of the Company

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company

#### **Item No. 04:**

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company without the consent of the shareholders by way of a Special Resolution. The creation of charge or mortgage on the whole or substantially the whole of the Company's assets in favour of lenders may be deemed as a disposal of an undertaking for the purposes of the said section.

Accordingly, the Board of Directors at its meeting held on 22<sup>nd</sup> January, 2026, subject to the approval of the Members, has approved the creation of such charge(s), mortgage(s), hypothecation(s) or other encumbrance(s) on the whole or substantially the whole of the Company's assets, both present and future, in favour of banks / financial institutions / NBFCs / lenders, to secure the borrowings of the company up to an aggregate amount of Rs. 300 Crores (Rupees three hundred crores only).

The Board recommends passing of the Special Resolution as set out in Item no. 4 of this Postal ballot Notice, for approval by the Members of the Company

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company

**Item No. 05:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Company is permitted to give loans, provide guarantees or securities, or make investments, directly or indirectly, in excess of the limits prescribed under Section 186(2), subject to the approval of the Members by way of a Special Resolution.

In order to meet the funding requirements, business expansion, working capital needs, investments, or other general corporate purposes of the Company and/or its subsidiary, associate, joint venture companies, or other bodies corporate, the Company may be required to give loans, guarantees, provide securities, or make investments from time to time.

Accordingly, the Board of Directors, at its meeting held on 22<sup>nd</sup> January, 2026, has approved, subject to the approval of the Members, to give loans, provide guarantees and/or securities and/or make investments, in one or more tranches, to any person(s) or body corporate(s), including subsidiaries, associates, joint ventures, group companies or any other entity, notwithstanding that the aggregate amount of such loans, guarantees, securities and investments, together with the existing loans, guarantees, securities and investments of the Company, may exceed the limits prescribed under Section 186(2) of the Act, provided that the overall limit shall not exceed Rs. 200 Crores.

The Board recommends passing of the Special Resolution as set out in Item no. 05 of this Postal ballot Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

**Item No. 06:**

The Company's equity shares have been listed on SME Platform of NSE since 21<sup>st</sup> October, 2022. As per the provisions of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 & SEBI LODR, Regulations, 2015 (as amended from time to time) the Company, whose shares are listed on SME Exchange for atleast 3 years and having the Paid- up Share Capital of more than Rs. 10 Crore, Net-worth of atleast Rs. 75 crores and average capitalization shall not be less than Rs. 100 Crores, may migrate from SME Exchange to Main Board.

Your Company is presently has a market capitalization of more than Rs. 350 crores, The Paid-up Equity Share Capital of the Company is Rs. 15,92,28,000/- comprising of 1,59,22,800 number equity shares of face value of Rs. 10/- each, and the networth of the company for the preceding

1<sup>st</sup> half ending 30<sup>th</sup> September, 2025 is more than Rs. 200 crores. Thus, the Company is eligible to migrate to the Main Board of NSE, subject to fulfilment of other criteria as stipulated by NSE.

In terms of Regulation 277 of the SEBI ICDR Regulations, an issuer whose equity shares are listed on SME platform of the stock exchange and whose post issue face value capital is more than Rs.10 Crores and up to Rs.25 Crores and if the issuer fulfils the eligibility criteria for listing on Main Board of the National Stock Exchange of India Limited ("NSE") and for migration from NSE SME platform to NSE main board as specified by NSE and other applicable laws, may migrate its equity shares to the main board of the stock exchange if its members approve the migration by passing a Special Resolution through postal ballot.

As the company meets the eligibility criteria for migration from NSE SME platform to NSE main board as specified by NSE, the Board of Directors of the Company has at their meeting held on 22<sup>nd</sup> January 2026, with the objectives to increase the visibility, enhance liquidity for the shareholders and increase participation by retail investors, approved the proposal of migration of Equity Shares of the Company from NSE SME Platform to Main Board of NSE subject to the approval of the Members of the Company and compliance with guidelines and policy of NSE and the provisions of the SEBI ICDR Regulations.

Pursuant to provisions of Regulation 277 of the SEBI ICDR Regulations, the approval of the Shareholders by way of a Special Resolution through postal ballot is required for the migration of equity shares from the SME platform of NSE to the main board of NSE. Accordingly, the proposed Special Resolution is being circulated to the Members of the Company for their approval in accordance with Regulation 277 of the SEBI ICDR Regulations for migration of Equity Shares of the Company from the SME Platform of NSE to the Main Board of NSE. Thus, the board of directors recommends the Item No. 6 as set out in this notice, for the approval of members of the company by way of Special Resolution.

None of the Directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 6 of this Notice, except to the extent to their shareholding in the Company.

By Order of the Board of Directors  
**For Phantom Digital Effects Limited**

Sd/-  
**Bejoy Arputharaj Sam Manohar**  
**Chairman & Managing Director**  
**Din: 03459098**

**Place: Chennai**  
**Date: 22.01.2026**