

Date: December 05, 2024

To,
The Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai - 400 001.

Subject: Notice of Postal Ballot of Panabyte Technologies Limited (formerly known as Panache Innovations Limited)

Ref: Scrip Code: 538742

Dear Madam/Sir,

We enclose herewith a copy of the Postal Ballot Notice of Panabyte Technologies Limited (formerly known as Panache Innovations Limited) ('the Company') dated December 05, 2024, along with the Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 and related Rules read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice'), for seeking approval of the Member(s) of the Company by way of postal ballot through remote e-Voting on the following resolutions:

SN	Description of Resolution	Type of Resolution
1	Appointment of Mrs. Chhaya Rajendra Bhonslay (DIN: 07133344) as an Independent Director of the company	Special Resolution
2	Approval of the requests received for Re-classification of certain members of the Promoter and Promoter Group of the Company from 'Promoter Group' category to 'Public' category.	Ordinary Resolution

In compliance with the provisions of the General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), issued by the Ministry of Corporate Affairs, Government of India, read with applicable SEBI Circulars, this Notice is being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants ('DPs')/Registrar and Transfer Agent ('RTA') and whose names are recorded in the Register of Members maintained by the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, November 22, 2024 ('Cut-Off Date')**.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-Voting facility to the Members. The remote e-Voting period commences on **Friday, December 06, 2024, from 9:00 a.m. (IST)** and ends on **Saturday, January 04, 2025, at 5:00 p.m. (IST)**. The e-Voting module shall be disabled by CDSL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for (i) remote e-Voting and (ii) Process for those shareholders whose email addresses are not registered with the depositories, have been provided in the 'Notes' section forming part of the Notice.

The Postal Ballot Notice is also being uploaded on the Company's website at www.panabyte.com and on the website of CDSL at www.evotingindia.com. The results of the e-voting by Postal Ballot (with the Scrutinizer's report) will be announced and uploaded on the website of the Company at www.panabyte.com, on the website of CDSL at www.evotingindia.com and the same shall be communicated to the Stock Exchanges on or before 7th January, 2025.

This disclosure is being made pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your kind perusal and member's information. You are requested to take the same on your record.

Thanking you.

Yours Faithfully,
For Panabyte Technologies Limited
(formerly known as Panache Innovations Limited)

Harshada Mohite
Company Secretary & Compliance Officer

Encl: As above

PANABYTE TECHNOLOGIES LIMITED

(Formerly known as Panache Innovations Limited)

Registered & Corporate Office: Office No. 105, Primus Business Park, Plot No. A-195,
Road No. 16/A, Ambika Nagar No. 2, Wagle Industrial Estate,
Thane – 400604, Maharashtra, India.

Tel:+91-8657641575; **Email:** info@panachemodera.com; **Website:** www.panabyte.com

CIN: L51100MH1981PLC312742

NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
Friday, December 06, 2024, at 9:00 a.m. (IST)	Saturday, January 04, 2025, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 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 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), as amended from time to time, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as ‘MCA Circulars’), to transact the special businesses as set out hereunder by passing Special Resolutions, by way of postal ballot only, by voting through electronic means (‘remote e-Voting’).

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof (‘Statement’) is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, Panabyte Technologies Limited (Formerly known as Panache Innovations Limited) (‘Company’) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘RTA’)/Depositories/Depository Participants. Accordingly, physical copy of the Notice along with Postal Ballot Form is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the 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 Company has engaged the services of Central Depository Services (India) Limited (‘CDSL’) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: www.panabyte.com

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the ‘Notes’ section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting.

SPECIAL BUSINESS:

1) APPOINTMENT OF MRS. CHHAYA RAJENDRA BHONSLAY (DIN: 07133344) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 made there under (including any statutory modification(s) or reenactment thereof for the time being in force), applicable Regulation, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendations of the Nomination and Remuneration Committee, and that of the Board, Mrs. Chhaya Rajendra Bhonslay (holding DIN: 07133344), who was appointed as an Additional Independent Director (Non-Executive) of the Company by the Board of Directors w.e.f. 12th November, 2024, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years from the original date of appointment i.e. 12th November, 2024 to 11th November, 2029.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company for the time being, be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose for giving effect to this resolution.”

