

To,
Listing and Compliance
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
BKC, Bandra (East)
Mumbai-400051

Dear Sir/ Madam,

Symbol - PANACHE

Subject: Submissions under Regulation 44(3) of SEBI (LODR) Regulations, 2015 thereof.

This is in reference to our letter dated 6th March, 2018 wherein we have enclosed the Postal Ballot Notice and informed that Company is seeking approval of members through Postal Ballot along with E-Voting.

We further inform that company has conducted Postal Ballot (along with E-voting) for seeking approval of members of the company for following resolutions:

Item No.	Description of the Resolution
1	Special Resolution: Re-appointment of Mr. Rohit Mathur (DIN: 06583736) as Independent Director for second term
2	Special Resolution: Re-appointment of Mrs. Meeta K. Mehta (DIN: 07515717) as Independent Director for second term
3	Special Resolution: Re-appointment of Mr. Bhavin Vinod Adani (DIN: 02919483) as Independent Director for second term
4	Special Resolution: Increasing the limits of Loans, Investments and Guarantee under Section 186 of Companies Act, 2013

In accordance with Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we would like to inform you that the Resolutions mentioned above has been approved by the members of the company with requisite majority. The approval is deemed to have been received on the last date for receipt of duly completed Postal Ballot Forms and E-voting i.e. 5th April, 2018.

The Summarized voting result of the Postal Ballot process (through e-voting and Postal Ballot), along with Scrutinizer's Report received from M/s. D. M. ZAVERI & Co. is enclosed herewith.

Kindly take the same on your record.

Thanking you,
Yours Faithfully,

For Panache Digilife Limited



Amit Devchand Rambhria
Chairman & Managing Director
DIN: 00165919

Place: Mumbai

Encl.: a/a

D. M. ZAVERI & Co.

Company Secretaries

 Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

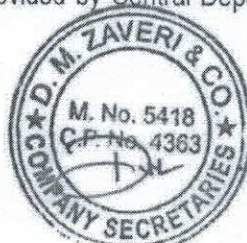
To,
The Chairman,
Panache Digilife Limited
(Formerly known as Vardhaman Technology Limited; earlier Vardhaman Technology Private Limited)
Unit No. 201/B1, Raheja Plaza-1,
L.B.S. Marg, Ghatkopar West,
Mumbai - 400086

Sub: Report on passing of resolution through Postal Ballot Process

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Practising Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on Tuesday, 13th February, 2018 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by Central Depository Services (India) Limited, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolution contained in the Postal Ballot Notice dated 13th February, 2018 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolution contained in the Notice dated 13th February, 2018 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is as per my engagement in this respect including to conduct e-voting, physical ballots voting process in fair and transparent manner and to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolution as stated below, based on the report generated from the e-voting system provided by Central Depository Services (India)



D. M. ZAVERI & Co.

Company Secretaries

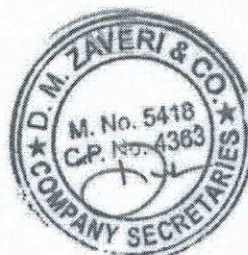
CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

Limited (CDSL), the authorised agency engaged by the Company to provide e-voting facilities and for voting done by postal ballots.

I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on Tuesday, 6th March, 2018 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on 23rd February, 2018.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Wednesday, 7th March, 2018 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto the closure of working hours i.e. 5.00 p.m. on Thursday, 5th April, 2018 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by Central Depository Services (India) Limited for voting thereafter.
- 1.4. No Postal ballot forms were received from the members upto the closing hours and hence no entries has been made in the register for the same.
- 1.5. We have not received any undelivered Envelopes containing postal ballot forms.
- 1.6. I have not found any ballot forms which were considered to be invalid due to either signature mismatch/ no signature/ not voted and duplicate voting.
- 1.7. I have also received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited, the agency for providing and supervising electronic platform on Thursday, 5th April, 2018 at 5.12 p.m. and which was closed by CDSL on Thursday, 5th April, 2018 at 5.00 p.m.
- 1.8. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolution that was put to vote, were generated from the physical ballot forms received by post and



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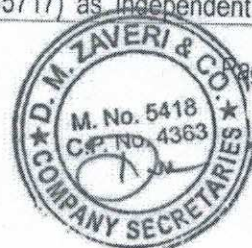
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from report generated from e-voting platform provided by Central Depository Services (India) Limited
is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item No 1: Re-appointment of Mr. Rohit Mathur (DIN: 06583736) as Independent Director for second term									
E-voting	4803200	12	4803200	100.00	NIL	NIL	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	4803200	12	4803200	100.00	NIL	NIL	NIL	NIL	NIL
Item No 2: Re-appointment of Mrs. Meeta K. Mehta (DIN: 07515717) as Independent Director for second term									
E-voting	4803200	12	4803200	100.00	NIL	NIL	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	4803200	12	4803200	100.00	NIL	NIL	NIL	NIL	NIL
Item No 3: Re-appointment of Mr. Bhavin Vinod Adani (DIN: 02919483) as Independent Director for second term									
E-voting	4803200	12	4803200	100.00	NIL	NIL	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	4803200	12	4803200	100.00	NIL	NIL	NIL	NIL	NIL
Item No 4: Increasing the limits of Loans, Investments and Guarantee under Section 186 of Companies Act, 2013									
E-voting	4804800	13	4804800	100.00	NIL	NIL	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	4804800	13	4804800	100.00	NIL	NIL	NIL	NIL	NIL

The special resolution passed by requisite majority is as under;

Reference to provisions of Companies Act, 2013	Type and description of special resolution
Special Resolution pursuant to Section 149 and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Approval for Re-appointment of Mr. Rohit Mathur (DIN: 06583736) as Independent Director for second term
Special Resolution pursuant to Section 149 and other applicable provisions of Companies Act, 2013 and the	Approval for Re-appointment of Mrs. Meeta K. Mehta (DIN: 07515717) as Independent Director



D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
B.Com., F.C.S.

