

**May 5, 2023**

To,  
Manager – Listing Department,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C-1,  
G Block, Bandra Kurla Complex,  
Bandra East, Mumbai – 400 051

**Subject: Disclosure of Voting Results - Postal Ballot Notice dated March 29, 2023**

**Symbol: PANACHE**

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Dear Sir / Madam,

The Company had sought approval of the members of the Company for the appointment of Mr. Jayesh Rambhia as an Independent Director of the Company and Mr. Nitesh Savla as a Whole Time Director of the Company. Details of voting result of the Postal Ballot, conducted through remote e-voting process, in respect of resolution contained in the Postal Ballot Notice dated March 29, 2023, is enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

The said resolution is passed with the requisite majority on Thursday, May 4, 2023 (the last date for e-voting).

Kindly take the above information on your records.

Thanking you,  
Yours faithfully,

**For Panache Digilife Limited**

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**Harshil Chheda**  
**Company Secretary & Compliance Officer**

Place: Mumbai

Encl.: As above

Date of declaration of results: 5th May, 2023

Date of Closing of Postal Ballot	4th May, 2023
Total Number of Shareholders on record date i.e. 31 March 2023	2714
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable (Resolution passed through Postal Ballot)
Promoter and Promoter Group:	-
Public:	-
No. of shareholders attended the the meeting through Video Conferencing:	Not Applicable (Resolution passed through Postal Ballot)
Promoter and Promoter Group:	-
Public:	-

**Resolution 1: Appointment of Mr. Jayesh Rambhia as an Independent Director of the Company.**

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	78,59,200	78,58,360	99.9893	78,58,360	-	100.0000	-
	PeH/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>78,58,360</b>	<b>99.9893</b>	<b>78,58,360</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	PeH/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutional	E-Voting	41,40,800	2,56,128	6.1855	2,56,108	20	99.9922	0.0078
	PeH/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>2,56,128</b>	<b>6.1855</b>	<b>2,56,108</b>	<b>20</b>	<b>99.9922</b>	<b>0.0078</b>
Total	E-voting	1,20,00,000	81,14,488	67.6207	81,14,468	20	99.9998	0.0002
	PeH/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>81,14,488</b>	<b>67.6207</b>	<b>81,14,468</b>	<b>20</b>	<b>99.9998</b>	<b>0.0002</b>

**Resolution 2: Appointment of Mr. Nitesh Savla as a Whole Time Director of the Company.**

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	78,59,200	78,58,360	99.9893	78,58,360	-	100.0000	-
	PeH/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>78,58,360</b>	<b>99.9893</b>	<b>78,58,360</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	PeH/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutional	E-Voting	41,40,800	2,56,128	6.1855	2,56,108	20	99.9922	0.0078
	PeH/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>2,56,128</b>	<b>6.1855</b>	<b>2,56,108</b>	<b>20</b>	<b>99.9922</b>	<b>0.0078</b>
Total	E-voting	1,20,00,000	81,14,488	67.6207	81,14,468	20	99.9998	0.0002
	PeH/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>81,14,488</b>	<b>67.6207</b>	<b>81,14,468</b>	<b>20</b>	<b>99.9998</b>	<b>0.0002</b>

**CS Dharmesh M. Zaveri**

B Com., F.C.S.

145 | 1<sup>st</sup> Floor | Kesar Residency | Charkop Sector 3 | Kandivali (West) | Mumbai – 400067

Tel.: 022-28679660 | 022-49712722 | 91-89281 01870 | Mobile: +91 98203 20503 | E-mail: dmz@dmzaveri.com | Website: www.dmzaveri.com

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**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,**

Bldg. A3, 102-108 & 201-208, Babosa Industrial Park

Mumbai-Nashik Highway NH3, Saravali Village Bhiwandi

Thane - 421302.

**Sub: Report on passing of resolutions through Postal Ballot Process**

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer through Circular resolution on Thursday, 30 March 2023 for the purpose of scrutinizing the process of remote e-voting done through platform provided by Central Depository Services (India) Limited ('CDSL') 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 resolutions contained in the Postal Ballot Notice dated Wednesday, 29 March 2023 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 conducting process of remote e-voting on the resolutions contained in the Notice dated Wednesday, 29 March 2023 of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by CDSL the authorised agency engaged by the Company to provide remote e-voting facilities.

**CS Dharmesh M. Zaveri**

B Com., F.C.S.