2) APPROVAL OF THE REQUESTS RECEIVED FOR RE-CLASSIFICATION OF CERTAIN MEMBERS OF THE PROMOTER AND PROMOTER GROUP OF THE COMPANY FROM ‘PROMOTER GROUP’ CATEGORY TO ‘PUBLIC’ CATEGORY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 31A and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (the **SEBI Listing Regulations**), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (**SEBI ICDR**) including any amendments, reenactment and pre-enactments for the time being in force or as may be relevant, pursuant to the approval of the Board of Directors at its Meeting held on November 12, 2024 and other applicable laws, and subject to necessary approvals from the BSE Limited where the securities of Panabyte Technologies Limited (the **Company**) are listed (the **BSE/ Stock Exchange**) and statutory authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to de-classify or re-classify the status of the following persons (for the sake of brevity, referred to as the Rambhia Group) from ‘Promoter and Promoter Group’ to ‘Public’ category, since members of the Rambhia Group are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly, as also explained and detailed in the explanatory statement, and also approve to change their status and shareholding in the Company from “Promoter and Promoter Group” category to “Public” shareholders / category in the shareholding pattern of the Company, records and/or disclosures.

Sr No.	Name of the Member Promoter	Category	Number of Equity Shares	% of Shareholding
1.	Amit D Rambhia	Promoter	0	0.00%
2.	Nikit D Rambhia	Promoter	0	0.00%
3.	Devchand Lalji Rambhia	Promoter	0	0.00%
TOTAL			0	00.0%

RESOLVED FURTHER THAT for giving effect to the foregoing resolutions, any Director(s) and / or the Chief Financial Officer and / or the Company Secretary & Compliance Officer of the Company (collectively the “**Authorised Signatories**”) be and are hereby severally authorised, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, to do all acts, deeds, matters and things and execute all documents, deeds and writings, and make all necessary filings and applications, including applications to the BSE to seek reclassification of the Applicants from ‘Promoter and Promoter Group’ category to ‘Public’ category, and take all steps and give such directions as may be required, necessary, expedient, or desirable in connection with or incidental thereto for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.

RESOLVED FURTHER THAT any actions, deeds and decisions taken by the Board and/or key managerial personnel of the Company in relation to any matters referred or contemplated in this resolution or relating to re-classification of the Rambhia Group to 'Public' category, be and are hereby approved, ratified and confirmed.

RESOLVED FURTHER THAT upon receipt of requisite approval from the Stock Exchanges or other authority as may be required, the Company shall mention about such re-classification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI Listing Regulations and in all other records, filing etc. as may be relevant or necessary from such date as may be appropriate.”

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) setting out material facts are appended herein below.
2. In terms of the guidelines provided vide 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 the Depositories, the Company’s Registrar and Transfer Agent (‘RTA’) as on Friday, November 22, 2024 (‘Cut-Off Date’) and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. 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, November 22, 2024 (‘Cut-Off Date’).
3. 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 e-mail 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.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in notes of this Notice.
5. The remote e-voting shall commence on Friday, December 06, 2024, at 9:00 a.m. (IST) and shall end on Saturday, January 04, 2025, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
6. The Board of Directors has appointed Mr. Dharmesh Zaveri (Membership No. FCS 5418, COP No. 4363) of M/s. D. M. Zaveri & Co, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer has consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer’s decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.panabyte.com and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office as well as Corporate Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, January 04, 2025.
10. Members may download the Notice from the Company’s website at www.panabyte.com or from CDSL’s website at www.evotingindia.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to compliance@panachemodera.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period December 06, 2024 to January 04, 2025.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i)The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii)Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii)Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv)In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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 & 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.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is 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</p> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@panachemodera.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

**By Order of the Board of Directors
For Panabyte Technologies Limited
(Formerly known as Panache Innovations Limited)**
Sd /-
Harshada Mohite
Company Secretary & Compliance officer
Membership No.: A73929

Date: December 05, 2024

Place: Thane

Registered Office:

Office No. 105, Primus Business Park, Plot No. A-195, Road No. 16/A,
Ambika Nagar No. 2, Wagle Industrial Estate, Thane – 400604, Maharashtra, India.

