

Date: August 31, 2023

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

Dear Sir/ Madam,

Subject: Annual Report including notice of 42<sup>nd</sup> AGM for the financial year ended March 31, 2023.  
Security Code – 538742

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the Annual Report including notice of 42<sup>nd</sup> AGM of the Company for the financial year ended March 31, 2023.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report including the Notice of 42<sup>nd</sup> AGM of the Company for the financial year 2022-23 has been sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

The aforesaid report is also available on the website of the Company at [www.panabyte.com](http://www.panabyte.com).


This is for your kind perusal and member's information.

Please take the same on your record and acknowledge us the receipt.

Thanking you,

Yours Faithfully

For Panabyte Technologies Limited  
(Formerly known as Panache Innovations Limited)

  
**Prakash M. Vichhivora**  
Chairman & Managing Director  
DIN:03123043



**Place:** Mumbai  
**Encl:** As above



# Panabyte

---

## 2023 ANNUAL REPORT

Panabyte Technologies Limited



# TABLE OF CONTENTS

## ◆ Particulars

About This Report	-----	1
Corporate Information	-----	2
Chairman's Letter	-----	5
Business Overview	-----	6

## ◆ Statutory Reports

Directors Report	-----	17
Annexure to Directors Report	-----	31

## ◆ Financials Statements

Independent Auditor's Report	-----	52
Balance Sheet	-----	63
Statement Of Profit & Loss	-----	65
Statement Of Changes in Equity	-----	66
Cash Flows Statement	-----	67
Notes To Financial Statements	-----	70

## ◆ AGM Notice

Notice To Members	-----	103
Explanatory Statement	-----	117
Annexure A To 42nd AGM Notice	-----	120
Annexure B To 42nd AGM Notice	-----	122



# About This Report

Panabyte Technologies Limited (formerly known as Panache Innovations Limited) is publishing its 42nd Annual Report for FY 2022-2023 to provide a holistic assessment of its financial as well as non-financial performance. Through this report, we strive to provide enhanced disclosures to meet the requirements of our stakeholders.

## Reporting Principle

- i. The Companies Act, 2013 (including the rules made thereunder),
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. The Indian Accounting Standards.

## Reporting Period

The Annual Report FY 2022-2023 is an annual publication for the period April 1, 2022 to March 31, 2023.

## Materiality, Scope & Boundary

The Annual Report FY 2022-2023 includes information that is material to Panabyte Technologies Limited's (formerly known as Panache Innovations Limited) stakeholders and provides an overview of the business processes and activities that assist in long-term value creation. Panabyte Technologies Limited (formerly known as Panache Innovations Limited) also shares insights about the strategic priorities, business model, risks and mitigants.



# Corporate Information

## 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.

CIN: L51100MH1981PLC312742

(T): +91 8291529934

(E): [info@panachemodera.com](mailto:info@panachemodera.com)

## 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.

## Share Registrars and Transfer Agents

Niche Technologies Private Limited  
3A Auckland Place, 7th Floor,  
Room No. 7A & 7B, Kolkata 700 017.  
West Bengal

(T): 033- 2280 6616/17/18

(E): [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

(W): [www.nichetechpl.com](http://www.nichetechpl.com)

## Statutory Auditors

KPB & Associates  
Chartered Accountant

## Secretarial Auditors

D.M. Zaveri & Co.  
Company Secretaries



# Board and Committees

## The Board

---

Mr. Prakash Vichhivora	- Managing Director & Chairman
Mr. Amit Rambhia	- Chairman (Resigned w.e.f. 30th May, 2023)
Mr. Hetal Vichhivora	- Whole-Time Director & CFO
Ms. Tejaswini More	- Independent Director
Mr. Anil Dagade	- Independent Director
Mr. Shailesh Gala	- Independent Director

## The Committees

---

### AUDIT COMMITTEE

- a. Shailesh Gala - Chairperson
- b. Tejaswini More - Member
- c. Anil Dagade - Member

### NOMINATION AND REMUNERATION COMMITTEE

- a. Anil Dagade - Chairperson
- b. Tejaswini More - Member
- c. Shailesh Gala - Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE

- a. Shailesh Gala - Chairperson
- b. Tejaswini More - Member
- c. Anil Dagade - Member



# Key Management Personnel

## **Chief Financial Officer**

**Mr. Hetal Mavji Vichhivora**

## **Company Secretary & Compliance Officer**

**Ms. Saloni Hurkat**

(Resigned w.e.f. 16th August, 2023)

**Ms. Ayushi Sahu**

(Appointed w.e.f. 17th August, 2023)

## **Internal Auditor**

**SSPK & Associates**

Chartered Accountants(For F.Y. 2022-23)

**Sanket Sangoi & Associates**

Chartered Accountants (For F.Y. 2023-24)

## **Banks**

**CANARA BANK**



# Chairman's Letter



Dear Shareholders,

Greetings from Panabyte!!

As I prepare to present to you Panabyte Technologies Limited Annual Report 2022-23, on behalf of the Board of Directors, I welcome you all to the 42nd Annual General Meeting of your company.

I hope this letter finds you in good health and high spirits. As a proud shareholder of Panabyte Technologies Limited, I wanted to express my appreciation for the commitment and dedication shown by the company in delivering cutting-edge security solutions to our clients. As a long-term investor, I am truly pleased with the company's performance, and I would like to extend my sincere gratitude to you and the entire management team for your efforts in maintaining the company's growth trajectory.

Over the years, Panabyte Technologies Limited has remained at the forefront of the security technology industry, consistently adapting to emerging trends and technological advancements. Your strategic decision-making and unwavering focus on innovation have positioned the company as a reliable leader in the market. It is with immense pride that I observe the growth in our market share and the expansion of our customer base, which are indicative of the company's unwavering commitment to excellence.

As a shareholder, I firmly believe that our success is intrinsically tied to how well we understand and serve our clients. However, I am confident that with our exceptional team and forward-thinking management, we are well-equipped to tackle these challenges head-on.

Additionally, I would like to encourage the company to continue investing in research and development to remain at the forefront of technological advancements in the industry. As competition intensifies, it is crucial that we stay one step ahead by offering state-of-the-art security solutions that address the unique needs of our clients.

Moreover, I urge the company to prioritize sustainable practices and social responsibility in all aspects of our operations. Emphasizing environmental consciousness, ethical business practices, and corporate social responsibility will not only foster goodwill among our clients but also strengthen the trust and confidence of our shareholders.

In conclusion, I am highly optimistic about the future of Panabyte Technologies Limited and firmly believe that our company is on a path to deliver exceptional shareholder value. As a shareholder, I am committed to supporting the company's growth and success, and I look forward to witnessing our collective efforts bear fruit in the coming years.

Once again, thank you for your leadership and dedication to the success of Panabyte Technologies Limited. As shareholders, we stand united in our support for the company's mission and vision.

Wishing you continued success and prosperity.

Sincerely,

**Prakash Mavji Vichhivora**

Chairman & Managing Director





# BUSINESS OVERVIEW

**Panabyte Technologies Limited** (Formerly known as Panache Innovations Ltd.) is a BSE listed and ISO 9001:2015 certified Company, engaged in Supply, Service, Manufacturing and Production. This is a more than 30-year-old company which provides tailor made solutions to meet the most customized needs of clients. Panabyte Technologies Ltd is a leading solutions provider in the country, offering wide range of solutions and services across various verticals in technology solutions, consulting and business systems integration involving, electronic and security systems, card printing, asset management, and maintenance services for technology solutions, peripherals, and accessories to our valuable clients.

**Panabyte Technologies Limited** is committed to originality & excellence in offering feasible solutions to their client in the field of Information Technology & Solutions. The reputation of Panabyte Technologies, its desirable client support, complete breadth of solutions capability, domain proficiency, and strong associations with global technology partners is supported by quality processes, planned methodology and constant infrastructure infusions. Panabyte Technologies approach is inimitable, and it attempts to deliver quantifiable advantages to its customers.

# PRODUCTS & SERVICES

## Access Control & Time Attendance Management



Time and Attendance System helps you streamline employee attendance & boosts employee productivity in your workplace. Time and Attendance Management Software provides improved efficiency, accuracy, and productivity to the resource management and HR process in your organizations.

This system has inbuilt Roster management and tightly integrates with access control systems to provide employee attendance & overtime information and generate exceptions to their respective departments, HR and Payroll systems.

The primary role of access control security, or the true access control security meaning, is to ensure the highest level of protection for a building and its occupants and contents by managing access to reduce risk. With 60% of companies using dated access control solutions that become more vulnerable every year, it is paramount for companies to regularly review their access control security (International Security Journal).

Unauthorized intruders can steal or damage property. If they gain access to areas such as server rooms or executive offices, for example, they could steal sensitive commercial or personal data, or launch cyber-attacks from unsecured devices within the building. In extreme situations, intruders might try to disrupt normal activities or harm people within the building.

Access control techniques can provide other important benefits. For example, the data from access control devices can give useful insight into usage levels for resources, such as conference rooms or car parks where entry systems are in place. This can help facilities management teams to develop plans based on accurate data.

Access control in conjunction with surveillance also enables security teams to manage movement and limit access within busy areas to reduce the risk of overcrowding or maintain social distancing – a critical contribution to safety during the pandemic.

# Canteen Management System



Designed to simplify cafeteria operations in both private and vendor managed cafeterias, food court operations in corporate offices, business parks, single & multi tenanted complexes.

- Employee meal booking via Web, Mobile App, Kiosk
- Large Screen displays with calorific and nutrient values.
- Kitchen Inventory module with Bill of Materials
- Food Waste Monitoring and reporting
- Kitchen routine maintenance, inspection, and asset tracking

## Hierarchy Level operation system

- Can be linked to Employee Attendance & Access Control system master.
- Buzzer, lamp and display for Employee code.
- Canteen wise daily consumption count visible on each punching machine.
- Provision to track ad hoc orders
- Kitchen inventory and Procurement management
- All reports downloadable in Excel, PDF, CSV format on daily basis.
- Auto Activation & De-activation of Canteen Software with Attendance System for every newly joined employee.
- Department master creation / deletion option available.
- Subsidized meal request management.
- Payment Gateway Integration

## Credential Support

- New-age Touchless Credentials-Face Recognition, Bluetooth
- RF Cards - Smart/ Proximity Cards

### **Cashless Transactions**

- Offers Post-paid and Pre-paid Accounting Options.
- Cashless Cafeteria Processing

### **Consumption Status**

- Displays Consumption Details in Real- time.
- Allows Request Correction for an Erroneous Entry

### **Food Planning**

- Proper Food Planning using Attendance Data
- Reduces Wastage of Food
- Keeps Track of Food Consumption

### **Restricted Users**

- Restricts User if Consumption Exceeds Pre- fixed Limits
- Users can be reinstated by depositing either part or full payment.

### **Export Data to Payroll / Billing Software**

- No Manual Data Entry
- Supports Integration with any Third-Party Payroll
- User-wise Consumption Details

# Tailgating Detection System



AI Based integrated Anti-Tailgating & Anti-Piggyback systems with state-of-the-art 2Door 2Reader access controller & smart ONE.

The anti-tailgate detection functionality of the smart ONE works in conjunction with an access control system to detect a person following another person with authorized credentials through a controlled entrance.

Device is utilizing to detect tailgating / Piggybacking & for generate alarm, sms alert, capture relevant live CCTV record/Image.

## Applications:

- Data Centers
- Airports and transportation hubs
- IT Companies
- Defense and government buildings
- R&D Labs
- Banks and office buildings
- Warehouse

## Fire Detection & Alarm System



Fire Alarm System is designed to alert us to an emergency so that we can take action to protect ourselves, staff and the general public.

Fire alarms are found in Offices, Factories, and public buildings, they are a part of our everyday routine but are often overlooked until there is an emergency at which point, they might just save our lives. Whatever the method of detection is, if the alarm is triggered, sounders will operate to warn people in the building that there may be a fire and to evacuate.

The fire alarm system may also incorporate a remote signal system which could then alert the fire brigade via a central station. The "Brain" of the fire detector system is the Fire Alarm Control Panel. It is the central hub for all of the detector signals to be wired to and provides a status indication to the users. The unit can also be set up to simulate an alarm for use in routine Fire and evacuation drills, so all staff knows what action to take in the event of a real fire.



# E-Surveillance CCTV Surveillance System



Keep your premises safe & secure. Deter undue actions beforehand, get intelligent alarms, reduce cost of security personnel.

- Proactively deters crime.
- Minimize security manpower & operational costs.
- Single window view for all alarms & alerts.
- Cloud based setup to minimize capital investment.

## Sensor based Triggers

- Get triggers on any undue attempts - detect motion.
- Vibration, laser cutting, door/shutter open at odd hours.

## Action based prevention

Hooter based alarms and 2-way audio systems to deter undue actions effectively.

## Video verification

- Verify video feeds, use the insights for better predictability.

## Monitoring people activity

- Track the activities of your staff and help them improve their efficiency.

## Cloud based connectivity

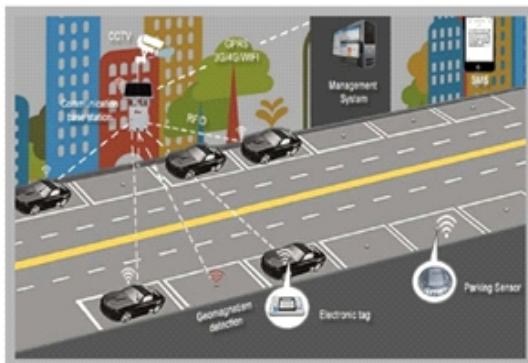
- Cloud gateway with redundant network connectivity

# Smart Parking Solution

## The Need for Smart Parking Systems

Fishing for a parking space is a routine activity and it is estimated that nearly 30% of urban congestion is created by drivers cruising for parking space, according to Market Analysis. Also resulting in oil wastage, almost one million barrels of world's oil every day. This ever-growing traffic congestion and uncertainty in the parking availability and payment have thus enforced the need for a Smart Parking systems. A Smart parking technology that will help optimize parking space usage, improve the efficiency of the parking operations, and help smoother traffic flow.

Smart Parking solutions are designed to provide drivers an ultimate solution on their journey from the beginning to end without searching for parking, cost, travel time etc. This advantage comes by paying marginal fees to the smart parking service providers.



### Commercial Buildings





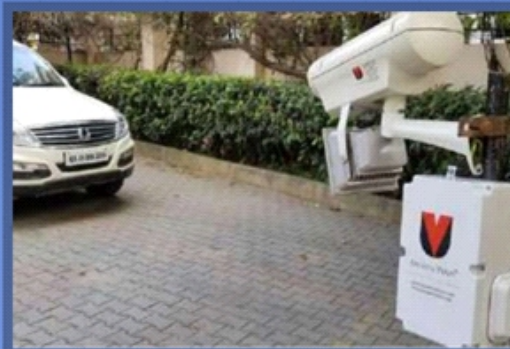
## Airports:



## Smart Cities:



## Residential:



## Unique Selling Point

- 99%+ Detection Accuracy
- 95%+ Recognition Accuracy
- AI Deep Learning Based application
- Learns on-the go
- Continual Boost of Accuracy
- Camera Agnostic
- Visual Digital Footprint
- Camera is the only Ground Sensor
- Edge based Near to Camera Processing
- Real-time Inference
- Optimized to work on Low Compute Power & Small Form Factor System

## PTZ Camera + Radar

Security radar, which adopts phased array technology, pulse doppler and low- power FMCW modulation technology for intrusion detection. It supports multi- target positioning, tracing and multiple linked cameras tracking.



Through intelligent algorithm analysis, it can filter out false alarms under various circumstances. It can work properly day and night in various environments, such as rain, fog, and so on. It is mainly used in the military base, prison, power station, railway, museum, airport and other security places.

