

Date: 06/03/2018

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: Dispatch of Postal Ballot Notice dated 13th February, 2018
Symbol: PANACHE

Dear Sir/Madam,

We hereby inform you that pursuant to section 110 of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014, Reg. 30 of SEBI (LODR) Regulation, 2015, Postal Ballot Notice and Postal Ballot Form are dispatched to the shareholders whose names appear in the register of members / Beneficial owners as on the cut-off date 23rd February, 2018, for seeking approval of the members of the Company by Postal Ballot, including e-voting by electronic means, in the following matter:

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

The Voting period shall commence from Wednesday, 7th March, 2018 at 9.00 a.m. (IST) and end on Thursday, 5th April, 2018 by 5.00 p.m. (IST).

Also, a soft copy of the Postal Ballot Notice is being enclosed herewith and also uploaded on the website of the company i.e. on www.panachedigilife.com.

Kindly take this intimation on your records.

Thanking you,
Yours faithfully,

For Panache Digilife Limited



Jinkle Khimsaria
Company Secretary & Compliance Officer
Membership No. A43987

Place: Mumbai

Encl.: As above

PANACHE DIGILIFE LIMITED

(Formerly known as Vardhaman Technology Limited; earlier Vardhaman Technology Private Limited)

Reg. Off.: Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai – 400086, Maharashtra, India
Tel: +91-022-2500 7002/7502; Email: info@panachedigilife.com; Website: www.panachedigilife.com
CIN: L72200MH2007PLC169415

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Resolutions appended below are proposed to be passed by the Members by way of Postal Ballot/Electronic voting (e-voting). The explanatory statement pertaining to the aforesaid Resolutions setting out the material facts concerning the items and the reasons thereof are annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Dharmesh Zaveri, of M/s. D. M. Zaveri & Co., Practising Company Secretary (Membership No. 5418), as the Scrutinizer for conducting the postal ballot & e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice/Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage is borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed-post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than Thursday 5th April, 2018 at 5.00 p.m. to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member. Also, note that, no other form or photocopy thereof is permitted.

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

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on or before 7th April, 2018 and communicated to the Stock Exchange and shall be displayed at the Registered Office of the Company in addition to Company's website viz. www.panachedigilife.com and on the website of Central Depository Services Limited (CDSL) viz. www.cdslindia.com.

The last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. 5th April, 2018 shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.

Registered Office:

Unit No. 201/B1, Raheja Plaza-1,
LBS Marg, Ghatkopar West,
Mumbai – 400086, MH, India

By Order of the Board of Directors of
Panache Digilife Limited

Place: Mumbai
Date: 13th February, 2018

Jinkle Khimsaria
CS & Compliance officer
Membership No.: A43987

RESOLUTIONS:

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

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

“RESOLVED THAT pursuant to the provisions of sections 149, 160, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), together with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rohit Mathur (DIN: 06583736), who was appointed as an Independent Director not liable to retire by rotation and whose term expired on 16th February, 2018 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment is hereby re-appointed as an Independent Director of the Company to hold office for a term of five years having effect from 17th February, 2018 upto 16th February, 2023, whose period of appointment shall not be liable to retire by rotation.

RESOLVED FURTHER THAT consequent to expiration of her term as an Independent Director of the Company, he shall cease to be a Director of the Company.”

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

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

“RESOLVED THAT pursuant to the provisions of sections 149, 160, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), together with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Meeta K. Mehta (DIN: 07515717), who was appointed as an Independent Director not liable to retire by rotation and whose term expired on 16th February, 2018 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment is hereby re-appointed as an Independent Director of the Company to hold office for a term of five years having effect from 17th February, 2018 upto 16th February, 2023, whose period of appointment shall not be liable to retire by rotation.

RESOLVED FURTHER THAT consequent to expiration of her term as an Independent Director of the Company, she shall cease to be a Director of the Company.”

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

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

“RESOLVED THAT pursuant to the provisions of sections 149, 160, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), together with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Bhavin Vinod Adani (DIN: 02919483), who was appointed as an Independent Director not liable to retire by rotation and whose term expired on 16th February, 2018 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment is hereby re-appointed as an Independent Director of the Company to hold office for a term of five years having effect from 17th February, 2018 upto 16th February, 2023, whose period of appointment shall not be liable to retire by rotation.

RESOLVED FURTHER THAT consequent to expiration of his term as an Independent Director of the Company, he shall cease to be a Director of the Company.”