Tel: +91 8657641575 **E-mail:** info@panachemodera.com **Website:** www.panabyte.com

CIN: L51100MH1981PLC312742

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. Appointment of Mrs. Chhaya Rajendra Bhonslay (DIN: 07133344) as an Independent Director of the Company.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, further recommend to appoint Mrs. Chhaya Rajendra Bhonslay (holding DIN: 07133344), aged 62 years, as an Independent Director (Non-Executive) of the Company, for a term of 5 (five) consecutive years with effect from 12th November, 2024 under Section 149, 150 and 152 of the Companies Act, 2013 to hold office upto 11th November, 2029.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, concluded and recommended to the Board that Mrs. Chhaya Bhonslay's qualifications and the rich experience of over decades meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mrs. Chhaya Bhonslay possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and her association would be of immense benefit to the Company.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the appointment of Mrs. Chhaya Rajendra Bhonslay as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 12th November, 2024 to 11th November, 2029 is being placed before the shareholders for their approval by way of a special resolution. Mrs. Chhaya Rajendra Bhonslay will not be liable to retire by rotation.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Chhaya Rajendra Bhonslay signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mrs. Chhaya Rajendra Bhonslay.

In the opinion of the Board, Mrs. Chhaya Rajendra Bhonslay fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI Listing Regulations for being eligible for her appointment. Mrs. Chhaya Bhonslay is not disqualified from being appointed as a Director as per the Companies Act, 2013 and has given her consent to act as a Director of the Company and also provided declaration to the effect that she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

Additional Information pursuant to the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS- 2) are provided as annexure to this Notice.

Except Mrs. Chhaya Rajendra Bhonslay (DIN: 07133344), being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

Considering her expertise and knowledge, the Board considers that the appointment of Mrs. Chhaya Rajendra Bhonslay as an Independent Director of the Company will be in the interest of the Company, and hence, The Board recommends the Resolution at item no. 1 as set in the Notice as a Special Resolution, for approval of the Members.

2. Approval of the requests received for re-classification of certain members of the promoter and promoter group of the company from 'promoter group' category to 'public' category

The Company has received a letter dated November 8, 2024 from the following persons, collectively referred to as the **Rambhai Group**, seeking re-classification of their status from the category of 'Promoter and Promoter Group' to 'Public' in terms of

regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) and other applicable laws.

Sr No	Name of the Member Promoter	Category	Number of Equity Shares	% of Shareholding
1.	Amit D Rambhia	Promoter	0	0.00%
2.	Nikit D Rambhia	Promoter	0	0.00%
3.	Devchand Lalji Rambhia	Promoter	0	0.00%
TOTAL			0	00.0%

The Board of Directors of the Company, at its Meeting held on November 12, 2024, had taken note that the Applicants had confirmed the following:

- (i) they are in no way related to any business activities carried out by the Company; and
- (ii) they are not involved in the management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of its shareholding; and
- (iii) they are not associated with the Company in any manner, directly or indirectly, resultantly, other than in capacity as an ordinary public shareholder.

Each Applicant has given an undertaking that, in terms of Regulation 31A(3)(b) of the SEBI Listing Regulations, the Applicant and the persons related to the Applicant (*as defined under Regulation 31A(1)(b) of the SEBI Listing Regulations*):

- (i) do not, together hold more than 10% of the total voting rights in the Company;
- (ii) do not exercise control over the affairs of the Company, directly or indirectly;
- (iii) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholders' agreements;
- (iv) are not represented on the board of directors (including through having a nominee director) of the Company;
- (v) are not acting as a key managerial person in the Company;
- (vi) are not 'willful defaulters' as per the Reserve Bank of India;
- (vii) have not been categorized as fugitive economic offenders.

Each Applicant has confirmed that there is no pending regulatory action against such Applicant.

Each Applicant has confirmed that the Applicant shall (a) at all times from the date of re-classification, continue to comply with the conditions specified in sub-clause (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI LODR; and (b) comply with the conditions mentioned in sub-clauses (iv), (v) of clause (b) of regulation 31A(3) of SEBI LODR for a period of not less than 3 (three) years from the date of reclassification and thereafter.

The Board of Directors of the Company at their Meeting held on November 12, 2024 had considered the facts stated above and approved the request for re-classification from 'Promoter and Promoter Group' category to 'Public' category subject to approval of the Shareholders of the Company and approval of the BSE, and/ or such other authorities, as may be required.