- No-compromise performance in all weather and lighting conditions
- Multiple target tracking up to 32 targets
- 12V DC & PoE
- IP67 & IK09 supported
- Easily linkage with max. 4 PTZ for auto tracking in different areas
- Cutting edge radar technology
- 100 degrees horizontal detection and up to 60 meters

## Features of Radar Solution

**Radar System** is a reliable and high-tech system mainly designed for intrusion alarm and perimeter protection. It can provide various information include the exact position, velocity, and angle of the moving objects under all weather and lighting condition. PTZ camera integration is optional.

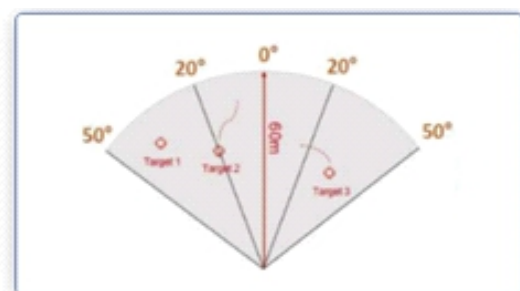
After linkage with cameras, successful detection from the radar will then automatically trigger the connected PTZ cameras to pinpoint and focus on the detected objects.

- Animal immunity: max. 20 kg
- Analysis with intelligent algorithm of anti-sway
- Links up to 4 speed domes for auto target-tracking and the speed domes can be mounted separately
- Capable to detect ultra-slow movements, squatting movements or creeping
- Selectable applications including open mode, shrub mode, and custom mode (with adjustable sensitivity)
- 24/7 all-weather working properly
- Exception alarm: communication failure alarm, movement alarm, tampering alarm, anti-masking detection alarm
- Dual-color indicator displays radar status
- Supports standard PoE

## Unique Selling Point



Multi-motion detection



Multiple target tracking



## BOARDS' REPORT

**To the Members of  
Panabyte Technologies Limited  
(formerly known as Panache Innovations Limited)**

Your Directors have pleasure in presenting the 42<sup>nd</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statement of Panabyte Technologies Limited (formerly known as Panache Innovations Limited) (“the Company”) for the financial year ended March 31, 2023.

In compliance with the applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”), this report covers the financial results and other development during the financial year 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and other developments up to the date of the Board meeting held on 12<sup>th</sup> August, 2023 to approve this report, in respect of the Company.

### STATE OF THE COMPANY'S AFFAIRS

#### Financial Highlights

The summarized financial results of your Company are given below:

Particulars	(Rs. in lakhs)	
	Financial Year Ended as on 31/03/2023	Financial Year Ended as on 31/03/2022
Revenue from operations (net)	886.69	839.52
Earnings before interest, tax, depreciation and amortization (EBITDA) and prior period adjustments (excluding other income)	2.36	1.53
Depreciation and amortization expenses	12.37	5.64
Finance Cost	39.87	24.17
Profit before tax (PBT)	(60.27)	2.24
Profit after tax and minority interest (PAT)	(44.73)	1.06

During the year 2022-23, there has been fire in the adjacent warehouse at midnight of January 5, 2023 which has destroyed all the stock item stored at the warehouse which includes furniture and fixtures, office equipment's, computers, etc. lying at our warehouse premises and that has affected the business of the Company after Covid 19. But our management and the team has tried their best with their knowledge, expertise to recover the losses by expanding the business and implementing new plans, strategies, innovations, techniques and we are on the path of progress to achieve the commitment made to our stakeholders.

#### Accounting treatment in preparation of Financial Statements

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Companies Act, 2013.

**Performance**

During the year, the Company achieved/incurred total revenue of ₹8,86,69,319 as compared to ₹ 8,39,52,098 in the previous year.

The Earnings before Interest, Depreciation, Tax and Appropriations (EBITDA) stood at ₹2,36,092 In the current year as compared to ₹ 1,49,382 in the previous year.

The Company incurred loss. The Net Loss after Tax ₹(44,73,047) as compared to Net Profit after Tax ₹ 1,06,226 in the previous year.

**DIVIDEND**

Considering the loss incurred in the current financial year and keeping in view the future growth, synergistic acquisitions, meeting unforeseen contingental requirements of the Company, your Directors have not recommended any dividend for the financial year.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The company has not declared any dividend for the financial year 2022-23. The dividend declared in F.Y. 2015-16 and the funds amounting to Rs. 31,350 /- lying unpaid or unclaimed for a period of seven years. Therefore, Rs. 31,350 along with the shares will be transferred to Investor Education and Protection Fund (IEPF).

Any shareholder whose shares or unclaimed dividend have been transferred to the Fund, may claim the shares under provision to Section 124(6) or apply for refund under Section 125(3) or under proviso to Section 125(3) of the Act, as the case may be, to the Authority by making an application in Web Form IEPF - 5 available on website at [www.iepf.gov.in](http://www.iepf.gov.in).

As on 31<sup>st</sup> March, 2023, total unclaimed dividend stood Rs. 31,350/-.

**TRANSFER TO RESERVE**

The Company has not proposed to transfer any amount to the General Reserve.

**DEPOSITS**

There were no public deposits accepted during the year or any amount of principal or interest thereof was outstanding in terms of section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, for the Financial Year ended on 31<sup>st</sup> March, 2023.

**CHANGE IN NATURE OF BUSINESS, IF ANY**

There was no change in the nature of business of the Company during the Financial Year 2022-2023.

**SHARE CAPITAL**

During the year, the Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

## CHANGE OF NAME OF THE COMPANY

As recommended by the Board, the requisite majority of the shareholders at their Annual General Meeting held on 28<sup>th</sup> September, 2022, was sought to change the name of the Company from “Panache Innovations Limited” to “Panabyte Technologies Limited”.

Thereafter, the Company has received the new Certificate of Incorporation pursuant to the name change from ROC, Mumbai w.e.f. 25<sup>th</sup> October, 2022 and approval letter from BSE for name change of the Company w.e.f. 10<sup>th</sup> May, 2023 accordingly thereafter, the name of the Company has been updated.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate system of internal controls commensurate with the size of its operation and business to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and to ensure that all the business transactions are authorized, recorded and reported correctly and adequately.

During the year 2022-2023, M/s. SSPK & Associates, Chartered Accountants were re-appointed as the Internal Auditors by the Board of Directors. The Audit Committee reviews reports submitted by Internal Auditor. Suggestions for improvement are considered and the Audit Committee reviews on the corrective actions taken by the Management. Further, The Board has appointed M/s Sanket Sangoi & Associates as an internal auditor for Financial Year 2023-2024. The Internal Auditor directly reports to Audit Committee. Further during the year under review, the internal audit reports were not made available and as informed by the management, the company is under process to provide all the required data and details to the Internal auditors for the internal audit purpose and assures to furnish the final Internal Auditors Report as required by the Statutory Auditors M/s. KPB & Associates at the earliest.

## DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- A. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- B. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the company for that period;
- C. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- D. the directors had prepared the annual accounts on a going concern basis;
- E. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- F. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws are in place and such systems are adequate and operating effectively.

## CORPORATE GOVERNANCE

Your Company continues to place greater emphasis on managing its affairs with diligence, transparency, responsibility and accountability and is committed to adopting and adhering to best Corporate Governance practices. The Board considers itself as a trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. As a part of its growth strategy, it is committed to high levels of ethics and integrity in all its business dealings that avoid conflicts of interest. In order to conduct business with these principles, the Company has created a corporate structure based on business needs and maintains a high degree of transparency through regular disclosures with a focus on adequate control systems.

However, as per provisions of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, providing a separate report on Corporate Governance under Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

## RISK MANAGEMENT

The Company has formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day to day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat the risk. The Risk management procedure will be reviewed by the Audit Committee and Board of Directors on time to time basis.

For more details on the topic, please refer to the Management Discussion and Analysis report which forms part of the Annual Report and is attached herewith marked as Annexure II of this Director's Report. Policy on Risk Management is available on the website of the Company [www.panabyte.com](http://www.panabyte.com).

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY

As a part of its philosophy of adhering to highest ethical standards, transparency and accountability, your Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length.

During the year, all transactions entered into with the related parties as defined under the Companies Act, 2013 were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year other than those mentioned in Form AOC-2 at Annexure I of this Director's Report. Also, suitable disclosure as required by the Indian Accounting Standards (Ind AS 24) has been made in the notes to Financial Statements, which forms a part of the Annual Report.

All transactions entered into with the related parties as defined under the Companies Act, 2013 are placed before the Audit Committee and also before the Board for approval and noting. Prior approval and omnibus approval, wherever required, is obtained from the Audit Committee for the transactions which are of a foreseeable and repetitive nature.

### Policy on Related Party Transactions

As per Regulation 15 of SEBI (LODR) Regulations, 2015, Company is exempted from complying with Regulation 23 of SEBI (LODR) Regulations, 2015 and hence preparing a Policy on Related Party Transactions is not applicable to the Company.

## MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report, as required under SEBI (LODR) Regulations 2015, forms part of the Annual Report and is attached herewith marked as Annexure II of this Director's Report.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year, the provisions of Section 135 of the Companies Act, 2013 w.r.t. Corporate Social Responsibility are not applicable to the Company

## PREVENTION OF INSIDER TRADING

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"). The Code is applicable to promoters, member of promoter group, all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations. Your Company has approved and adopted new "Code of Conduct for Prohibition of Insider Trading" The new policy has been adopted with effective from 13<sup>th</sup> August, 2021, for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders and shall also be amended as per the requirements under the law. The said code is also available on the website of the Company

[www.panabyte.com](http://www.panabyte.com) .

## BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

The Board of the Company is comprised of eminent persons with proven competence and integrity. Besides the experience, strong financial acumen, strategic astuteness, and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings.

In terms of the requirement of the Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of the Company's businesses for effective functioning. In the opinion of the Board, all the directors, as well as the directors appointed / re-appointed during the year possess the requisite qualifications, experience and expertise and hold high standards of integrity.

### Changes in Directors

During the year, following change took place in the Board of Directors & Key Managerial Personnel of the Company:

Mr. Mr. Amit Devchand Rambhia (holding DIN: 00165919) was liable to retire by rotation and being eligible was re-appointed at the 41<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> September, 2022. He resigned from the position of Chairman and Non-Executive Director w.e.f. closing of business hours of 30<sup>th</sup> May, 2023 due to his other professional commitments and there is no other material reason other than the said for his resignation from the Board of the Company. The Board places on record its sincere appreciation for the services rendered by Mr. Amit Rambhia during his association with the Company.



Mr. Anil Jaychand Dagade (holding DIN: 02701030) on completion of his tenure on 30<sup>th</sup> March, 2023 was reappointed as Non-Executive Independent Director of the Company via postal ballot for a tenure of five years w.e.f 31<sup>st</sup> March, 2023 to 30<sup>th</sup> March, 2028 not liable to retire by rotation.

The Company has received the necessary declaration from each Independent Director under Section 149(7) of the Act, that he/she meets the criteria of independence laid down in Section 149(6) of the Act and under the Listing Regulations. Based on the annual confirmations received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the criteria of Independence as specified under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations and are Independent of the management.

The Board is also of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of general corporate management, marketing, finance, taxation, accounts and strategy and they hold highest standards of integrity.

### **Director Retiring by Rotation**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Prakash Mavji Vichhivora (holding DIN: 03123043) is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for reappointment. The Board recommends his reappointment as Director & Chairperson liable to retire by rotation at the ensuing AGM. All details pertaining to his appointment are detailed in the Notice of 42<sup>nd</sup> AGM.

### **Declaration by Independent Directors**

In accordance with the Section 149(7) of the Act, each Independent Director has given a written declaration to the Company at the time of their appointment and at the first meeting of the Board of Directors in every financial year confirming that he/she meets the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. Also, in the opinion of the Board, the Independent directors meet the said criteria.

### **Key Managerial Personnel**

- Mr. Prakash Vichhivora is Managing Director & Chairman
- Mr. Hetal Vichhivora is Whole-Time Director & Chief Financial Officer
- Ms. Saloni Hurkat, Company Secretary & Compliance Officer (Resigned w.e.f. 16<sup>th</sup> August, 2023)
- Ms. Ayushi Sahu is Company Secretary & Compliance Officer (Appointed w.e.f. 17<sup>th</sup> August, 2023)

### **BOARD DIVERSITY**

Your Company recognizes and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspectives, appropriate to the requirements of the businesses of the Company. The Company sees increasing diversity at the Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of the differences in the skills, regional and industry experience and background among directors. These differences are considered in determining the optimal composition of the Board.

**Number of Board Meetings and attendance thereat by Board**

Your Board of Directors (“Board”) meets at regular intervals to discuss and decide on various business policies, strategies, financial matters and other businesses. The Board exhibits strong operational oversight with regular presentations in quarterly meetings. Date of the Board/Committee Meetings are decided and communicated to the Directors well in advance. However, in case of an exigency or urgent business matters, resolutions are passed by circulation or on a shorter notice for such matters as permitted by law.

The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013.

During the Financial Year 2022-23, Total 6 (Six) meetings of the Board of Directors of the Company were held on 30<sup>th</sup> May, 2022, 8<sup>th</sup> August, 2022, 22<sup>nd</sup> August, 2023, 8<sup>th</sup> November, 2022, 13<sup>th</sup> February, 2023 and 24<sup>th</sup> March, 2023. The details of attendance of each Director at the Board Meetings & 41<sup>st</sup> AGM are given below;

Sr. No.	Name of Director	No. of meetings eligible	No. of Board Meetings attended	Attendance at 41 <sup>st</sup> AGM 28 <sup>th</sup> September, 2022
1	Amit Devchand Rambhia	6	6	Yes
2	Prakash Vichhivora	6	6	Yes
3	Hetal Vichhivora	6	6	Yes
4	Anil Jaychand Dagade	6	6	Yes
5	Shailesh Premji Gala	6	6	Yes
6	Tejaswini More	6	4	Yes

During the year, there was one General Meeting held on 28<sup>th</sup> September, 2022 i.e. Annual General Meeting and attendance of Directors thereat is mentioned above.

**Compliance with Secretarial Standards on Board and Annual General Meetings**

The Company has complied with Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

**Committees of the Board**

The Board of Directors has constituted various statutory committees comprising of Executive, Non-Executive and Independent Directors to discharge various functions, duties and responsibilities cast under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable statutes, rules and regulations applicable to the Company from time to time. The Committees also focus on critical functions of the Company in order to ensure smooth and efficient business operations. The Board of Directors is responsible for constituting, assigning, co-opting and fixing the terms of reference of these committees in line with the extant regulatory requirements. The Committees meets at regular intervals for deciding various matters and providing directions and authorizations to the management for its implementation.

Currently, the Board of Directors has formulated the following committees, viz.