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

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

“RESOLVED THAT pursuant to the provisions Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the

members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called '**the Board**' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted including but not limited to limited liability partnerships and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted up to a sum exceeding 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more but not exceeding INR 10 Crores (present or future) over and above the limits as prescribed in Section 186 of Companies Act, 2013 i.e. 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

Registered Office:

Unit No. 201/B1, Raheja Plaza-1,
LBS Marg, Ghatkopar West,
Mumbai – 400086, MH, India

By Order of the Board of Directors of
Panache Digilife Limited

Place: Mumbai
Date: 13th February, 2018

Jinkle Khimsaria
CS & Compliance officer
Membership No.: A43987

NOTES:

- 1) The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of resolutions at item no. 1, 2, 3 and 4 are set out below in this Notice.
- 2) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as of 23rd February, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by Courier along with a postage pre-paid self-addressed Business Reply Envelope and it bears the address of the Scrutinizer to which the duly complete Postal Ballot Forms are to be sent.
- 3) The Members whose name appears on the Register of Members / List of Beneficial Owners as on 23rd February, 2018 will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as of the cut-off date 23rd February, 2018.
- 4) There shall be one Postal Ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders. Please complete and sign the Postal Ballot Form (no other Form or photo copy thereof is permitted)
- 5) Duly completed Postal Ballot Form should reach not later than 5.00 p.m. on Thursday 5th April, 2018. Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted. Postal Ballot Form received after the mentioned date will be strictly treated as if no reply has been received from the Member.
- 6) The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting by e-voting shall prevail and votes cast through postal ballot form will be treated as invalid.
- 7) In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an email to compliance@panachedigilife.com. The Registrar and Transfer Agent / Company will forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member.
- 8) In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are mentioned below in this Notice.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their votes electronically through electronic means. The e-voting service facility will be provided by Central Depository Services (India) Limited (CDSL).

The process and manner for remote e-voting are as under:

- (i) The e-voting period commences on Wednesday 7th March, 2018 (9:00 am) and ends on Thursday 5th April, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd February, 2018, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number(DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **PANACHE DIGILIFE LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at dmz@dmzaveri.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 5th April, 2018, upto 5:00 pm without which the vote shall not be treated as valid.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.panachedigilife.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. National Stock Exchange (Emerge Platform).

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions at item No. 1 to 4:

ITEM NO. 1 TO 3:

Mr. Rohit Mathur, holding DIN 06583736; Mrs. Meeta K. Mehta, holding DIN 07515717 and Mr. Bhavin Vinod Adani, holding DIN 02919483 were appointed as Independent Directors of the Company w.e.f. 17th February, 2017 till 16th February, 2018, pursuant to approval of the shareholders under the provisions of the Companies Act, 2013 at the AGM held on 21st September, 2017.

Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors of the Company in their meeting held on 13th February, 2018, re-appointed Mr. Rohit Mathur, Mrs. Meeta K. Mehta, and Mr. Bhavin Vinod Adani, as Independent Directors for a second term of 5 years from 17th February, 2018 up to 16th February, 2023 which shall be subject to the approval of shareholders.

The Company has received notices under Section 160 of the Companies Act, 2013, proposing their candidature for the office of Independent Director of the Company.

Mr. Rohit Mathur, Mrs. Meeta K. Mehta and Mr. Bhavin Vinod Adani have submitted a declaration under section 149 that they are eligible to be re-appointed and in the opinion of the Board, Mr. Rohit Mathur, Mrs. Meeta K. Mehta and Mr. Bhavin Vinod Adani, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for their re-appointments as Independent Directors of the Company and are independent of the management.

Copy of the letter of appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during 11.00 am to 2.00 pm on any working day except Saturdays, Sundays and Public holidays till 5th April, 2018 and draft appointment letters of Independent Directors is available at the website of the Company at www.panachedigilife.com.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolution at 1, 2 and 3 in relation to re-appointment of Independent Directors, for the approval by the members of the Company as Special Resolution.

Except Mr. Rohit Mathur, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution at point 1.

Except Mrs. Meeta K. Mehta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution at point 2.

Except Mr. Bhavin Vinod Adani, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution at point 3.