Pursuant to Regulation 31A(3)(c) of the SEBI Listing Regulations:

- (i) the Company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI Listing Regulations;
- (ii) the trading in the Company's Equity Shares is not suspended by BSE;
- (iii) the Company does not have any outstanding dues to SEBI, BSE or the depositories.

In view of the above, the Board recommends the Ordinary Resolution as set out at Item no. 2 of the Notice, for approval by the Members of the Company. The Members may note that in accordance with the Listing Regulations, the Applicants and persons related as defined under clause (b) of sub-regulation (1) of Regulation 31A of the Listing Regulations shall not vote on this

resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.2 of the Notice.

**By Order of the Board of Directors
For Panabyte Technologies Limited
(Formerly known as Panache Innovations Limited)**

Sd/-

Harshada Mohite

Company Secretary & Compliance officer

Membership No.: A73929

Date: December 05, 2024

Place: Thane

Registered Office:

Office No. 105, Primus Business Park, Plot No. A-195, Road No. 16/A,

Ambika Nagar No. 2, Wagle Industrial Estate, Thane – 400604, Maharashtra, India.

Tel: +91 8657641575 **E-mail:** info@panachemodera.com **Website:** www.panabyte.com

CIN: L51100MH1981PLC312742

ANNEXURE TO THE NOTICE

Details of Director seeking appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings

1. Agenda Item 1

Profile of Mrs. Chhaya Rajendra Bhonslay (DIN: 07133344)



Name of the Director	Mrs. Chhaya Rajendra Bhonslay
Father's Name	Late Rajaram Atmaram Sawant
DIN	07133344
Date of Birth	15/05/1962
Age	62 years
Nationality	Indian
Resignation (from listed Companies in last three years)	Nil
Educational Qualification	She has completed Bachelors in Electrical Engineering, VJTI Mumbai; Diploma in Management Studies, Mumbai University; Diploma in Electrical Regulations, MERC, 2006; PG Diploma (Adv Mgt), AMU; Leadership program (Fulbright scholar), Carnegie Mellon.
Brief profile /Experience/ Expertise	<p>Mrs. Chhaya Rajendra Bhonslay, aged 62 years, is a professional having vast experience in the Energy Utility sector. She has over 35+ years at Tata Power, India's largest integrated private power utility, present across the entire power value chain of conventional & renewable energy, power services and next- generation customer solutions including solar rooftop and EV charging stations.</p> <p>She has held Position of Quality head responsible for Quality Management of Entire Generation, Transmission, Distribution business assets of Tata Power along with Renewable Generation area both in Wind, Solar. Quality Assurance and inspection. Diagnostic testing, protection system and commissioning of these assets. She has also held position of Chief – Technical Services, with responsibility for Technology Strategy, Design, Engineering & commissioning of power systems projects for reliability and expansion.</p> <p>She has Facilitated McKinsey Study of work process optimization & improvement at Tata Power towards reduction of operational costs and preparation of new Enterprise Level Business Process Manual. She is a Member managing committee of Electrical Research and Development Association (ERDA).</p> <p>She also holds key positions in various companies/Associations and is an Independent consultant in Technical, HR and POSH area. She brings many years of well-rounded administrative, practical and business knowledge and her experience and expertise will be of great use for the Company.</p>

Nature of her expertise in specific functional area	Engineering, Project Management, Commissioning & Maintenance of Power System, Commercial, Regulatory, HR, POSH & Diversity
the skills and capabilities required for the role	Refer Item No. 1 of the Notice and Explanatory Statement
Terms and conditions of appointment or re-appointment or re-designation	Upon recommendation of Nomination & Remuneration Committee, the Board has appointed Mrs. Chhaya Rajendra Bhonslay as a Additional Independent Director, not liable to retire by rotation, for a tenure of 5 consecutive years commencing from 12th November, 2024 subject to approval of the shareholders within three months through Postal Ballot.
Last drawn remuneration	Nil
Date of 1st Appointment on the Board	12/11/2024
Number of Meetings of the Board attended	Nil Board Meetings were held post her appointment.
Shareholding in the Company	Nil
Relationship with other Directors, Manager & KMP	Mrs. Chhaya Bhonslay is not related to any Director on the Board of the Company.
Other Directorships	Nil
Committee Memberships in other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Mrs. Chhaya Bhonslay is not debarred from holding the office of director pursuant to any SEBI order or any other authority.