- i. Audit Committee
- ii. Nomination & Remuneration Committee
- iii. Stakeholders' Relationship Committee

**Audit Committee**

During the year, the Audit Committee comprised of the following Members;

Sr. No.	Name of the Committee Member	Position in the Committee
1	Mr. Shailesh Premji Gala	Chairperson
2	Mr. Amit Rambhia	Member (Resigned w.e.f. 30 <sup>th</sup> May, 2023)
3	Mr. Anil Dagade	Member
4	Ms. Tejaswini More	Member

During the year total 5 (Five) meetings of the Audit Committee of the Company were held on 30<sup>th</sup> May, 2022, 8<sup>th</sup> August, 2022, 22<sup>nd</sup> August, 2022, 8<sup>th</sup> November, 2022 and 13<sup>th</sup> February, 2023. The details of attendance of each Member at the Audit Committee are given below;

Sr. No.	Name of Member	No. of Committee Meetings eligible	No. of Committee Meetings attended
1	Mr. Shailesh Gala	5	5
2	Mr. Amit Rambhia	5	5
3	Mr. Anil Dagade	5	5
4	Ms. Tejaswini more	5	4

**Nomination and Remuneration Committee**

During the year, composition of Nomination and Remuneration Committee comprised of the following Members:

Sr. No.	Name of Member	Position in the Committee
1	Mr. Anil Dagade	Chairman
2	Mr. Shailesh Premji Gala	Member
3	Mr. Amit Rambhia	Member (Resigned w.e.f. 30 <sup>th</sup> May, 2023)
4	Ms. Tejaswini More	Member

During the year, there were 2 (Two) Meetings held on 30<sup>th</sup> May, 2022 and 24<sup>th</sup> March, 2023. The details of attendance of each Member at the Nomination and Remuneration Committee Meetings are given below;

Sr. No.	Name of Member	No. of Committee Meetings eligible	No. of Committee Meetings attended
1	Mr. Anil Dagade	2	2
3	Mr. Shailesh Premji Gala	2	2
4	Mr. Amit Rambhia	2	2
5	Ms. Tejaswini More	2	1

**Stakeholders Relationship Committee**

During the year, the Stakeholders' Relationship Committee comprised of the following Members;

Sr. No.	Name of the Committee Member	Position in the Committee
1	Mr. Shailesh Premji Gala	Chairman
2	Mr. Amit Rambhia	Member (Resigned w.e.f. 30 <sup>th</sup> May, 2023)

3	Mr. Anil Dagade	Member
4	Ms. Tejaswini More	Member

During the year there was 1 (One) Meeting held on 8<sup>th</sup> November, 2022. The details of attendance of each Member at the Stakeholders' Relationship Committee Meeting are given below:

Sr. No.	Name of the Members	No. of the Committee meetings eligible	No. of the Committee meetings attended
1	Mr. Shailesh Premji Gala	1	1
2	Mr. Amit Rambhia	1	1
3	Mr. Anil Dagade	1	1
4	Ms. Tejaswini More	1	1

The details of complaints received and resolved during the Financial Year 2022-2023 are given in the table below:

Particulars	No. of Complaints Attended
Opening as on 1 <sup>st</sup> April, 2022	-
Received during the year	-
Resolved during the year	-
Closing as on 31 <sup>st</sup> March, 2023	-

### Annual Evaluation process

Pursuant to Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has "Directors Performance Evaluation Policy" in place. In accordance with the said Policy, all the Directors had filled up Questionnaire and feedback form for evaluation of individual Directors, Board as a whole, Chairman, committees, and Independent Directors, which format forms a part of the policy. Thereafter Board evaluated every Director including Independent Director on 8<sup>th</sup> November, 2022.

Further the Board has also evaluated its own performance, Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Chairman and all Directors individually. The Board concluded that the overall performance of all the Directors were very good.

### Independent Director's Separate Meeting

A separate meeting of Independent Directors of the Company, was held on 8<sup>th</sup> November, 2022 as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations.

At the meeting following matters were taken up;

- reviewed the performance of Non-Independent Directors and the Board as a whole.
- reviewed the performance of the Chairperson of the Company.
- assess the quality, quantity and timeliness of flow of information.

All Independent Directors of the Company attended the Meeting of Independent Directors.

### **HUMAN RESOURCE**

The Company understands that people are its most valuable assets. The Company has developed a continuous learning human resource base to unleash potential and fulfil the aspirations of the employees. The strategic thrust of Human Resource has been on improvement of the performance of employees through training & development and also to identify outperformers who have the potential

for taking higher responsibilities. Through various online initiatives the Company also focused on capability development of its employees during the pandemic and thereafter.

During the year, the personal relations with the employees remained cordial in all respects. The total number of employees on the rolls of the Company were 36 as on 31<sup>st</sup> March, 2023. Material disclosures in the Human Resource front have been detailed under the head “Human Resource” in the Management Discussion & Analysis which forms a part of the Annual Report and is attached herewith marked as Annexure II of this Director’s Report.

## AUDITORS AND AUDITORS’ REPORT

### Statutory Audit

M/s. KPB & Associates, Statutory Auditor of the Company have conducted the audit for the F.Y. 2022-2023.

With reference to Independent Auditors Report:

*“On January 5, 2023, an incidence of fire occurred at one of the warehouse of the company located at Bhiwandi, Thane. This incident led to damage of certain property, plant and equipment, inventory and interrupted business.*

*The company has insurance cover against the damaged inventories. The company has lodged claim of this incident with the insurance company, which is under process. The company has estimated and recognized an initial loss of Rs. 157.83 Lakhs on account of damage to plant, property & equipment & inventory and has recognized insurance claim receivable to the extent of Rs. 125.00 Lakhs. The aforementioned loss & corresponding credit arising from insurance claim has been presented as net loss of Rs. 32.83 Lakhs under Exceptional items in the above result for the year ended March 31, 2023.”*

For which our management and the team has tried their best with their knowledge, expertise to recover the losses by expanding the business and implementing new plans, strategies, innovations, techniques and we are on the path of progress to achieve the commitment made to our stakeholders.

With reference to point (xiv) of Annexure - A to the Auditor’s Report

*“(a) We are unable to comment whether the Company has an internal audit system which is commensurate to the size and nature of its business as the internal audit reports were not made available to us;*

*(b) We were not able to consider the internal audit reports for determining the nature, timing and extent of our audit procedures for the period ended 1st April, 2022 to 31st March, 2023 as the same were not made available to us by the company.”*

As informed by the management, the Company is under process to provide all the required data and details to the Internal Auditors for the internal audit purpose and assures to furnish the final Internal Auditors Report as required by the Statutory Auditors M/s. KPB & Associates at the earliest.

The Notes on financial statements referred to in the Auditor’s Report are self-explanatory and do not call for any further comments. Further no fraud has been reported by the Auditor under section 143(12) of the Companies Act, 2013 requiring disclosure in the Board’s Report.

### Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. D. M. Zaveri & Co, Company Secretaries, as Secretarial Auditor to undertake the Secretarial Audit of the Company for the F.Y. 2022-23. The Secretarial Audit Report confirm that the company has complied with the applicable laws except Payment of Annual Listing fees under Regulation 14 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and for conformity of compliance under section 138 of the Companies Act, 2013 w.r.t. internal audit of the functions and the activities of the company by the Internal auditors appointed by the Company for the year under review. The Secretarial Audit Report forms part of this Annual Report and is attached herewith and marked as Annexure III of this Director's Report.

*“During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the company has not paid listing fees to the BSE Limited as per regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as informed by the management, the Company is in process of making payment soon. Further, we are unable to confirm compliance of sec. 138 of the Companies Act, 2013 in respect of internal audit of the functions and activities of the company by the internal auditor appointed by the Company during the year under review.”*

As informed by the management, the Company is under process to provide all the required data and details to the Internal Auditors for the internal audit purpose and assures to furnish the final Internal Auditors Report as required by the Statutory Auditors M/s. KPB & Associates at the earliest.

#### **Internal Auditor:**

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, the Board of Directors of the Company have re-appointed M/s. SSPK & Associates as an Internal auditor of the company for financial year 2022-2023. The board has appointed M/s. Sanket Sangoi & Associates, as an Internal Auditor of the Company for the financial year 2023-2024. The Audit Committee reviews reports submitted by Internal Auditor. Suggestions for improvement are considered and the Audit Committee reviews on the corrective actions taken by the Management. The Internal Auditor report directly reports to Audit Committee.

#### **Cost Audit**

During the year, Company was exempted from applicability of maintenance of cost records and Cost Audit pursuant to the provisions of Section 148 of the Companies Act, 2013 read with second proviso of Rule 3 of the Companies (Cost Records and Audit) Rules, 2014.

#### **MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

Post Covid there has been stability in distribution business of company. Our team has tried their best with their knowledge, expertise to recover the losses by expanding the business and implementing new plans, strategies, innovations, techniques and we are on the path of progress to achieve the commitment made to our stakeholders. Other than this, no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to

which these financial statements relate and the date of this report. Company strongly believe that in due course of time business will revive and resulted upward direction growth in next financial year.

Company have strongly put forward its operations in service Industry. Management Strongly believe that new vertical of operations in service industry adding towards company's growth in larger prospect in coming years.

## **DISCLOSURES**

### **Vigil Mechanism**

In line with the best Corporate Governance practices, the Company has put in place a system through which the Directors, employees and business associates may report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct without fear of reprisal.

The Company has put in place a process by which employees and business associates have direct access to the Vigilance Officer and Chairperson of Audit Committee.

The Whistle Blower Policy has been posted on the Company's website at [www.panabyte.com](http://www.panabyte.com) .

### **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected

or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has complied with the constitution of Internal Complaints Committee as provided under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further the Company has not received any complaint of sexual harassment during the financial year 2022-2023.

In financial year 2022-23, the Internal Committee of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been re-constituted as per the requirement of the Act to reconstitute ICC on the completion of 3 years from date of Constitution of previous ICC.

The Policy for Sexual Harassment of Women at Workplace has been posted on the Company's website at [www.panabyte.com](http://www.panabyte.com) .

### **Significant and Material Orders Passed by the Regulators or Courts**

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.



**Particulars of Loans given, Investments made, Guarantees given and Securities Provided**

The Company has made compliance with the provisions of Section 186 of the Companies Act, 2013 during the year. Details of the Loans, Investments and guarantees covered under the provisions of Section 186 of the Companies Act, 2013 forms a part of notes to the Financial Statement which forms a part of this Annual report.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules 2014, is annexed as Annexure IV of this Director's Report.

**Annual Return**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return (FORM MGT-7) which can be access through weblink <http://www.panabyte.com/corporate-governance/> . By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

**Particulars of Employees and related disclosures**

The statement containing information as required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure V of Director's Report.

In terms of the first proviso to Section 136 of the Act, the Reports and Accounts are being sent to the shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any shareholder interested in inspection or obtaining a copy of the said information may write to the Company Secretary and the same will be furnished on request.

**POLICIES AND DISCLOSURE REQUIREMENTS**

Pursuant to provisions of the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted various applicable policies. The policies are available on Company's website - [www.panabyte.com](http://www.panabyte.com) .

All the applicable policies has been formulated as per the Companies Act, 2013 ("the Act") and applicable SEBI Regulations and are amended time to time. The complete disclosure of the said policy is available on the Company's website - [www.panabyte.com](http://www.panabyte.com) .

**DEPOSITORY SERVICES**

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE516E01019.

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.



**INDUSTRIAL RELATIONS**

Overall, the Industrial Relations in all our Units of the business have been harmonious and cordial and were maintained at the desired satisfactory levels throughout the year.

**CAUTIONARY STATEMENT**

Statements in this Report, Management Discussion and Analysis and Chairman's Letter may be forward looking within the meaning of the applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement.

**OTHER DISCLOSURES**

No disclosures are required in respect of sub rule xi & xii of Rule 8(5) of The Companies (Accounts) Rules, 2014 read with Section 134(3)(q) as the same is not applicable to the Company during the financial year.

Wherever applicable, refer the Company's website [www.panabyte.com](http://www.panabyte.com) or relevant details will be provided to the members on written request to the Company Secretary.

**APPRECIATION**

Your Directors take this opportunity to thank the Government of India, concerned State Governments, other Government Authorities, Departments and Agencies, the Stakeholders, Business Associates, Banks, Financial Institutions, Customers, Vendors and Service Providers, consultants/advisors of the Company for the valuable support and co-operation extended by them during the year.

Your Directors would also like to place on record their sincere thanks and appreciation for the contribution, consistent hard work, dedication and commitment of our employees at all levels.

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

**Date: 12/08/2023  
Place: Mumbai**

**Prakash Mavji Vichhivora  
Chairman & Managing Director  
DIN: 03123043**

**ANNEXURE I TO DIRECTORS REPORT****FORM NO. AOC-2**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

1. Details of contracts or arrangements or transactions not at arm's length basis- NIL
  - (a) Name(s) of the related party and nature of relationship
  - (b) Nature of contracts/arrangements/transactions
  - (c) Duration of the contracts/arrangements/transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) Date(s) of approval by the Board
  - (g) Amount paid as advances, if any:
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
  
2. Details of material contracts or arrangement or transactions at arm's length basis- **(Amount in Rs.)**

Sr. No.	Name of Related Party	Nature of Contract	Nature of Relationship	Duration of Contract	Date of approval of Board	Amount Paid as advances	Salient Terms	Amount
1	Panache Digilife Limited	Sales	Amit Rambhia is Promoter Member	F.Y. 2022-23	31.01.2022	NIL	Transaction executed on Arm's length & in Ordinary Course of Business.	Nil
		Purchases		F.Y. 2022-23	31.01.2022			101,57,674
		Services availed		F.Y. 2022-23	31.01.2022			36,608
		Services rendered		F.Y. 2022-23	31.01.2022			93,690

2	Modera Electronics	Sales	Prakash Vichhivora & Hetal Vichhivora are Partners.	F.Y. 2022-23	31.01.2022	NIL	Transaction executed on Arm's length & in Ordinary Course of Business.	Nil
		Purchases		F.Y. 2022-23	31.01.2022			Nil
3	Modera Freight Services Pvt Ltd	Sales	Prakash Vichhivora & Hetal Vichhivora are Directors	F.Y. 2022-23	31.01.2022	NIL	Transaction executed on Arm's length & in Ordinary Course of Business.	8900

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

**Date: 12/08/2023**

**Place: Mumbai**

\_\_\_\_\_  
**Prakash Mavji Vichhivora  
Chairman & Managing Director  
(DIN:03123043)**

**Annexure II to Directors Report****MANAGEMENT DISCUSSION AND ANALYSIS****FORWARD LOOKING STATEMENT**

*Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.*

*The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.*

*The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS"), as notified under the Companies (Indian Accounting Standards) (Amendment) Rules 2016 issued by Ministry of Corporate Affairs in respect of sections 133 of Companies Act 2013. The management of Panabyte Technologies Limited (Formerly known as Panache Innovations Limited) ("PTL") has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit for the year.*

*The following discussions on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Panabyte" are to Panabyte Technologies Limited (Formerly known as Panache Innovations Limited).*

We are pleased to present our performance highlights for FY 2022-2023 and the business outlook for this year:

# ECONOMIC OVERVIEW

## GLOBAL ECONOMY :-

### *The global recovery is slowing amid widening divergences among economic sectors and regions*

Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. While the forecast for 2023 is modestly higher than predicted in the April 2023 World Economic Outlook (WEO), it remains weak by historical standards. The rise in central bank policy rates to fight inflation continues to weigh on economic activity. Global headline inflation is expected to fall from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. Underlying (core) inflation is projected to decline more gradually, and forecasts for inflation in 2024 have been revised upward.

The recent resolution of the US debt ceiling standoff and, earlier this year, strong action by authorities to contain turbulence in US and Swiss banking reduced the immediate risks of financial sector turmoil. This moderated adverse risks to the outlook. However, the balance of risks to global growth remains tilted to the downside. Inflation could remain high and even rise if further shocks occur, including those from an intensification of the war in Ukraine and extreme weather-related events, triggering more restrictive monetary policy. Financial sector turbulence could resume as markets adjust to further policy tightening by central banks. China's recovery could slow, in part as a result of unresolved real estate problems, with negative cross-border spillovers. Sovereign debt distress could spread to a wider group of economies. On the upside, inflation could fall faster than expected, reducing the need for tight monetary policy, and domestic demand could again prove more resilient.

In most economies, the priority remains achieving sustained disinflation while ensuring financial stability. Therefore, central banks should remain focused on restoring price stability and strengthen financial supervision and risk monitoring. Should market strains materialize, countries should provide liquidity promptly while mitigating the possibility of moral hazard. They should also build fiscal buffers, with the composition of fiscal adjustment ensuring targeted support for the most vulnerable. Improvements to the supply side of the economy would facilitate fiscal consolidation and a smoother decline of inflation toward target levels.

