

Date: 11/07/2019

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

Dear Sir/ Madam,

Subject: Proceedings and submission of Results along with scrutinizer report under Regulation 44(3) of SEBI (LODR) Regulations, 2015 thereof.
Symbol – PANACHE

This is in reference to our letter dated 11th June, 2019 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	Ordinary Resolution: Increase in authorized share capital and consequent alteration in the Memorandum of Association of the Company
2	Ordinary Resolution: Issue of Bonus Equity Shares
3	Special Resolution: Migration from NSE EMERGE to the Main Board of NSE Ltd.
4	Special Resolution: Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013
5	Special Resolution: Increasing the limits of Loans, Investments and Guarantee under Section 186 of Companies Act, 2013
6	Special Resolution: Amendment of incidental or ancillary objects clause of the Memorandum of Association

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. 11th July, 2019.

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.

This intimation is also available at the website of the Company i.e. www.panachedigilife.com

Thanking you.
Yours Faithfully,

For Panache Digilife Limited



Amit Devchand Rambhia
Chairman & Managing Director
DIN: 00165919
Place: Mumbai

Encl.: a/a

D. M. ZAVERI & Co.

Company Secretaries

US 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 Website: www.dmzaveri.com

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
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 Wednesday, 5th June, 2019 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 5th June, 2019 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 5th June, 2019 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

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

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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 reply envelopes through courier on Tuesday, 11th June 2019 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 31st May 2019.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Tuesday, 12th June 2019 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, 11th July, 2019 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. Since we have not received postal ballot forms, no comments required in respect of receipt of invalid ballot forms.
- 1.6. 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, 11th July 2019 at 5.12 p.m. and which was closed by CDSL on Thursday, 11th July 2019 at 5.00 p.m.
- 1.7. 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 from report generated from e-voting platform provided by Central Depository Services (India) Limited is as under:



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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	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: Increase in authorized share capital and consequent alteration in the Memorandum of Association of the Company									
E-voting	4905600	17	4905600	100.00	0	0	0.00	0	0
Postal Ballot	0	0	0	0	0	0	0	0	0
Total	4905600	17	4905600	100.00	0	0	0.00	0	0
Item No 2: Issue of Bonus Equity Shares									
E-voting	4905600	17	4905600	100.00	0	0	0.00	0	0
Postal Ballot	0	0	0	0	0	0	0	0	0
Total	4905600	17	4905600	100.00	0	0	0.00	0	0
Item No 3: Migration from NSE EMERGE to the Main Board of NSE Ltd.									
E-voting	4905600	17	4905600	100.00	0	0	0.00	0	0
Postal Ballot	0	0	0	0	0	0	0	0	0
Total	4905600	17	4905600	100.00	0	0	0.00	0	0
Item No 4: Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013									
E-voting	4905600	17	4905600	100.00	0	0	0.00	0	0
Postal Ballot	0	0	0	0	0	0	0	0	0
Total	4905600	17	4905600	100.00	0	0	0.00	0	0
Item No 5: Increasing the limits of Loans, Investments and Guarantee under Section 186 of Companies Act, 2013									
E-voting	4905600	17	4905600	100.00	0	0	0.00	0	0
Postal Ballot	0	0	0	0	0	0	0	0	0
Total	4905600	17	4905600	100.00	0	0	0.00	0	0
Item No 6: Amendment of incidental or ancillary objects clause of the Memorandum of Association									
E-voting	4905600	17	4905600	100.00	0	0	0.00	0	0
Postal Ballot	0	0	0	0	0	0	0	0	0
Total	4905600	17	4905600	100.00	0	0	0.00	0	0



D. M. ZAVERI & Co.

Company Secretaries

BS Dharmesh Zaveri
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The special resolution passed by requisite majority is as under;