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I submit my report as under;

- 1.1. MCA has issued various circulars providing certain relaxations for compliances under the provisions of the Act and the Rules made thereunder in respect of passing of ordinary and special resolutions by companies and accordingly the hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelopes were not sent to the Members of the Company in view of MCA Circulars. The Company had made necessary arrangements with Central Depository Services Limited ('CDSL'), the System provider for providing a facility of recording votes of the shareholders cast electronically through e-voting and to setup the e-voting facility on the CDSL e-voting platform available on its website; [www.evotingindia.com](http://www.evotingindia.com).
- 1.2. The Company has completed the dispatch of the postal ballot notice on Tuesday, 4 April 2023 electronically to those members whose names appear in the registers of members/ list of beneficial owners received from National Securities Depository Limited / Central Depository Services (India) Limited ('Depositories') on their email IDs registered with the Company or Depositories or Company's Registrar and Share Transfer Agent ('RTA') as at the close of business hours on Friday, 31 March 2023 ('Cut-Off date') and published an advertisement in this regard on Wednesday, 5 April 2023. Members as on Cut-Off date were entitled to vote by way of remote e-voting
- 1.3. The remote e-voting period commenced on 9.00 a.m. (IST) on Wednesday, 5 April 2023 and ended at 5.00 p.m. (IST) on Thursday, 4 May 2023 for the Members exercising their vote through electronic voting. The remote e-voting module were disabled by Central Depository Services (India) Limited ('CDSL') for voting thereafter. All votes cast by e-voting through CDSL received Thursday, 4 May 2023 at 5.00 p.m. being last date fixed by the Company for exercise of vote by electronic means, were considered for my scrutiny.
- 1.4. I have received a complete record of votes cast by electronic mode from CDSL, the agency for providing and supervising electronic platform on Thursday, 4 May 2023 at 05.00 P.M. after closing the same by CDSL after 5.00 p.m.
- 1.5. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolutions that was put to vote from report generated from e-voting platform provided by Central Depository Services (India) Limited is as under:

# D. M. ZAVERI & Co.

Company Secretaries

**CS Dharmesh M. Zaveri**

B Com., F.C.S.

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Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No. of ballot / e-voting entry	Numbers	% to total valid votes	No. of ballot / e-voting entry	Numbers	% to total valid votes	No. of ballot / e-voting entry	Numbers
<b>Item No 1: Appointment of Mr. Jayesh Rambhia as an Independent Director of the Company. (Special Resolution)</b>									
E-voting	8114488	16	8114468	99.9998	1	20	0.0002	0	0
Postal Ballot	0	0	0	0.0000	0	0	0.0000	0	0
<b>Total</b>	<b>8114488</b>	<b>16</b>	<b>8114468</b>	<b>99.9998</b>	<b>1</b>	<b>20</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>
<b>Item No 2: Appointment of Mr. Nitesh Savla as a Whole Time Director of the Company. (Special Resolution)</b>									
E-voting	8114488	16	8114468	99.9998	1	20	0.0002	0	0
Postal Ballot	0	0	0	0.0000	0	0	0.0000	0	0
<b>Total</b>	<b>8114488</b>	<b>16</b>	<b>8114468</b>	<b>99.9998</b>	<b>1</b>	<b>20</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>

The resolutions 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, 150 and 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Appointment of Mr. Jayesh Rambhia as an Independent Director of the Company.
Special Resolution pursuant to Section 196, 197 and 203 and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Appointment of Mr. Nitesh Savla as a Whole Time Director of the Company.

1.6. The above mentioned resolutions is deemed to be passed by requisite majority as on the last date of receipt of postal ballot forms/ closing of e-voting i.e. Thursday, 4 May 2023.

## Company Secretaries

**CS Dharmesh M. Zaveri**

B Com., F.C.S.

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

For D. M. Zaveri & Co.  
Company Secretaries

DHARMESH  
MAHESHCHANDRA  
ZAVERI

Digitally signed by DHARMESH MAHESHCHANDRA ZAVERI  
DN: c=IN, o=PERSONAL, ou=7144,  
pseudonym=514b6af6542286533ded730f9e2b3003da0c13c1f9  
c890ccea6a5a16238bc3, postalCode=400067, st=Maharashtra,  
serialNumber=149fb2e31aa1fd42810af555dd07815123c5be3e069  
ca12ca7858505dad43f22, cn=DHARMESH MAHESHCHANDRA  
ZAVERI  
Date: 2023.05.05 13:26:15 +05'30'

Dharmesh Zaveri  
(Proprietor)  
M. No.: 5418  
C.P. No.: 4363

Place: Mumbai  
Date: 5 May 2023

ICSI UDIN:-F005418E000258572

Accepted by:-

Amit Rambhia  
Chairman & Managing Director