## INDIAN ECONOMY :-

### **State of the Economy 2022-23: Recovery Complete**

- Recovering from pandemic-induced contraction, Russian-Ukraine conflict and inflation, the Indian economy is staging a broad-based recovery across sectors, positioning to ascend to the pre-pandemic growth path in FY23.
- India's GDP growth is expected to remain robust in FY24. GDP forecast for FY24 to be in the range of 6-6.8%.
- Private consumption in H1 is the highest since FY15 and this has led to a boost to production activity resulting in enhanced capacity utilization across sectors.
- The Capital Expenditure of the Central Government and crowding in the private Capex led by strengthening the balance sheets of the Corporates is one of the growth drivers of the Indian economy in the current year.
- The credit growth to the MSME sector was over 30.6% on average during Jan-Nov 2022.

- Retail inflation is back within RBI's target range in November 2022.
- Indian Rupee performed well compared to other Emerging Market Economies in Apr-Dec 2022.
- Direct Tax collections for the period April-November 2022 remain buoyant.
- Enhanced Employment generation seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund.
- Economic growth to be boosted by the expansion of public digital platforms and measures to boost manufacturing output.

## INDIA'S MEDIUM-TERM GROWTH OUTLOOK

- Indian economy underwent wide-ranging structural and governance reforms that strengthened the economy's fundamentals by enhancing its overall efficiency during 2014-2022.
- With an underlying emphasis on improving the ease of living and doing business, the reforms after 2014 were based on the broad principles of creating public goods, adopting trust-based governance, co-partnering with the private sector for development, and improving agricultural productivity.
- The period of 2014-2022 also witnessed balance sheet stress caused by the credit boom in the previous years and one-off global shocks, that adversely impacted the key macroeconomic variables such as credit growth, capital formation, and hence economic growth during this period.
- This situation is analogous to the period 1998-2002 when transformative reforms undertaken by the government had lagged growth returns due to temporary shocks in the economy. Once these shocks faded, the structural reforms paid growth dividends from 2003.
- Similarly, the Indian economy is well placed to grow faster in the coming decade once the global shocks of the pandemic and the spike in commodity prices in 2022 fade away.
- With improved and healthier balance sheets of the banking, non-banking and corporate sectors, a fresh credit cycle has already begun, evident from the double-digit growth in bank credit over the past months.
- Indian economy has also started benefiting from the efficiency gains resulting from greater formalization, higher financial inclusion, and economic opportunities created by digital technology-based economic reforms.
- India's growth outlook seems better than in the pre-pandemic years and the Indian economy is prepared to grow at its potential in the medium term.

## FISCAL DEVELOPMENTS

- The Union Government finances have shown a resilient performance during the year FY23, facilitated by the recovery in economic activity, buoyancy in revenues from direct taxes and GST, and realistic assumptions in the Budget.
- The Gross Tax Revenue registered a YoY growth of 15.5% from April to November 2022, driven by robust growth in the direct taxes and Goods and Services Tax (GST).
- Growth in direct taxes during the first eight months of the year was much higher than their corresponding longer-term averages.
- GST has stabilised as a vital revenue source for central and state governments, with the gross GST collections increasing at 24.8% on YoY basis from April to December 2022.
- Union Government's emphasis on capital expenditure (Capex) has continued despite higher revenue expenditure requirements during the year. The Centre's Capex has steadily

increased from a long-term average of 1.7% of GDP (FY09 to FY20) to 2.5% of GDP in FY22 PA.

- The Centre has also incentivised the State Governments through interest-free loans and enhanced borrowing ceilings to prioritise their spending on Capex.
- With an emphasis on infrastructure-intensive sectors like roads and highways, railways, and housing and urban affairs, the increase in Capex has large-scale positive implications for medium-term growth.
- The Government's Capex-led growth strategy will enable India to keep the growth-interest rate differential positive, leading to a sustainable debt to GDP in the medium run.

## **MONETARY MANAGEMENT AND FINANCIAL INTERMEDIATION: A GOOD YEAR**

- The RBI initiated its monetary tightening cycle in April 2022 and has since raised the repo rate by 225 bps, leading to moderation of surplus liquidity conditions.
- Cleaner balance sheets led to enhanced lending by financial institutions.
- The growth in credit offtake is expected to sustain, and combined with a pick-up in private capex, will usher in a virtuous investment cycle.
- Non-food credit offtake by scheduled Commercial Banks (SCBs) has been growing in double digits since April 2022.
- Credit disbursed by Non-Banking Financial Companies (NBFCs) has also been on the rise.
- The Gross Non-Performing Assets (GNPA) ratio of SCBs has fallen to a seven-year low of 5.0.
- The Capital-to-Risk Weighted Assets Ratio (CRAR) remains healthy at 16.0.
- The recovery rate for the SCBs through Insolvency and Bankruptcy (IBC) was highest in FY22 compared to other channels.

## **PRICES AND INFLATION**

- While the year 2022 witnessed a return of high inflation in the advanced world after three to four decades, India caps the rise in prices.
- While India's retail inflation rate peaked at 7.8% in April 2022, above the RBI's upper tolerance limit of 6%, the overshoot of inflation above the upper end of the target range in India was however one of the lowest in the world.
- The government adopted a multi-pronged approach to tame the increase in price levels.
- Phase-wise reduction in the export duty of petrol and diesel.
- Import duty on major inputs were brought to zero while tax on export of iron ores and concentrates increased from 30% to 50%.
- Waived customs duty on cotton imports w.e.f 14 April 2022, until 30 September 2022.
- Prohibition on the export of wheat products under HS Code 1101 and imposition of export duty on rice.
- Reduction in basic duty on crude and refined palm oil, crude soyabean oil and crude sunflower oil
- The RBI's anchoring of inflationary expectations through forward guidance and responsive monetary policy has helped guide the trajectory of inflation in the country.
- The one-year-ahead inflationary expectations by both businesses and households have moderated in the current financial year.
- Timely policy intervention by the government in housing sector, coupled with low home loan interest rates propped up demand and attracted buyers more readily in the affordable segment in FY23.



- An overall increase in composite Housing Price Indices (HPI) assessment and Housing Price Indices market prices indicates a revival in the housing finance sector. A stable to moderate increase in HPI also offers confidence to homeowners and home loan financiers in terms of the retained value of the asset.
- India's inflation management has been particularly noteworthy and can be contrasted with advanced economies that are still grappling with sticky inflation rates.

### **SOCIAL INFRASTRUCTURE AND EMPLOYMENT: BIG TENT**

- Social Sector witnessed significant increase in government spending.
- Central and State Government's budgeted expenditure on health sector touched 2.1% of GDP in FY23 (BE) and 2.2% in FY22 (RE) against 1.6% in FY21.
- Social sector expenditure increases to Rs. 21.3 lakh crore (US\$ 260.3 billion) in FY23 (BE) from Rs. 9.1 lakh crore (US\$ 111.2 billion) in FY16.
- Survey highlights the findings of the 2022 report of the UNDP on Multidimensional Poverty Index which says that 41.5 crore people exit poverty in India between 2005-06 and 2019-20.
- The Aspirational Districts Programme has emerged as a template for good governance, especially in remote and difficult areas.
- eShram portal developed for creating a National database of unorganised workers, which is verified with Aadhaar. As on 31 December 2022, a total of over 28.5 crore unorganised workers have been registered on eShram portal.
- JAM (Jan-Dhan, Aadhaar, and Mobile) trinity, combined with the power of DBT, has brought the marginalised sections of society into the formal financial system, revolutionising the path of transparent and accountable governance by empowering the people.
- Aadhaar played a vital role in developing the Co-WIN platform and in the transparent administration of over 2 billion vaccine doses.
- Labour markets have recovered beyond pre-Covid levels, in both urban and rural areas, with unemployment rates falling from 5.8% in 2018-19 to 4.2% in 2020-21.
- The year FY22 saw improvement in Gross Enrolment Ratios (GER) in schools and improvement in gender parity. GER in the primary enrolment in class I to V as a percentage of the population in age 6 to 10 years - for girls as well as boys, have improved in FY22.
- Due to several steps taken by the government on health, out-of-pocket expenditure as a percentage of total health expenditure declined from 64.2% in FY14 to 48.2% in FY19.
- Infant Mortality Rate (IMR), Under Five mortality rate (U5MR) and neonatal Mortality Rate (NMR) have shown a steady decline.
- More than 220 crore COVID vaccine doses administered as on 06 January 2023.
- Nearly 22 crore beneficiaries have been verified under the Ayushman Bharat Scheme as on 04 January 2023. Over 1.54 lakh Health and Wellness Centres have been operationalized across the country under Ayushman Bharat.

### **CLIMATE CHANGE AND ENVIRONMENT: PREPARING TO FACE THE FUTURE**

- India declared the Net Zero Pledge to achieve net zero emissions goal by 2070.
- India achieved its target of 40% installed electric capacity from non-fossil fuels ahead of 2030.
- The likely installed capacity from non-fossil fuels to be more than 500 GW by 2030 resulting in decline of average emission rate by around 29% by 2029-30, compared to 2014-15.

- India to reduce emissions intensity of its GDP by 45% by 2030 from 2005 levels.
- About 50% cumulative electric power installed capacity to come from non-fossil fuel-based energy resources by 2030.
- A mass movement LIFE– Life style for Environment launched.
- Sovereign Green Bond Framework (SGrBs) issued in November 2022.
- RBI auctions two tranches of Rs. 4,000 crore (US\$ 488.7 million) Sovereign Green Bonds (SGrB).
- National Green Hydrogen Mission to enable India to be energy independent by 2047.
- Green hydrogen production capacity of at least 5 MMT (Million Metric Tonne) per annum to be developed by 2030. Cumulative reduction in fossil fuel imports over Rs. 1 lakh crore (US\$ 12.2 billion) and creation of over 6 lakh jobs by 2030 under the National green Hydrogen Mission. Renewable energy capacity addition of about 125 GW and abatement of nearly 50 MMT of annual GHG emissions by 2030.
- The Survey highlights the progress on eight missions under the NAP on CC to address climate concerns and promote sustainable development.
- Solar power capacity installed, a key metric under the National Solar Mission stood at 61.6 GW as of October 2022.
- India becoming a favored destination for renewables; investments in 7 years stand at US\$ 78.1 billion.
- 62.8 lakh individual household toilets and 6.2 lakh community and public toilets constructed (August 2022) under the National Mission on Sustainable Habitat.

## AGRICULTURE AND FOOD MANAGEMENT

- The performance of the agriculture and allied sector has been buoyant over the past several years, much of which is on account of the measures taken by the government to augment crop and livestock productivity, ensure certainty of returns to the farmers through price support, promote crop diversification, improve market infrastructure through the impetus provided for the setting up of farmer-producer organisations and promotion of investment in infrastructure facilities through the Agriculture Infrastructure Fund.
- Private investment in agriculture increases to 9.3% in 2020-21.
- MSP for all mandated crops fixed at 1.5 times of all India weighted average cost of production since 2018.
- Institutional Credit to the Agricultural Sector continued to grow to Rs. 18.6 lakh crore (US\$ 227 billion) in 2021-22.
- Foodgrains production in India saw a sustained increase and stood at 315.7 million tonnes in 2021-22.
- Free foodgrains to about 81.4 crore beneficiaries under the National Food Security Act for one year from January 1, 2023.
- About 11.3 crore farmers were covered under the Scheme in its April-July 2022-23 payment cycle.
- Rs. 13,681 crore (US\$ 1.67 billion) sanctioned for Post-Harvest Support and Community Farms under the Agriculture Infrastructure Fund.
- Online, Competitive, Transparent Bidding System with 1.74 crore farmers and 2.39 lakh traders put in place under the National Agriculture Market (e-NAM) Scheme.
- Organic Farming being promoted through Farmer Producer Organisations (FPO) under the Paramparagat Krishi Vikas Yojana (PKVY).
- India stands at the forefront to promote millets through the International Year of Millets initiative.

**INDUSTRY: STEADY RECOVERY**

- Overall Gross Value Added (GVA) by the Industrial Sector (for the first half of FY23) rose 3.7% which is higher than the average growth of 2.8% achieved in the first half of the last decade.
- Robust growth in Private Final Consumption Expenditure, export stimulus during the first half of the year, increase in investment demand triggered by enhanced public capex and strengthened bank and corporate balance sheets have provided a demand stimulus to industrial growth.
- The supply response of the industry to the demand stimulus has been robust.
- PMI manufacturing has remained in the expansion zone for 18 months since July 2021, and the Index of Industrial Production (IIP) grows at a healthy pace.
- Credit to Micro, Small and Medium Enterprises (MSMEs) has grown by an average of around 30% since January 2022 and credit to large industries has been showing double-digit growth since October 2022.
- Electronics exports rise nearly threefold, from US\$ 4.4 billion in FY19 to US\$ 11.6 Billion in FY22.
- India has become the second-largest mobile phone manufacturer globally, with the production of handsets going up from 6 crore units in FY15 to 29 crore units in FY21.
- Foreign Direct Investment (FDI) flows into the Pharma Industry have risen four times, from US\$ 180 million in FY19 to US\$ 699 million in FY22.
- The Production Linked Incentive (PLI) schemes were introduced across 14 categories, with an estimated capex of Rs. 4 lakh crore (US\$ 48.8 billion) over the next five years, to plug India into global supply chains. Investment of Rs. 47,500 crore (US\$ 5.8 billion) has been seen under the PLI schemes in FY22, which is 106% of the designated target for the year. Production/sales worth Rs. 3.85 lakh crore (US\$ 47 billion) and employment generation of 3.0 lakh have been recorded due to PLI schemes.
- Over 39,000 compliances have been reduced and more than 3,500 provisions decriminalized as of January 2023.

**SERVICES: SOURCE OF STRENGTH**

- The services sector is expected to grow at 9.1% in FY23, as against 8.4% (YoY) in FY22.
- Robust expansion in PMI services, indicative of service sector activity, observed since July 2022.
- India was among the top ten services exporting countries in 2021, with its share in world commercial services exports increasing from 3% in 2015 to 4% in 2021.
- India's services exports remained resilient during the Covid-19 pandemic and amid geopolitical uncertainties driven by higher demand for digital support, cloud services, and infrastructure modernization.
- Credit to services sector has grown by over 16% since July 2022.
- US\$ 7.1 billion FDI equity inflows in the services sector in FY22.
- Contact-intensive services are set to reclaim pre-pandemic level growth rates in FY23.
- Sustained growth in the real estate sector is taking housing sales to pre-pandemic levels, with a 50% rise between 2021 and 2022.
- Hotel occupancy rate has improved from 30-32% in April 2021 to 68-70% in November 2022.

- Tourism sector is showing signs of revival, with foreign tourist arrivals in India in FY23 growing month-on-month with the resumption of scheduled international flights and easing of Covid-19 regulations.
- Digital platforms are transforming India's financial services.
- India's e-commerce market is projected to grow at 18% annually through 2025.

## EXTERNAL SECTOR

- Merchandise exports were US\$ 332.8 billion for April-December 2022.
- India diversified its markets and increased its exports to Brazil, South Africa and Saudi Arabia.
- To increase its market size and ensure better penetration, in 2022, CEPA with UAE and ECTA with Australia come into force.
- India is the largest recipient of remittances in the world receiving US\$ 100 billion in 2022. Remittances are the second largest major source of external financing after service export.
- As of December 2022, Forex Reserves stood at US\$ 563 billion covering 9.3 months of imports.
- As of end-November 2022, India is the sixth largest foreign exchange reserves holder in the world.
- The current stock of external debt is well shielded by the comfortable level of foreign exchange reserves.
- India has relatively low levels of total debt as a percentage of Gross National Income and short-term debt as a percentage of total debt.