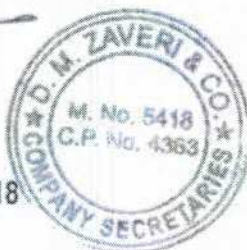
Reference to provisions of Companies Act, 2013	Type and description of special resolution
Ordinary Resolution pursuant to Section 13, 61, 64 and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Increase in authorized share capital and consequent alteration in the Memorandum of Association of the Company
Ordinary Resolution pursuant to Section 63 and other applicable provisions of Companies Act, 2013 and the rules made thereunder	Approval for Issue of Bonus Equity Shares
Special Resolution pursuant to provision laid down in Chapter IX of SEBI (ICDR) Regulations, 2018	Consent for Migration from NSE EMERGE to the Main Board of NSE Ltd
Special Resolution pursuant to Section 185 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 185 of Companies Act, 2013
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
Special Resolution pursuant to Section 4,13 and other applicable provisions of Companies Act, 2013 and the rules made thereunder	Approval for amendment of incidental or ancillary objects clause of the Memorandum of Association

- 1.8. 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.
- 1.9. 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. 11th July 2019.
- 1.10. 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: 11th July 2019



For PANACHE DIGILIFE LIMITED



Director

Chairman of the Company.



Date of declaration of results: 11th July 2019

Date of the meeting /last day of receipt of postal ballot forms (in case of Postal Ballot)	11th July 2019
Total Number of Shareholders on record date i.e. 31st May, 2019	144
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of shareholders attended the the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution 1: Increase in authorized share capital and consequent alteration in the Memorandum of Association of the Company

Resolution required: Ordinary/Special

Ordinary

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	42,00,000	42,00,000	100.0000	42,00,000	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		42,00,000	100.0000	42,00,000	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	18,00,000	7,05,600	39.2000	7,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		7,05,600	39.2000	7,05,600	-	100.0000	-
Total	E-voting	60,00,000	49,05,600	81.7600	49,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		49,05,600	81.7600	49,05,600	-	100.0000	-



Panache Digilife Limited

Resolution 2: Issue of Bonus Equity Shares

Resolution required: Ordinary/Special

Ordinary

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	42,00,000	42,00,000	100.00	42,00,000	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		42,00,000	100.00	42,00,000	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	18,00,000	7,05,600	39.2000	7,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		7,05,600	39.2000	7,05,600	-	100.0000	-
Total	E-voting	60,00,000	49,05,600.00	81.7600	49,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		49,05,600	81.7600	49,05,600	-	100.0000	-

Resolution 3: Migration from NSE EMERGE to the Main Board of NSE Ltd.

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	42,00,000	42,00,000	100.0000	42,00,000	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		42,00,000	100.0000	42,00,000	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	18,00,000	7,05,600	39.2000	7,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		7,05,600	39.2000	7,05,600	-	100.0000	-
Total	E-voting	60,00,000	49,05,600	81.7600	49,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		49,05,600	81.7600	49,05,600	-	100.0000	-



Panache Digilife Limited

Resolution 4: Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013

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	42,00,000	42,00,000	100.0000	42,00,000	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		42,00,000	100.0000	42,00,000	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	18,00,000	7,05,600	39.2000	7,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		7,05,600	39.2000	7,05,600	-	100.0000	-
Total	E-voting	60,00,000	49,05,600	81.7600	49,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		49,05,600	81.7600	49,05,600	-	100.0000	-

Resolution 5: Increasing the limits of Loans, Investments and Guarantee under Section 186 of Companies Act, 2013

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	42,00,000	42,00,000	100.0000	42,00,000	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		42,00,000	100.0000	42,00,000	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	18,00,000	7,05,600	39.2000	7,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		7,05,600	39.2000	7,05,600	-	100.0000	-
Total	E-voting	60,00,000	49,05,600	81.7600	49,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		49,05,600	81.7600	49,05,600	-	100.0000	-



Panache Digilife Limited

Resolution 6: Amendment of incidental or ancillary objects clause of the Memorandum of Association

Resolution required: Ordinary/Special

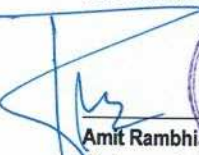
Special

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	42,00,000	42,00,000	100.0000	42,00,000	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		42,00,000	100.0000	42,00,000	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	18,00,000	7,05,600	39.2000	7,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		7,05,600	39.2000	7,05,600	-	100.0000	-
Total	E-voting	60,00,000	49,05,600	81.7600	49,05,600	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		49,05,600	81.7600	49,05,600	-	100.0000	-

For Panache Digilife Limited


Amit Rambhia
Chairman & Managing Director
DIN: 00165919



Date: 11/07/2019
Place: Mumbai