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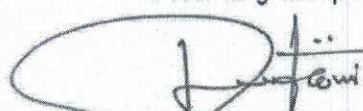
rules made thereunder	for second term
Special Resolution pursuant to Section 149 and other applicable provisions of Companies Act, 2013 and the rules made thereunder	Approval for Re-appointment of Mr. Bhavin Vinod Adani (DIN: 02919483) as Independent Director for second term
Special Resolution pursuant to Section 186 and other applicable provisions of Companies Act, 2013 and the rules made thereunder	Approval of Increasing the limits of Loans, Investments and Guarantee under Section 186 of Companies Act, 2013

1.9. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.

1.10. The above mentioned special resolutions is deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 5th April, 2018.

1.11. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Practising Company Secretary


Dharmesh Zaveri
(Proprietor)
Membership No.: 5418
C.P. No.: 4363
Place: Mumbai
Date: 06.04.2018



FOR PANACHE DIGILIFE LIMITED




Chairman of the Company.
Amit Rambhia
Chairman & Managing Director
DIN: 00165919

Date: 06.04.2018
Place: Mumbai

Panache Digilife Limited

(Formerly known as Vardhaman Technology Ltd.; Earlier Vardhaman Technology Pvt. Ltd.)

Date of declaration of results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: 06.04.2018

Date of the AGM/EGM Postal Ballot Notice	13.02.2018
Date of Passing of Resolution	05.04.2018
Date of Declaration of Result of Postal Ballot	06.04.2018
Total Number of Shareholders on record date i.e. 23rd February, 2018	156
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable since Resolutions are passed through Postal ballot
Promoter and Promoter Group:	
Public:	
No. of shareholders attended the the meeting through Video Conferencing:	Not Applicable since Resolutions are passed through Postal ballot
Promoter and Promoter Group:	
Public:	

Resolution 1: Re-appointment of Mr. Rohit Mathur (DIN: 06583736) as Independent Director for second term

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	4200000	4200000	100	4200000	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	4200000	4200000	100	4200000	0	100	0
Public – Institutional holders	E-Voting	0	0	0	0	0	0	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutional	E-Voting	1800000	603200	33.51111111	603200	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	1800000	603200	33.51111111	603200	0	100	0
Total	E-Voting		4803200	80.05333333	4803200	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	6000000	4803200	80.05333333	4803200	0	100	0



Panache Digilife Limited

(Formerly known as Vardhaman Technology Ltd.; Earlier Vardhaman Technology Pvt. Ltd.)

Resolution 2: Re-appointment of Mrs. Meeta K. Mehta (DIN: 07515717) as Independent Director for second term

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	4200000	4200000	100	4200000	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	4200000	4200000	100	4200000	0	100	0
Public – Institutional holders	E-Voting	0	0	0	0	0	0	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutional	E-Voting	1800000	603200	33.51111111	603200	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	1800000	603200	33.51111111	603200	0	100	0
Total	E-voting	6000000	4803200	80.05333333	4803200	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	6000000	4803200	80.05333333	4803200	0	100	0

Resolution 3: Re-appointment of Mr. Bhavin Vinod Adani (DIN: 02919483) as Independent Director for second term

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	4200000	4200000	100	4200000	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	4200000	4200000	100	4200000	0	100	0
Public – Institutional holders	E-Voting	0	0	0	0	0	0	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutional	E-Voting	1800000	603200	33.51111111	603200	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	1800000	603200	33.51111111	603200	0	100	0
Total	E-voting	6000000	4803200	80.05333333	4803200	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	6000000	4803200	80.05333333	4803200	0	100	0



Panache Digilife Limited

(Formerly known as Vardhaman Technology Ltd.; Earlier Vardhaman Technology Pvt. Ltd.)

Resolution 4: Increasing the limits of Loans, Investments and Guarantee under Section 186 of Companies Act, 2013

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Special

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	4200000	4200000	100	4200000	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	4200000	4200000	100	4200000	0	100	0
Public – Institutional holders	E-Voting	0	0	0	0	0	0	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutional	E-Voting	1800000	604800	33.6	604800	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	1800000	604800	33.6	604800	0	100	0
Total	E-voting	6000000	4804800	80.08	4804800	0	100	0
	Poll/Postal ballot		0	0	0	0	0	0
	Total	6000000	4804800	80.08	4804800	0	100	0

For Panache Digilife Limited

(Formerly Vardhaman Technology Ltd.; Earlier Vardhaman Technology Pvt. Ltd.)

Jinkle



Jinkle Khimsaria
CS & Compliance Officer
Membership No.: A43987

Date: 06.04.2018

Place: Mumbai