## PHYSICAL AND DIGITAL INFRASTRUCTURE

### Government's Vision for Infrastructure Development

- **Public Private Partnerships**
  - In-Principal Approval granted to 56 projects with a total project cost of Rs. 57,870.1 crore (US\$ 7.07 billion) under the VGF Scheme, from 2014-15 to 2022-23.
  - IIPDF Scheme with Rs. 150 crore (US\$ 18.3 million) outlay from FY25 was notified by the government on 03 November 2022.
- **National Infrastructure Pipeline**
  - 89,151 projects costing Rs. 141.4 lakh crore (US\$ 1,727.4 billion) under different stages of implementation.
  - 1,009 projects worth Rs. 5.5 lakh crore (US\$ 67.2 billion) completed.
  - NIP and Project Monitoring Group (PMG) portal linkage to fast-track approvals/clearances for projects.
- **National Monetisation Pipeline**
  - Rs. 9.0 lakh crore (US\$ 109.9 billion) is the estimated cumulative investment potential.
  - Rs. 90,000 crore (US\$ 10.9 billion) monetisation target achieved against the expected Rs. 80,000 crore (US\$ 9.7 billion) in FY22.
  - FY23 target is envisaged to be Rs. 1.6 lakh crore (US\$ 19.5 billion) (27% of the overall NMP Target).

- **GatiShakti**
  - PM GatiShakti National Master Plan creates comprehensive database for integrated planning and synchronised implementation across Ministries/ Departments.
  - Aims to improve multimodal connectivity and logistics efficiency while addressing the critical gaps for the seamless movement of people and goods.
  
- **Electricity Sector and Renewables**
  - As on 30 September 2022, the government has sanctioned the entire target capacity of 40 GW for the development of 59 Solar Parks in 16 states.
  - 17.2 lakh GWh electricity generated during the year FY22 compared to 15.9 lakh GWh during FY21.
  - The total installed power capacity (industries having demand of 1 Mega Watt (MW) and above) increased from 460.7 GW on 31 March 2021 to 482.2 GW on 31 March 2022.
  
- **Making Indian Logistics Globally Competitive**
  - National Logistics Policy envisions developing a technologically enabled, integrated, cost-efficient, resilient, sustainable and trusted logistics ecosystem in the country for accelerated and inclusive growth.
  - Rapid increase in National Highways (NHs) /Roads Construction with 10,457 km NHs/roads constructed in FY22 compared to 6,061 km in FY16.
  - Budget expenditure increased from Rs. 1.4 lakh crore (US\$ 17.1 billion) in FY20 to Rs. 2.4 lakh crore (US\$ 29.3 billion) in FY23 giving a renewed push to Capital expenditure.
  - 2,359 Kisan rails transported approximately 7.91 lakh tonnes of perishables, as of October 2022.
  - More than one crore air passengers availed the benefit of the UDAN scheme since its inception in 2016.
  - Near doubling of capacity of major ports in 8 years.
  - Inland Vessels Act 2021 replaced 100-year-old Act to ensure hassle-free movement of Vessels promoting Inland Water Transport.
  
- **India's Digital Public Infrastructure**
  - **Unified Payment Interface (UPI)**
    - UPI-based transactions grew in value (121%) and volume (115%) terms, between 2019-22, paving the way for its international adoption.
  - **Telephone and Radio - For Digital Empowerment**
    - Total telephone subscriber base in India stands at 117.8 crore (as of September 2022), with 44.3% of subscribers in rural India.
    - More than 98% of the total telephone subscribers are connected wirelessly.
  
    - The overall teledensity in India stood at 84.8% in March 2022.
    - 200% increase in rural internet subscriptions between 2015 and 2021.
    - Prasar Bharati (India's autonomous public service broadcaster) - broadcasts in 23 languages, 179 dialects from 479 stations. Reaches 92% of the area and 99.1% of the total population.

- **Digital Public Goods**
  - Achieved low-cost accessibility since the launch of Aadhaar in 2009.
  - Under the government schemes, MyScheme, TrEDS, GEM, e-NAM, UMANG has transformed the marketplace and has enabled citizens to access services across sectors.
  - Under Account Aggregator, the consent-based data-sharing framework is currently live across over 110 crore bank accounts.
  - Open Credit Enablement Network aims towards democratising lending operations while allowing end-to-end digital loan applications.
  - National AI portal has published 1520 articles, 262 videos, and 120 government initiatives and is being viewed as viewed as a tool for overcoming the language barrier e.g. 'Bhashini'.
  - Legislations are being introduced for enhanced user privacy and creating an ecosystem for standard, open, and interoperable protocols underlining robust data governance.

## **ELECTRONIC SECURITY MARKET**

The increasing focus on integrating technologically advanced surveillance systems to curb the rising incidents of crime, thefts, and provide other security solutions is driving the global electronic security market.

**The global Electronic Security market is projected to reach \$66.7 Billion by 2027, growing at a CAGR of 7.8%**

### **Covid-19 Impact & Market Status**

Covid-19 led disruption has changed the approaches to software, hardware, and service security. The key trends that have influenced the growth of global electronic security market in 2021 and beyond are rising evolution of new age security solutions from analog to digital systems, growth of real estate, growing threat incidents due to rapid digitalization and interconnectedness, improving value proposition, emergence of subscription based security services, and many other factors. The key factors such as increase in data thefts, rising security breaches are the key drivers of global electronic security market. Also, increasing adoption of wireless technologies, growing penetration of Internet of Things are also influencing the growth of global access control market. Furthermore, technological advancements in blockchain technology, cloud computing are positively impacting the global electronic security market.

This report offers a comprehensive overview of the key elements of the market such as drivers, restraints, opportunities. Furthermore, current market size, growth rate estimates through the forecast span 2021-2028, individual sectors and sub-sectors, countries, and regions contributing majorly to the growth of global electronic security market are studied in the report. The report gives some recommendations and solutions that help market players take informed decisions in the global electronic security market.

### **Video Surveillance Systems Witnessed Strong Growth**

The global electronic security market is classified into alarms, video surveillance systems, access control systems, other electronic security products on the basis of product type. Among these, the Video Surveillance Systems segment witnessed strong growth in 2021 and is expected to grow at



highest CAGR in forthcoming years. The key growth factors are rising security breaches and increasing significance for securing important infrastructures such as airports, banks, and trade centres.

The increasing need for safeguarding personal and business assets in the globally connected and digitally advancing world is improving the reliance on electronic security systems furthering the development of global electronic security market.

Owing to benefits such as protection to personal & business assets, improved workplace safety, instant conflict resolution, internal as well as external theft control, easy monitoring of high risk areas from remote locations, the electronic security is experiencing rapid adoption as opposed to traditional security approaches, thus fostering remarkable progress in global electronic security market.

The factors such as technology evolution, rising new business models in post-pandemic world, emerging government intervention, widening geographical spread, declining hardware cost is fueling the global electronic security market growth. Additionally, rise in organised crime followed by large-scale terrorist acts along with driving the electronic security business are boosting the global electronic security market expansion.

The advantages such as detailed organizational data, protection against unwanted visitors, prevention of systems from data breaches, safe work environment, reduction in theft and accidents, access to multiple buildings and locations, and regulatory compliance encourage further adoption of electronic security.

Electronic security is an electronic equipment that provides security solutions like surveillance, access control, alarm, intrusion detection, and performs other security operations. Electronic security solutions assist businesses and government agencies in upgrading their security measures. Spending to secure important infrastructures such as airports, banks, and trade centres has increased significantly. Integration of electronic security provides improved safety measures and protects human life and physical assets.

The popular electronic security systems installed in work areas, manufacturing plants, and other areas are alarms, access control, and CCTVs. These systems provide intrusion detection, access control, alarming, and other security features.

Users can benefit from video surveillance thanks to the electronic security. Video surveillance can assist in the monitoring of entrance points into a home or business. They can supervise areas of the business where there are no employees.

Surveillance can also protect companies and their employees against a variety of undesirable situations and circumstances. It may even aid in the reduction of both harassment and violence. This can promote a more pleasant and productive work environment. Furthermore, businesses can benefit from video surveillance using electronic devices.

Electronic security systems prevent both property damage and inventory losses, this is the case. Video surveillance systems can deter crime and, as a result, can help reduce insurance and liability expenses. With the use of the internet, electronic security systems can provide customers with access to security monitoring 24 hours a day.

However, the factors such as lack of consumer awareness and technical capabilities are hampering the global electronic security market. Furthermore, e-SaaS business, real estate growth, increasing compliance rate and increased demand for safety systems, increasing competitive rivalry between electronics manufacturers and government interventions are anticipated to be growth opportunity to the Global Electronic Security Market.

### **SIGNIFICANT CHANGES IN FINANCIAL RATIOS**

During the year, the significant change in the financial ratios compared to the previous year, which are more than 25 % as compared to the previous year are summarized below;

<b>Financial Ratios</b>	<b>2021-22</b>	<b>2022-23</b>	<b>Change(%)</b>	<b>Reason for change</b>
Debt Equity Ratio	15.10%	10.00%	33.79%	The Ratio has a huge variance on account of recognition of a Financial Lease Liability in last financial year due to which the long-term debt had increased significantly.
Debt Service Coverage Ratio	134.93%	(28.79)%	(121.34)%	Ratio has declined on account of operating losses on account of low margins & also due to disruptions in the business due to fire caused in the godown.
Return on Equity	0.32%	(14.18)%	(4568.51)%	Ratio has declined on account of operating losses on account of low margins & also due to disruptions in the business due to fire caused in the godown.
Net Profit Ratio	0.13%	(5.04)%	(4068.87)%	Ratio has declined on account of operating losses on account of low margins & also due to disruptions in the business due to fire caused in the godown.
Return on Capital Employed	6.42%	(7.11)%	(210.81)%	Ratio has declined on account of operating losses on account of low margins & also due to disruptions in the business due to fire caused in the godown.

## ANNEXURE III SECRETARIAL AUDIT REPORT

### Secretarial Audit Report

Form No. MR-3

For the Financial year ended 31 March 2023

*[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Panabyte Technologies Limited**  
**(Formerly known as Panache Innovations Limited)**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Panabyte Technologies Limited** (hereinafter called '**the Company**'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Panabyte Technologies Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on 31 March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company during the audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('The SEBI'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not relevant / applicable to the Company during the year under review)**

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not relevant / applicable to the Company during the year under review)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not relevant / applicable to the Company during the year under review)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not relevant / applicable to the Company during the year under review)**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not relevant / applicable to the Company during the year under review)**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**I further report that** based on the explanation given by the management of the Company, there are no other laws that are specifically applicable to the Company.

I have also examined compliance with the applicable clauses to the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Government of India, as applicable under the Companies Act 2013;
- (ii) The Listing Agreements entered into by the Company with BSE Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except the company has not paid listing fees to the BSE Limited as per regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as informed by the management, the Company is in process of making payment soon. Further, we are unable to confirm compliance of sec. 138 of the Companies Act, 2013 in respect of internal audit of the functions and activities of the company by the internal auditor appointed by the Company during the year under review.*

**I further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive, Non – Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all the directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review; pursuant to special resolutions passed at the 41<sup>st</sup> Annual General Meeting held on 28 September 2022, the consent of the members of the Company was obtained for Change of Name of the Company from “Panache Innovations Limited” to “Panabyte Technologies Limited” and obtained approval from the Registrar of Companies, Mumbai effective from 25 October 2022.

**For D. M. Zaveri & Co  
Company Secretaries**

**Dharmesh Zaveri  
(Proprietor)**

**FCS. No.: 5418**

**CP No.: 4363**

**Place: Mumbai**

**Date: 12 August 2023**

**ICSI UDIN: F005418E000751185**

**Peer Review Certificate No.: 1187/2021**

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

**Annexure A**

To,  
The Members,  
**Panabyte Technologies Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For D. M. Zaveri & Co**  
**Company Secretaries**

**Dharmesh Zaveri**  
**(Proprietor)**  
**FCS. No.: 5418**  
**CP No.: 4363**

**Place: Mumbai**  
**Date: 12 August 2023**



**ANNEXURE IV TO DIRECTORS REPORT**

**Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies Accounts) Rules 2014, and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2023**

**A. Conservation of Energy**

(i)	the steps taken or impact on conservation of energy	The Company's operations involve low energy consumption to run its office and therefore the scope of energy conservation is limited. The Company is taking all necessary measures for conservation of energy and creating awareness amongst the employees on the necessity of conservation of energy and the same is practiced regularly.
(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	the capital investment on energy conservation equipment's	NIL

**B. Technology absorption**

(i)	the efforts made towards technology absorption	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NA
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology has been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	During the year, the Company has not undertaken Research and Development activity.

**C. Foreign exchange earnings and Outgo****(Rs. In Lacs)**

Particulars	2022-23	2021-22
Foreign Exchange Earned	Nil	Nil
Outgo of Foreign Exchange	0.06	22.57

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

**Date: 12/08/2023  
Place: Mumbai**

**Prakash Mavji Vichhivora  
Chairman & Managing Director  
DIN: 03123043**

**ANNEXURE V TO DIRECTORS REPORT****DETAILS OF DIRECTORS AND EMPLOYEE REMUNERATION****I. Information as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	The ratio of the remuneration of each director to the median employees of the Company for the financial year	<ul style="list-style-type: none"> <li>➤ Mr. Prakash Vichhivora – 3.91x</li> <li>➤ Mr. Hetal Vichhivora – 3.91x</li> <li>➤ Mr. Amit Rambhia has not drawn any remuneration during the year.</li> </ul>
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<ul style="list-style-type: none"> <li>➤ Prakash Vicchivora, Managing Director -Not increased</li> <li>➤ Hetal Vicchivora, WTD &amp; CFO - Not increased</li> <li>➤ Amit Rambhia, Director - Not increased (Resigned w.e.f. 30/05/2023)</li> <li>➤ Saloni Hurkat, Company Secretary-Not Increased (Resigned w.e.f. 16/08/2023)</li> <li>➤ Ayushi Sahu, Company Secretary-N.A. (Appointed w.e.f. 17/08/2023)</li> </ul>
3	The percentage increase in the median remuneration of employees in the financial year	There has been 40.90% increase in the median remuneration of employees in the financial year.
4	The number of permanent employees on the rolls of company	As on 31 <sup>st</sup> March, 2023, there were 36 employees on the rolls of the Company.
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration	<ul style="list-style-type: none"> <li>➤ Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year - NIL</li> <li>➤ Average percentile increase already made in the salaries of the managerial personnel in the last financial year – NIL.</li> <li>➤ There is no increase in the managerial remuneration</li> </ul>
6	Remuneration is as per the remuneration policy of the company.	It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

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

**Date: 12/08/2023**

**Place: Mumbai**

\_\_\_\_\_  
**Prakash Mavji Vichhivora**  
**Chairman & Managing Director**  
**DIN: 03123043**

# FINANCIAL STATEMENTS

## Independent Auditor's Report

To the Shareholders of  
**M/s Panabyte Technologies Limited**  
**(Formerly Known as Panache Innovations Limited)**

We have audited the accompanying Ind AS financial statements of **M/s Panabyte Technologies Limited** (Formerly Known as Panache Innovations Limited), (the "Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (Hereinafter referred to as the "Financial Statements").

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its Loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Emphasis of Matters

We draw attention towards the Note No. 1(8) of the General Notes to Accounts of Financial Statements.

*"On January 5, 2023, an incidence of fire occurred at one of the warehouse of the company located at Bhiwandi, Thane. This incident led to damage of certain property, plant and equipment, inventory and interrupted business.*

*The company has insurance cover against the damaged inventories. The company has lodged claim of this incident with the insurance company, which is under process. The company has estimated and recognized an initial loss of Rs. 157.83 Lakhs on account of damage to plant, property & equipment & inventory and has recognized insurance claim receivable to the extent of Rs. 125.00 Lakhs. The aforementioned loss & corresponding credit arising from insurance claim has been presented as net loss of Rs. 32.83 Lakhs under Exceptional items in the above result for the year ended March 31, 2023."*

Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters (KAM) are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Information Other than the Financial Statements and Auditor's Report**

The Board of Directors of the Company is responsible for the preparation of other information. The other information comprise the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, cash flows and changes in equity of the Company including its joint operation companies in accordance with the Ind AS and accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its joint operations to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the financial statements.