Information about directors seeking reappointment in compliance with Regulation 26(4) & 36 (3) of SEBI (LODR) Regulations, 2015 and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) is provided as below;

Name of the Director	Mr. Rohit Mathur	Mrs. Meeta K. Mehta	Mr. Bhavin Vinod Adani
Father's Name	Mr. Chandra Kishore Mathur	Mr. Upendra Gulabrai Modi	Mr. Vinod Bachulal Shah
DIN	06583736	07515717	02919483
Date of Birth	27/10/1979	06/09/1975	23/08/1980
Age	39	43	38
Educational Qualification	B.Tech. (Mechanical Engineering) from IIT Kanpur; MBA (Finance and Marketing) from ISB Hyderabad	Bachelors in Commerce and Chartered Accountant (ICAI)	B.Com; MBA in Strategic Carbon Management from University of East Anglia- United Kingdom; Diploma in Management Consultancy from University of East Anglia- United Kingdom.
Experience / Expertise (Brief Profile)	Rohit Mathur has over 14 years of experience across technology development, and investment banking for healthcare, pharmaceutical and life sciences sectors. He is an entrepreneur in the area of big data analytics, has vast experience in building	Meeta K. Mehta is practising Chartered Accountant and has a vast experience in serving Small to Medium Sized enterprises, High Net Worth Individuals (including NRIs) and large co-operative societies, services across Audits – statutory and	Bhavin Adani was Managing partner at Jyoti Impex, India (Rubber & Chemical Trading organisation) upto 2007. He was Carbon & Energy consultant at Easton Farm College, Norfolk (Commercial Farm & College); East of England

	business models around technology platforms and analytic use cases, responsible for developing technology/knowledge tie-ups, thought leadership across sectors. Previously worked with Ernst & Young and Centrum Capital in the investment banking team.	Internal, Income Tax matters, and RBI matters. She is an empanelled auditor under the Maharashtra State Cooperative Societies Act, 1960 & is the Statutory Auditor of some of the land mark Societies of Mumbai. She has served Vice Presidents, CxOs & Directors of several large Korean, European and American MNCs in taxation matters.	Energy Group, Great Yarmouth (Not for profit regional energy industry association) and Carbon Connections, Norwich (Carbon Consultants) till 2009. Currently he is associated as Director with Jyoti Green Trade Private Limited.
Nature of his expertise in specific functional area	Technical & Finance	Finance	Management & Technical
Terms and conditions of appointment or re-appointment	Re-appointment as an Independent Director for 5 years not liable to retire by rotation	Re-appointment as an Independent Director for 5 years not liable to retire by rotation	Re-appointment as an Independent Director for 5 years not liable to retire by rotation
Last drawn remuneration	N.A.	N.A.	N.A.
Date of 1st Appointment on the Board	17/02/2017	17/02/2017	17/02/2017
No. of Board Meetings attended during the year (till 13 th Feb 2018)	Seven	Seven	Seven
No. of share held as on date	NIL	NIL	NIL
Relationship with other directors, manager & KMP	None	None	None
Directorships in listed entities	-Panache Innovations Limited -Exponentia Datalabs Pvt. Ltd.	-Panache Innovations Limited	-Revio Software Private Limited
List of Memberships/ Chairmanship in other company	Panache Innovations Limited Chairman: 1. Nomination and Remuneration Committee. 2. Stakeholders Relationship Committee. Member: Audit Committee.	Panache Innovations Limited Chairperson: Audit Committee. Member: 1. Nomination and Remuneration Committee. 2. Stakeholders Relationship Committee.	NIL

ITEM NO. 4:

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporates, in excess of the limits prescribed under Section 186, can be exercised by the Board only with the consent of the shareholders obtained by means of a Special Resolution.

In order to support its business activities, the Company may acquire shares of other body corporates, give loans and /or give guarantees or provide security to any person or other Body Corporate. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution for authorizing the Board to exercise aforesaid powers, in excess of 60% of the paid-up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum limit of INR 10 Crores, over and above the limits prescribed under the abovementioned Section 186 of the Companies Act, 2013.

In view of this, it is proposed to seek approval of the members by means of a special resolution.

The Board recommends the Resolution as set out at Item no. 4 of the Notice as a Special Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned / interested in the above resolution.

Registered Office:

Unit No. 201/B1, Raheja Plaza-1,
LBS Marg, Ghatkopar West,
Mumbai – 400086, MH, India

By Order of the Board of Directors of
Panache Digilife Limited

Place: Mumbai
Date: 13th February, 2018

Jinkle Khimsaria
CS & Compliance officer
Membership No.: A43987