### **Materiality**

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we enclose herewith; 'Annexure-A', a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- e. On the basis of written representations received from the directors as on 31<sup>st</sup> March 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2023, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013; and
- f. Our Opinion on the adequacy of the Internal Financial Controls of the company over the financial reporting and the operating effectiveness of such controls has been given by us in a separate report in 'Annexure-B'.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us:
  - (i) The Company has disclosed that there are no pending litigations which would impact its financial statements.
  - (ii) The Company did not have any long-term contracts for which there were any material foreseeable losses;
  - (iii) The Company is not required to transfer any amount to the Investor Education and Protection Fund by the Company.

For KPB & Associates  
Chartered Accountants  
[FRNo. 114841W]

(Partner)  
(CA Ketan N. Gada)  
(Membership No 106451)

Place: Mumbai  
Date: 30.05.2023  
UDIN: 23106451BGQXKV2319

**ANNEXURE - A TO THE AUDITOR'S REPORT FOR THE Y. E. 31ST MARCH, 2023**  
*(Referred to in Paragraph (1) of our Report of even date)*

**Report on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013**

We report that:

- (i) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that, in respect of Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right –of-use assets;  
  
(B) The company has maintained proper records showing full particulars of intangible assets;
  - (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - (c) There is no immovable properties held by the company.
  - (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - (e) There are no proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that,
  - (a) physical verification of inventory has been conducted at reasonable intervals by the management with appropriate procedures and no material discrepancies were noticed on such verification.
  - (b) The Company has not been sanctioned working capital limits in excess of ₹ five crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year ended March 31, 2023.
  - a) A) Since the Company has not provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to its subsidiary, joint venture and associate during the year ended March 31, 2023. Hence, Reporting under clause 3(iii)(a)(A) is not applicable.  
  
B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, total loan amount granted during the year is Rs. NIL and balance

outstanding at on 31.03.2023 is Rs. 303.62 Lakhs with respect to such loans or advances given to the Company;

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are not regular;
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that, in respect of loans granted by the company, there are some amounts overdue for more than ninety days which casts to aggregate amount of Rs. 302.62 Lakhs remaining outstanding as on balance sheet date.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that, no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- f) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that, the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Hence, Reporting under clause 3(iii)(f) is not applicable.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company in respect of loans, investments, guarantees, and security has complied with the provisions of sections 185.

In respect of grant of loans, making investments and providing guarantees and securities during the year as referred in Section 186 of the Companies Act, 2013, the company has failed to comply with this provision of the Act, as

- 1) Any prior approval from Banks / Public Financial Institution viz. Canara Bank is not on the record:

Name of the Entity	As at 31 <sup>st</sup> March, 2023	Nature of Assistance	Purpose for which Loan/ Guarantee is proposed to be utilized by Recipient
Karm Warehousing Private Limited	Rs. 299.56 Lakhs	Inter Corporate Loan	Short Term Working Capital
Sure Horizon Softtech End2End Solution Pvt Ltd	Rs. 1.88 Lakhs	Inter Corporate Loan	Short Term Working Capital
Greatmoon Trading Pvt Ltd	Rs. 1.18 Lakhs	Inter Corporate Loan	Short Term Working Capital
Neer Green Pvt Ltd	Rs. 3.31 Lakhs	Inter Corporate Loan	Short Term Working Capital

- (v) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that, the, Company has not accepted deposits, hence clause 3 (v) of the Order is not applicable to the Company;
- (vi) According to the information and explanations given to us and on the basis of our examination of the records of the Company we are of the opinion that, the Central Government has not prescribed the maintenance of cost record under sub- section (1) of section 148 of the Companies Act;
- (vii) (a)According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident fund, Employee's State Insurance Corporation, Income tax, VAT, CST, Custom duty, Cess, GST and any other statutory dues with the appropriate authorities during the year.

There were no undisputed amounts payable in respect of such statutory dues were outstanding, as on 31st March, 2023 for a period of more than six months from the date they became payable except for following:

SR NO	NATURE OF DUES	AMOUNT
1.	Tax deducted at Source	Rs. 4.53 Lakhs
2.	Provident Fund	Rs. 0.33 Lakhs

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.
- (viii) There are no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), hence clause 3 (viii) of the Order is not applicable;
- (ix)
- (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or other lender;
- (c) Term loans were applied for the purpose for which the loans were obtained;
- (d) Funds raised on short term basis have not been utilised for long term purposes;
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;

- (x)
- (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year, hence clause 3 (x) of the Order is not applicable to the Company;
  - (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, hence clause 3 (x)(b) is not applicable to the Company;
- (xi)
- (a) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported during the year;
  - (b) According to the information and explanations given to us, there has been no fraud committed by the employees or the officers of the company, against the company and hence No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
  - (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year; hence clause 3 (xi)(c) is not applicable to the Company;
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company, hence clause 3 (xii) of the Order is not applicable;
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;
- (xiv)
- (a) We are unable to comment whether the Company has an internal audit system which is commensurate to the size and nature of its business as the internal audit reports were not made available to us;
  - (b) We were not able to consider the internal audit reports for determining the nature, timing and extent of our audit procedures for the period ended 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 as the same were not made available to us by the company.
- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected with them, hence clause 3 (xv) of the Order is not applicable;
- (xvi) The Company is not a Core Investment Company (CIC) and also not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, hence clause 3 (xvi) of the Order is not applicable;
- (xvii) The Company has incurred cash losses of Rs. 43.48 Lakhs in the current financial year and no cash losses in the immediately preceding financial year;
- (xviii) During the year, there has been no resignation of the statutory auditors. There are no concerns, issues or objections raised by the outgoing auditor who has been retired by rotation;

- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Corporate Social Responsibility provisions are not applicable to Company and hence clause 3 (xx) of the Order is not applicable;
- (xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For KPB & Associates  
Chartered Accountants  
[FRNo. 114841W]

(Partner)  
(CA Ketan N. Gada)  
(Membership No 106451)

Place: Mumbai  
Date: 30.05.2023  
UDIN: 23106451BGQXKV2319



**ANNEXURE -B TO THE AUDITOR'S REPORT FOR THE Y. E. 31ST MARCH, 2023**  
*(Referred to in Paragraph (2)(f) of our Report of even date)*

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Panabyte Technologies Limited (Formerly Known As Panache Innovations Limited) ("the Company") as of 31st March 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation

of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KPB & Associates  
Chartered Accountants  
[FRNo. 114841W]

(Partner)  
(CA Ketan N. Gada)  
(Membership No 106451)  
Place: Mumbai  
Date: 30.05.2023  
UDIN: 23106451BGQXKV2319

**BALANCE SHEET**As at 31<sup>st</sup> March 2023

(Rs. in Lakhs)

Sr. No.	PARTICULARS	NOTE NO.	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022	
<b>I. ASSETS</b>					
<b>1 NON-CURRENT ASSETS</b>					
	(a) Property, Plant & Equipments	...	2	17.98	22.87
	(b) Capital Work-In-Progress	...		0.00	0.00
	(c) Right of Use Assets	...	2	11.73	19.07
	(d) Investment Properties	...		0.00	0.00
	(e) Goodwill	...		0.00	0.00
	(f) Other Intangible Assets	...	2	0.02	0.06
	(g) Intangible Assets Under Development	...		0.00	0.00
	(h) Biological Assets Other than Bearer Plants	...		0.00	0.00
	(i) <u>Financial Assets</u>				
	(i) Investments	...	3	0.00	0.00
	(ii) Loans & Deposits	...	4	3.48	3.35
	(iii) Other Financial Assets	...	5	0.05	0.05
	(j) Deferred Tax Assets (Net)	...	6	23.22	9.10
	(k) Other Non-Current Assets	...		0.00	0.00
<b>2 CURRENT ASSETS</b>					
	(a) Inventories	...	7	189.85	294.58
	(b) <u>Financial Assets</u>				
	(i) Investments	...		0.00	0.00
	(ii) Trade Receivables	...	8	457.45	429.65
	(iii) Cash and Cash Equivalents	...	9	0.76	0.73
	(iv) Bank Balances other than Cash & Cash Equivalents	...	10	0.81	0.81
	(v) Loans & Deposits	...	11	286.94	263.25
	(vi) Other Financial Assets	...	12	147.73	25.72
	(c) Current Tax Assets	...	13	6.57	6.35
	(d) Other Current Assets	...	14	138.29	99.66
<b>TOTAL ASSETS</b>				<b>1,284.88</b>	<b>1,175.28</b>
<b>II. EQUITY AND LIABILITIES</b>					
<b>1 EQUITY</b>					
	(a) Equity Share Capital	...	15	439.00	439.00
	(b) Other Equity	...	16	(143.85)	(103.16)
<b>2 LIABILITIES</b>					
<b>A Non-Current Liabilities</b>					
	(a) <u>Financial Liabilities</u>				
	(i) Borrowings	...	17	24.72	38.55
	(ia) Lease Liabilities	...	18	4.80	12.18
	(ii) <u>Trade Payables</u>	...			
	(a) total outstanding dues of micro enterprises and small			0.00	0.00
	(b) total outstanding dues to other than micro and small			0.00	0.00
	(iii) Other Financial Liabilities	...		0.00	0.00
	(b) Provisions	...	19	5.46	7.60
	(c) Deferred Tax Liabilities(Net)	...		0.00	0.00
	(d) Other Non-Current Liabilities	...		0.00	0.00

				(Rs. in Lakhs)	
Sr. No.	PARTICULARS	NOTE NO.	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022	
<b>B Current Liabilities</b>					
(a) <u>Financial Liabilities</u>					
	( i ) Borrowings	...	20	299.14	213.57
	( ia ) Lease Liabilities	...	21	7.38	6.45
	( ii ) <u>Trade Payables</u>	...	22		
	(a) total outstanding dues of micro enterprises and small enterprises			1.40	2.01
	(b) total outstanding dues to other than micro and small enterprises			589.50	529.64
	( iii ) Other Financial Liabilities	...	23	9.45	0.00
	(b) Other Current Liabilities	...	24	43.97	26.42
	(c) Provisions	...	25	3.92	3.03
	(d) Current Tax Liabilities(Net)	...	26	0.00	0.00
<b>TOTAL EQUITY &amp; LIABILITIES</b>				<b>1,284.88</b>	<b>1,175.28</b>
<b>SIGNIFICANT ACCOUNTING POLICIES &amp; NOTES TO ACCOUNTS</b>			...	1	

AS PER OUR REPORT OF EVEN DATE  
FOR KPB & ASSOCIATES  
CHARTERED ACCOUNTANTS  
[ICAI FRNo. 114841W]

FOR AND ON BEHALF OF BOARD OF DIRECTORS  
(Formerly known as Panache Innovations Limited)  
PANABYTE TECHNOLOGIES LIMITED

CA KETAN N. GADA  
PARTNER  
(MEM NO. 106451)

MR. PRAKASH M. VICHHIVORA  
MANAGING DIRECTOR  
DINO:- 03123043

MR. HETAL M. VICHHIVORA  
WHOLE TIME DIRECTOR & CFO  
DINO:- 03123060

MRS. SALONI HURKAT  
COMPANY SECRETARY

MR. AMIT D. RAMBHIA  
NON-EXECUTIVE DIRECTOR  
DINO:- 00165919

PLACE: MUMBAI  
DATED: 30/05/2023  
UDIN: 23106451BGQXKV2319

PLACE: MUMBAI  
DATED: 30/05/2023

## STATEMENT OF PROFIT &amp; LOSS

As at 31<sup>st</sup> March 2023

(Rs. in Lakhs)

Sr.No.	PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
<b>I. REVENUE</b>				
	Revenue From Operations ...	26	886.69	839.52
	Other Income ...	27	22.44	30.52
<b>TOTAL INCOME</b>			909.14	870.04
<b>II. EXPENSES</b>				
	Cost of Goods Purchased ...	28	607.33	570.83
	Changes in Inventories of Work-in-Progress, Stock-in-Trade and Finished Goods ...	29	(49.81)	(29.99)
	Employee Benefit Expenses ...	30	197.42	180.83
	Finance Costs ...	31	39.88	24.17
	Depreciation and Amortisation Expenses ...	32	12.38	5.64
	Other Expenses ...	33	129.40	116.36
<b>TOTAL EXPENSES</b>			936.58	867.84
<b>III. Profit/(Loss) Before Exceptional items &amp; Tax</b>				
	Exceptional Items ...	34	(32.83)	0.04
<b>IV. Profit/(Loss) Before Tax</b>				
	Income Tax Expense ...	35	0.00	0.00
	Current Tax ...		(15.54)	1.18
	Deferred Tax ...			
<b>A. PROFIT FOR THE YEAR</b>			(44.73)	1.06
<b>OTHER COMPREHENSIVE INCOME</b>				
<b>I. Items that will not be reclassified to Profit or Loss A/c</b>				
	Income Tax Relating to items that will not be reclassified to Profit or Loss A/c ...	35	(1.42)	(0.36)
<b>II. Items that will be reclassified to Profit or Loss A/c</b>				
	Income Tax Relating to items that will be reclassified to Profit or Loss A/c ...		0.00	0.00
<b>B. OTHER COMPREHENSIVE INCOME FOR THE PERIOD</b>			4.04	1.03
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD [A+B]</b>			(40.69)	2.09
<b>EARNINGS PER SHARE</b>				
	Basic EPS ...	37	(1.02)	0.02
	Diluted EPS ...		(1.02)	0.02

AS PER OUR REPORT OF EVEN DATE  
FOR KPB & ASSOCIATES  
CHARTERED ACCOUNTANTS  
[ICAI FRNo. 114841W]

FOR AND ON BEHALF OF BOARD OF DIRECTORS  
(Formerly known as Panache Innovations Limited)  
PANABYTE TECHNOLOGIES LIMITED

CA KETAN N. GADA  
PARTNER  
(MEM NO. 106451)

MR. PRAKASH M. VICHHIVORA  
MANAGING DIRECTOR  
DINO:- 03123043

MR. HETAL M. VICHHIVORA  
WHOLE TIME DIRECTOR & CFO  
DINO:- 03123060

MRS. SALONI HURKAT  
COMPANY SECRETARY

MR. AMIT D. RAMBHIA  
NON-EXECUTIVE DIRECTOR  
DINO:- 00165919

PLACE: MUMBAI  
DATED: 30/05/2023  
UDIN: 23106451BGQXK2319

PLACE: MUMBAI  
DATED: 30/05/2023

## STATEMENT OF CHANGES IN EQUITY

As at 31<sup>st</sup> March 2023

## (a) EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Balance as at 01st April 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital During FY 2021-22	Balance as at 31st March 2022
439.00	Nil	439.00	Nil	439.00

Balance as at 01st April 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital During FY 2022-23	Balance as at 31st March 2023
439.00	Nil	439.00	Nil	439.00

## (b) OTHER EQUITY

Particulars	Share Application Money Pending for Allotment	Reserves & Surplus				Equity Instruments Through Other Comprehensive Income	Other items of other Comprehensive Income (Specify nature)	Total
		Capital Reserve	Securities Premium Reserve	Other Reserve (Specify Nature)	Retained Earnings			
Balance at the beginning of the reporting Period as at 01st April 2021	0.00	0.00	0.00	0.00	30.44	(137.55)	1.87	(105.25)
Change in accounting Policy & Prior Period errors restated balance at the beginning of the reporting period.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit/Loss for the Year	0.00	0.00	0.00	0.00	1.06	0.00	0.00	1.06
Other Comprehensive Income for the Year	0.00	0.00	0.00	0.00	0.00	0.00	1.03	1.03
Dividends	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfer to Reserves	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Any Other Change (to be Specified)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Balance as at 31st March 2022</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>31.50</b>	<b>(137.55)</b>	<b>2.89</b>	<b>(103.16)</b>
Change in accounting Policy & Prior Period errors restated balance at the beginning of the reporting period.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit/Loss for the Year	0.00	0.00	0.00	0.00	(44.73)	0.00	0.00	(44.73)
Other Comprehensive Income for the Year	0.00	0.00	0.00	0.00	0.00	0.00	4.04	4.04
Dividends	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Any Other Change (to be Specified)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Balance as at 31st March 2023</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>(13.23)</b>	<b>(137.55)</b>	<b>6.93</b>	<b>(143.85)</b>

AS PER OUR REPORT OF EVEN DATE  
FOR KPB & ASSOCIATES  
CHARTERED ACCOUNTANTS  
[ICAI FRNo. 114841W]

FOR AND ON BEHALF OF BOARD OF DIRECTORS  
PANABYTE TECHNOLOGIES LIMITED

CA KETAN N. GADA  
PARTNER  
(MEM NO. 106451)

MR. PRAKASH M. VICHHIVORA  
MANAGING DIRECTOR  
DINO:- 03123043

MR. HETAL M. VICHHIVORA  
WHOLE TIME DIRECTOR & CFO  
DINO:- 03123060

MRS. SALONI HURKAT  
COMPANY SECRETARY

MR. AMIT D. RAMBHIA  
NON-EXECUTIVE DIRECTOR  
DINO:- 00165919

PLACE: MUMBAI  
DATED: 30/05/2023  
UDIN: 23106451BGQXKV2319

PLACE: MUMBAI  
DATED: 30/05/2023



**CASH FLOWS**For year ended 31<sup>st</sup> March 2023

			(Rs. in Lakhs)	
PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022		
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>				
Net Profit Before Tax as per Profit & Loss A/c	(60.27)	2.24		
<u>Adjustments for Non-cash Items</u>				
Depreciation on Fixed Assets	5.03	4.47		
Amortisation of Lease Asset	7.34	1.17		
Finance Charges (Income)	(0.12)	0.00		
Provision for Gratuity	3.10	4.05		
	15.35	9.69		
	(44.92)	11.93		
<u>Adjustments for Non-Operating Items</u>				
Interest Charges	37.19	22.81		
Interest Income	(22.06)	(28.12)		
Processing Fees	1.10	1.36		
Finance Charges on Lease Liability	1.44	0.24		
Remeasurement of Lease Deposits	0.00	0.34		
Loss on Assets destroyed by fire	3.29	0.00		
Profit on Sale of Fixed Asset	0.00	(0.04)		
	20.96	(3.40)		
Operating Profit before Working Capital Changes	(23.96)	8.52		
<u>Adjusted for Change in Working Capital:</u>				
Inventories	104.73	(29.99)		
Trade Receivable	(27.80)	23.93		
Other Financial Assets	(122.00)	0.00		
Other Current Assets	(32.30)	8.33		
Trade Payable	59.25	(41.10)		
Provisions	1.11	0.30		
Other Financial Liabilities	9.45	0.00		
Other Current Liability	17.55	(5.18)	9.99	(43.71)
Cash Generated from Operations	(13.97)	(35.19)		
Taxes Paid	(6.55)	(6.68)		
Net Cash Flow from Operations (A)	(20.52)	(41.87)		
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>				
<u>Cash Inflow</u>				
Interest Income	22.06	28.12		
Sale of Fixed Asset	0.00	0.30		
Loan Repaid by Parties	0.00	22.06	39.34	67.75
<u>Cash Outflow</u>				
Purchase of Property Plant & Equipment	(3.39)	(11.62)		
Loans Given	(23.69)	(27.07)	(1.95)	(13.57)
Net Cash Flow from Investing Activities (B)	(5.01)	54.18		
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>				
<u>Cash Inflow</u>				
Borrowings Taken	69.28	19.15		
<u>Cash Outflow</u>				
Expenses on Lease Finance	0.00	(0.55)		
Finance Lease Rental paid	(7.90)	(1.30)		
Interest Charges	(37.19)	(22.81)		
Processing Fees	(1.10)	(1.36)	(46.19)	(26.02)
Net Cash Flow from Financing Activities (C)	23.09	(6.87)		

Continued .....

## CASH FLOWS

For year ended 31<sup>st</sup> March 2023

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
<b>CASH FLOW FROM ALL ACTIVITIES (A+B+C)</b>	(2.44)	5.44
<u>Cash and Cash Equivalents at the Beginning</u>		
Cash in Hand	0.07	0.43
Balance in Bank	(194.96)	(200.76)
	<u>(197.32)</u>	<u>(194.89)</u>
<u>Closing Balance as per accounts</u>		
Cash in Hand	0.09	0.07
Balance in Bank	(197.41)	(194.96)
	<u>(197.32)</u>	<u>(194.89)</u>

### Notes:

- Statement of Cash Flows has been prepared under indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.
- Cash & Cash Equivalents included in the statement of Cash Flows comprises of the following.

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Cash balance Disclosed under Cash and Cash Equivalents - Note No. 9	0.09	0.07
Balances With Bank		
Current Deposits with Bank Disclosed under Cash and Cash Equivalents - Note No. 9	0.00	0.03
Unclaimed Dividend Bank Accounts Disclosed in Note No. 10	0.81	0.81
Fixed Deposits with Bank - Note No. 9	0.67	0.63
Cash Credit with Bank Disclosed under Current Financial Liabilities - Note No. 20	(198.89)	(196.43)
Cash & Cash Equivalents for the purpose of Cash Flows	<u>(197.32)</u>	<u>(194.89)</u>

### 3 Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Cash and Cash Equivalents	0.76	0.73
Borrowings (including overdraft)	(323.86)	(252.12)
Net Debt	<u>(323.10)</u>	<u>(251.38)</u>
Cash and liquid investments	0.76	0.73
Gross debts- fixed interest rates	(38.64)	(49.97)
Gross debts- variable interest rates	(285.22)	(202.14)
Net Debt	<u>(323.10)</u>	<u>(251.38)</u>

**CASH FLOWS**For year ended 31<sup>st</sup> March 2023**4 Changes in Liabilities Arising from Financing Activities**

For the Year Ended 31st March 2022

PARTICULARS	NON CURRENT BORROWINGS	CURRENT BORROWINGS	CURRENT MATURITIES OF NON CURRENT BORROWINGS	LEASE LIABILITIES
Opening Balance as on 31st March 2021	26.28	1.50	8.75	0.00
Changes from Financing Cash Flows	20.70	3.32	(8.75)	(1.30)
Interest Accrued	3.00	0.89	0.00	0.24
Transfer within categories	(11.43)	0.00	11.43	0.00
Other Changes	0.00	0.00	0.00	19.69
<b>Closing Balance as on 31st March 2022</b>	<b>38.55</b>	<b>5.71</b>	<b>11.43</b>	<b>18.63</b>

For the Year Ended 31st March 2023

PARTICULARS	NON CURRENT BORROWINGS	CURRENT BORROWINGS	CURRENT MATURITIES OF NON CURRENT BORROWINGS	LEASE LIABILITIES
Opening Balance as on 31st March 2022	38.55	5.71	11.43	18.63
Changes from Financing Cash Flows	(3.82)	69.50	(11.43)	(7.90)
Interest Accrued	3.91	11.12	0.00	1.44
Transfer within categories	(13.92)	0.00	13.92	0.00
<b>Closing Balance as on 31st March 2023</b>	<b>24.72</b>	<b>86.33</b>	<b>13.92</b>	<b>12.18</b>

AS PER OUR REPORT OF EVEN DATE  
FOR KPB & ASSOCIATES  
CHARTERED ACCOUNTANTS  
[ICAI FRNo. 114841W]

FOR AND ON BEHALF OF BOARD OF DIRECTORS  
PANABYTE TECHNOLOGIES LIMITED

CA KETANN. GADA  
PARTNER  
(MEM NO. 106451)

MR. PRAKASH M. VICHHIVORA  
MANAGING DIRECTOR  
DINO:- 03123043

MR. HETAL M. VICHHIVORA  
WHOLE TIME DIRECTOR & CFO  
DINO:- 03123060

MRS. SALONI HURKAT  
COMPANY SECRETARY

MR. AMIT D. RAMBHIA  
NON-EXECUTIVE DIRECTOR  
DINO:- 00165919

PLACE: MUMBAI  
DATED: 30/05/2023  
UDIN: 23106451BGQXKV2319

PLACE: MUMBAI  
DATED: 30/05/2023

## NOTES TO FINANCIAL STATEMENTS

For year ended 31<sup>st</sup> March 2023

### **A Significant Accounting Policies, practices annexed to & forming part of accounts for the year ending on 31st March 2023**

#### 1 Overview of the Company

Panabyte Technologies Limited ('the Company') was incorporated on 16th June, 1981 under the Companies Act, 1956. The company's identification No. is L51100MH1981PLC312742. The Company is primarily engaged in trading of Consumer Electronic & Electrical Goods and IT Hardware & its peripherals and Installation as well as Maintenance of Surveillance and Biometric systems. With effect from 25th October, 2022 the name of the company has been changed from PANACHE INNOVATIONS LIMITED to PANABYTE TECHNOLOGIES LIMITED. The registered corporate address has also been changed to Office No.105, Primus Business Park, Plot No.A-195 Rd.No.16A, Ambika Nagar-2, Wagle Industrial Estate, Thane MH 400604 with effect from 10th February, 2022.

#### 2 Basis of Preparation

Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss for the year ended 31 March 2023, the Statement of Cash Flows for the year ended 31 March 2023 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Financial Statements' or 'financial statements').

These financial statements are approved for issue by the Board of Directors on 30th May, 2023.

#### 3 Compliance with IndAS

The separate financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for financial instruments - measured at fair value or amortised cost.

#### 4 System of Accounting :

4.1 The Company follows Mercantile System of Accounting and recognizes Income & Expenditure on an accrual basis.

4.2 Accounts of the Company are prepared under the Historical Cost convention method, except for certain financial instruments that are measured at fair value in accordance with Ind AS.

4.3 Fair Value measurements under Ind AS are categorized as below, based on the degree to which inputs to the fair value measurements are observable and the significance of the inputs to their fair value measurement in its entirety.

- a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at measurement date.
- b) Level 2 inputs, other than quoted prices included in level 1, that are observable for the asset or liability, either directly or indirectly; and
- c) Level 3 inputs are unobservable inputs for the valuation of assets/liabilities.

#### 5 Going Concern

Fundamental Accounting assumption of going concern is followed in preparation of the financial statement.

#### 6 Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Indian Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**All amounts in the Financial Statements are presented in Indian Rupees (INR).**

## NOTES TO FINANCIAL STATEMENTS

For year ended 31<sup>st</sup> March 2023

### 7 Valuation of Property, Plant & Equipments & Intangible Assets & Depreciation/Amortisation policy

#### 7.1 Method Of Valuation Of Property, Plant & Equipments.

Property, Plant & Equipments (hereinafter referred to as PPE) is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of such PPE can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, as reduced by accumulated depreciation and cumulative impairment.

Expenditure for additions, improvements and renewals are capitalized and expenditure for maintenance & repairs are charged to the profit & loss account.

#### Depreciation

Depreciation on PPE is recognised using Straight Line Method so as to write off the cost of PPE less the residual value over its useful lives specified in Schedule- II of the Companies Act, 2013. In case of PPE purchased/sold during the year, Depreciation has been provided on pro-rata basis

#### 7.2 Method of Valuation of Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, as reduced by accumulated amortisation and cumulative impairment.

#### Amortisation

Amortisation charge on Intangible asset has been allocated on a systematic basis over the best estimate of useful life.

### 8 Use of Estimates

The preparation of Financial Statements in conformity with Indian Accounting Standards requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operations during the reporting period. As such estimates are based on the management's best knowledge of the current events and actions; there are possibilities of such estimates resulting in outcome's requiring material adjustment to the carrying amounts of assets or liabilities in future periods.

### 9 Employee Benefits

#### 9.1 Short Term Employee Benefits

Employee Benefits such as Salaries, Wages, short term compensated absences, and expected cost of bonus, ex-gratia, and performance linked rewards falling due, wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

#### 9.2 Post-Employment Benefits

##### a) Defined Contribution Plans

The company's contributions to state governed provident fund scheme and employee state insurance scheme are the defined contribution plans maintained by the company. The contribution paid/payable under the scheme is recognized during the period in which the employee renders the related service.

##### b) Defined Benefit Plans

The company has an obligation towards gratuity, a defined retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The present value of obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government bonds, with a maturity period, equivalent to the weighted average maturity profile of the defined benefit obligations at the Reporting date.

Remeasurement, comprising actuarial gains and losses is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss.

Defined benefit employee costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefits expense. Excess gains or losses on settlement of any claims are recognised in profit or loss when such settlement occurs. Past service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the company recognises related restructuring costs or termination benefits.

## NOTES TO FINANCIAL STATEMENTS

For year ended 31<sup>st</sup> March 2023

### 10 Prior Period Errors

Prior Period Errors if identified, are corrected retrospectively in the first set of financial statements approved for issue after the discovery of error by :-

- a) Restating the comparative amounts of the prior period presented, in which the error occurred;
- b) If the error occurred before the earliest prior period presented, the opening balance of assets, liability and equity is restated for the earliest prior period presented.

### 11 Financial Instruments

Financial assets and/or financial liabilities are recognised when the company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a current legal enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

#### 11.1 Financial Assets

All recognised financial assets are subsequently measured in their entirety at amortised cost or at fair value depending on the classification of the financial assets as follows:

##### a) Recognition

Investments in debt instruments – at amortised cost, subject to following conditions:

- i. The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- ii. The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The management has exercised its option to measure fair value changes in Equity Instruments through Other Comprehensive Income, as such Investments have not been held by the company for the purpose of trade.

##### b) Recognition of Income on Financial Assets

For financial assets that are measured at Fair Value Through Other Comprehensive Income (herein after referred to as FVTOCI), income by way of interest, dividend and exchange difference (on debt instrument) is recognised in the statement of profit or loss for the period and changes in fair value (other than on account of such income) are recognised in Other Comprehensive Income and accumulated in other equity.

##### c) De-recognition

A Financial Asset is primarily De-recognized when:-

- i. The right to receive cash flows from the asset has expired, or
- ii. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and (a) the company has transferred substantially all the risks and rewards of the asset, or b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- iii. On derecognition of a financial asset in its entirety, the difference between the carrying amount measured at the date of derecognition and the consideration received is recognised in profit or loss.

##### d) Impairment of Financial Assets

The Company recognises impairment loss on trade receivables using expected credit loss model, where the provisions are based on a forward-looking ECL, which includes possible default events on the trade receivables over the entire holding period of the trade receivable. These provisions represent the difference between the trade receivable's carrying amount in the consolidated balance sheet and the estimated collectible amount.

## NOTES TO FINANCIAL STATEMENTS

For year ended 31<sup>st</sup> March 2023

### 11.2 Financial Liabilities

#### a) Initial Recognition

Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at Fair Value Through Profit & Loss (FVTPL) are subsequently measured at fair value. All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method. Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at Fair Value Through Profit & Loss (FVTPL) are subsequently measured at fair value. All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.

A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

#### b) Subsequent Measurement

Financial Liabilities are carried at amortized cost using the Effective Interest Rate (EIR) Method. For trade and other payables maturing within one year from the reporting date, the carrying amounts, approximate fair value due to the short maturity of these instruments.

### 12 Foreign Currencies

a) The functional currency and presentation currency of the company is Indian Rupee (INR).

b) Transactions in currencies other than the company's functional currency occurred during the year are translated into Rupees at the exchange rate prevailing on the date of respective transactions.

c) At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in profit or loss in the period in which they arise .

However, there were no foreign currency transactions during the year.

### 13 Recoverability of Trade Receivables

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

### 14 Revenue Recognition

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. The revenue is measured based on transaction price, which is the fair value of consideration received or receivable, and is net of discounts, allowances, returns, goods and services tax/value added taxes/sales tax.

Interest income is recognised using the effective interest method.

### 15 Leases

As per Ind AS 116, the standard sets out the principles for the recognition, measurement, presentation and disclosure of lessee and the lessor. Ind AS 116 introduces single lessee accounting model and requires lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Operating lease expenses are charged to the statement of Profit & Loss. The standard also contains enhanced disclosure requirements for lessees.

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Under Ind AS 116, the lease liability is remeasured upon the occurrence of certain events, such as a change in lease term or a change in future lease payments resulting from a change in an index or rate (for example, inflation-linked payments or market rate rent reviews). A corresponding adjustment is made to the right of use asset.

Lease payments associated with following leases are recognised as expense on straight-line basis:

- a) Low value leases; and
- b) Leases which are short-term.



## NOTES TO FINANCIAL STATEMENTS

For year ended 31<sup>st</sup> March 2023

Assets given on lease are classified either as operating lease or as finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Initially asset held under finance lease is recognised in balance sheet and presented as a receivable at an amount equal to the net investment in the lease. Finance income is recognised over the lease term, based on a pattern reflecting a constant periodic rate of return on Company's net investment in the lease. A lease which is not classified as a finance lease is an operating lease.

The Company recognises lease payments in case of assets given on operating leases as income on a straight-line basis. The Company presents underlying assets subject to operating lease in its balance sheet under the respective class of asset.

### 16 Taxes On Income

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income or in equity. In which case, the tax is also recognised in Other Comprehensive Income or Equity.

#### 16.1 Current Tax

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income tax Act 1961.

#### 16.2 Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the reporting date.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that is probable that, taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

### 17 Operating Segments

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the company to make decisions for performance assessment and resource allocation.

Considering the nature and scope of business of the Company, the Chief Operating Decision Maker could not identify any operating segments

However, a report on company's reliance on major customers is as follows:-

(Rs. in Lakhs)		
SALES MADE TO MAJOR CUSTOMER	TOTAL SALES MADE DURING THE YEAR	% OF SALES MADE TO MAJOR CUSTOMERS
Rs. 653.81	Rs. 886.69	73.74%

### 18 Borrowing Costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset.

Other borrowing costs are expensed in the period in which they are incurred.

## NOTES TO FINANCIAL STATEMENTS

For year ended 31<sup>st</sup> March 2023

### 19 Provisions, Contingent Liabilities and Contingent Assets.

Provisions are recognised only when:

- a) The Company has a present obligation (legal or Constructive) as a result of a past event;
- b) It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- c) A reliable estimate can be made of the amount of the obligation.

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is discounted to the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- a) A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- b) A present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Reporting date. Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

### 20 Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit for the effects of:

- a) Changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- b) Non-cash items such as depreciation, provisions, and deferred taxes, and;
- c) All other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

### 21 Earnings Per Share

Basic and Diluted earnings per share is calculated by dividing net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period.

There are no potential equity shares in the books, and therefore diluted earnings per share are same as basic earnings per share.

## **B Accounting Transactions**

- 1 None of the employees were in receipt of or are entitled to receive remuneration aggregating to not less than Rs.102.00 Lakhs/- for the year or not less than Rs.8.50 Lakhs/- per month, if employed for part of the year.
- 2 Outstanding balances as at 31st March, 2023 of Current & Non-Current Assets and Liabilities including Trade Receivables and Trade Payables are subject to confirmation.
- 3 In the opinion of the Board of Directors, the Company is dealing in different varieties of Consumer Electronic & Electrical Goods & IT Hardware & its peripherals. Day to day Quantitative Stock Records have been maintained properly.
- 4 All the Directors have drawn remuneration for the Accounting Year 2022-23 aggregating to Rs. 7.80 Lakhs/-

## **C Recent Accounting & Reporting Framework Pronouncements**

### 1) Amendments to Existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

- a) Ind AS 103 - Business Combination
- b) Ind AS 16 - Property, Plant & Equipment
- c) Ind AS 37 – Provisions, Contingent Liabilities & Contingent Assets
- d) Ind AS 107 & Ind AS 109 - Financial Instruments

### 2) Amendments to Reporting Framework

On 23rd March 2022, the Ministry of Corporate Affairs (MCA) notified Companies (Indian Accounting Standards) Amendment Rules, 2022 effective from 1st April, 2022. The company has incorporated the amendments in its financial statements.

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

## **D Previous Year's Figures have been regrouped / reclassified wherever necessary**



The Useful Life of Assets adopted by the management from Schedule II of Companies Act,2013; for calculating Depreciation to be charged on different classes of Assets for the current year are as follows:-

CLASS OF ASSET	USEFUL LIFE ADOPTED (IN YEARS)
Furniture & Fixtures	10
Air Conditioner	8
Plant & Machinery	15
Mould	8
Office Equipments	5
Telephones	5
Computer Server	6
Computers & Laptop	3
Networking Devices	6
Right of Use Asset	3
Software	3
Trademark	3

**Notes:**

1. Impairment Loss : No Provision for Impairment loss is made during the year.
2. For Method of Valuation of Assets and Depreciation/Amortisation refer Clause 7 & 15 of Note No.1 of General Notes to Financial Statements.

**Disclosure related to title deeds of immovable property held in the name of persons other than company**

There are no Immovable properties held by the company and hence the disclosure relating to title deeds of immovable property held in the name of persons other than company is not relevant.

**Disclosure requirements for Intangible Assets**

a. As at 31st March 2023

Particulars	Intangible assets under development for a period of				Total
	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 years	
Projects in progress	0.00	0.00	0.00	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
Total					0.00

b. As at 31st March 2022

Particulars	Intangible assets under development for a period of				Total
	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 years	
Projects in progress	0.00	0.00	0.00	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
Total					0.00

**NOTE NO. 3  
INVESTMENTS (NON CURRENT)**

**(a) Measurement of Investments**

The management has exercised its option to measure fair value changes in Equity Instruments through Other Comprehensive Income, as such Investments have not been held by the company for the purpose of trade. Quoted Equity Instruments have been valued at their respective market quotations as on reporting date, in an active market where such instruments are traded. However, since there has not been any active trade of the Quoted Equity Instrument held by the company, the same has been written down to Nil in FY 2019-20.

**(b) Considering the above mentioned Measurement basis, the Value of Investments of the Entity for different reporting dates are as follows:-**

PARTICULARS	(Rs. in Lakhs)	
	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Investment in Equity Instruments		
Quoted Equity Instruments	0.00	0.00
	0.00	0.00

**NOTE NO. 4  
LOANS & DEPOSITS (NON CURRENT)**

**(a) Measurement**

Financial Assets in the nature of deposits have been measured at fair value by discounting the deposits over the tenure of lease.

The Discount rates used to different deposits are as follows:-

DEPOSIT	PERIOD	SOURCE	RATE
Thane Office Deposit	3	Government Bonds	7.75%

**(b) Value of Loans & Deposits**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Rent Deposit	3.48	3.35
	3.48	3.35

**NOTE NO. 5  
OTHER FINANCIAL ASSETS (NON CURRENT)**

**Measurement Basis**

Other Financial Assets being in the nature of deposits given to parties for indeterminate period, have been measured at actual amounts given/paid, as the management considers that the Fair Value of such deposits does not materially defer from the actual amounts given/paid.

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Other Deposits	0.05	0.05
	0.05	0.05

**NOTE NO. 6**  
**DEFERRED TAX ASSETS (NET)**

(Rs. in Lakhs)

PARTICULARS	TAXABLE/ (DEDUCTIBLE) TEMPORARY DIFFERENCES	DEFERRED TAX (ASSET)/ LIABILITY ON ITEMS OF PROFIT/LOSS	DEFERRED TAX (ASSET)/ LIABILITY ON ITEMS OF OCI	TOTAL DEFERRED TAX (ASSET)/LIABILITY RECOGNISED IN BALANCE SHEET
<b>Balance as on 01.04.2021</b>		(7.00)	(3.64)	(10.64)
<b><u>For the Year 2021-22</u></b>				
On Carrying Values of Property Plant & Equipment	1.05	0.27	0.00	
Expected Credit Losses	0.00	0.00	0.00	
Provision for Gratuity	(10.38)	(2.70)	0.00	
Fair Value (gains)/Losses on Equity instruments to the extent considered recoverable	(14.97)	0.00	(3.89)	
Deferred tax on Carry forward business Losses	(13.06)	(3.40)	0.00	
Remeasurements of Employee Benefit Obligations	2.36	0.00	0.61	
<b>(DTA)/DTL as on 31.03.2022</b>		(5.82)	(3.28)	(9.10)
<b><u>For the Year 2022-23</u></b>				
Carrying Value of Property Plant & Equipment	(2.31)	(0.60)	0.00	
Expected Credit losses	0.00	0.00	0.00	
Provision for Gratuity	(13.48)	(3.50)	0.00	
Fair Value (gains)/Losses on Equity instruments to the extent considered recoverable	(14.97)	0.00	(3.89)	
Deferred tax on Carry forward business Losses	(65.93)	(17.14)	0.00	
Remeasurements of Employee Benefit Obligations	7.82	0.00	2.03	
Measurement of Lease asset & Liability	(0.45)	(0.12)		
<b>(DTA)/DTL as on 31.03.2023</b>		(21.36)	(1.86)	(23.22)

**NOTE NO. 7**  
**INVENTORIES**

**(a) Valuation Method**

The Company values its Inventories which comprises of Consumer Electronic & Electrical Goods and IT Hardware & its peripherals at Weighted Average Cost or Net Realisable Value whichever is lower as per Ind AS-2. Cost of Inventories consist of its purchase price and other costs including any duties or taxes(to the extent not recoverable) incurred in bringing them to their present location and condition.

**(b) Based on the above Valuation Method, the value of Inventories for different reporting dates are as follows:-**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Inventory of Goods	189.85	294.58
	189.85	294.58





**NOTE NO. 9**  
**CASH AND CASH EQUIVALENTS**

Investments in Fixed Deposits have been considered by the management to be short term in nature, and hence they are valued at cost plus accrued interest on it.

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<u>Cash &amp; Cash Equivalents</u>		
Balance with Banks	0.00	0.03
Cash on Hand	0.09	0.07
Fixed Deposits with Bank	0.67	0.63
	0.76	0.73

**NOTE NO. 10**  
**BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Unclaimed Dividends	0.81	0.81
	0.81	0.81

**NOTE NO. 11**  
**LOANS & DEPOSITS (CURRENT)**

(a) **Measurement**

Financial Assets represented in the form of Loans & advances given to parties under the terms, wherein, such Financial Assets are repayable on demand to the company have been measured at their respective carrying values as the management considers that the carrying value of such Financial Assets to be the best estimate of its Fair Value.

PARTICULARS	(Rs. in Lakhs)	
	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Secured, Considered good	0.00	0.00
Unsecured, Considered good	286.94	263.25
Significant Increase in Credit Risk	0.00	0.00
Credit impaired	0.00	0.00
	286.94	263.25
Less: Provision for Expected Credit Losses	0.00	0.00
	286.94	263.25

**NOTE NO. 12**  
**OTHER FINANCIAL ASSETS**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Interest Receivable	22.73	25.72
Fire Insurance Claim	125.00	0.00
	147.73	25.72

**NOTE NO. 13**  
**CURRENT TAX ASSETS**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Income Tax Refundable	6.57	6.35
	6.57	6.35

**NOTE NO. 14**  
**OTHER CURRENT ASSETS**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Prepaid Expenses and others	0.57	2.34
Advance to Trade Payables	90.92	90.83
Input Credit of GST	1.36	0.44
Income Tax Refundable of Previous years	5.56	2.52
Reimbursement Receivable from Party	0.00	0.09
Unbilled Revenue	39.88	3.44
	138.29	99.66

**NOTE NO. 15**  
**EQUITY SHARE CAPITAL**

**a. Capital Structure of the Company**

(Rs. in Lakhs)

PARTICULARS OF SHARE CAPITAL	AS AT 31ST MARCH 2023		AS AT 31ST MARCH 2022	
	NO.OF SHARES	TOTAL VALUE	NO.OF SHARES	TOTAL VALUE
<b>AUTHORISED</b>				
Equity Shares of Rs.10/- each	2,50,00,000	2,500.00	2,50,00,000	2,500.00
	2,50,00,000	2,500.00	2,50,00,000	2,500.00
<b>ISSUED, SUBSCRIBED &amp; FULLY PAID-UP :</b>				
Equity Shares of Rs.10/- each	43,90,000	439.00	43,90,000	439.00
	43,90,000	439.00	43,90,000	439.00
<b>ISSUED, SUBSCRIBED AND NOT FULLY PAID-UP:</b>				
	0	0	0	0
	0	0	0	0

**b. Details of Shareholding as at different Reporting Dates**

Shareholders holding more than 5% of Equity :

SR. NO	NAME OF SHAREHOLDER	NO.OF SHARES AS ON 31ST MARCH 2023	PERCENTAGE HOLDING (%)	NO.OF SHARES AS ON 31ST MARCH 2022	PERCENTAGE HOLDING (%)
A.	<b>EQUITY SHARES</b>				
1.	Amit Devchand Rambhia	4,25,100	9.68%	4,25,100	9.68%
2.	Nikit Devchand Rambhia	4,25,000	9.68%	4,25,000	9.68%
3.	Devchand Rambhia	5,00,000	11.39%	5,00,000	11.39%

**c. Reconciliation of the number of Equity Shares outstanding**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Number of Shares at the beginning of the year	43,90,000	43,90,000
( + ) Bonusshares issued	0	0
( - ) Shares forfeited	0	0
Number of Shares at the end of the year	43,90,000	43,90,000

**d. Voting Rights**

The company has one class of equity shares having face value of Rs.10 per share. Each shareholder is eligible for one voting right.

**e. Promoter Share Holding**

Shares held by promoters at the end of the year :

SR. NO	NAME OF PROMOTER	NO.OF SHARES AS ON 31ST MARCH 2023	PERCENTAGE HOLDING	NO.OF SHARES AS ON 31ST MARCH 2022	PERCENTAGE HOLDING
1.	Amit Devchand Rambhia	4,25,100	9.68%	4,25,100	9.68%
2.	Nikit Devchand Rambhia	4,25,000	9.68%	4,25,000	9.68%
3.	Devchand Rambhia	5,00,000	11.39%	5,00,000	11.39%
4.	Hetal Vichhivora	97,263	2.22%	97,263	2.22%

**f. Capital Management**

The Company adheres to a disciplined Capital Management Framework in order to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits to other stakeholders.

The Company strategically manages its funds by :-

- Maintaining Diversity of Sources of Financing and spreading the maturity across periods in order to minimise liquidity risk. Analysing and managing its financial market risks like foreign exchange, interest rates and commodity prices, and minimise the impact or market volatility on earnings.
- Analysing the changes in macro economic factors affecting business environment and re-organising its capital structure accordingly to adapt to the ever changing dynamics of business environment.
- Leveraging Optimally in order to maximise shareholder returns.

The Net Gearing Ratio at the end of the Reporting period was as follows :-

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Gross Debt	323.86	252.12
<u>Less: Liquid Assets *</u>	0.76	0.73
Net Debt	323.10	251.38
Total Equity (As Per Balance Sheet)	295.15	335.84
Net Gearing Ratio	<b>1.09</b>	<b>0.75</b>

\* Liquid Assets Comprises of Cash & Cash Equivalents only.

**NOTE NO. 16****OTHER EQUITY**

(Rs. in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<b>Retained Earnings</b>		
Opening Balance	31.50	30.44
Add/(Less): Adjustments for Prior Period Errors	0.00	0.00
<u>Add: Surplus As per Profit &amp; Loss Account</u>	(44.73)	1.06
<u>Less: Appropriations</u>		
Dividends Paid	0.00	0.00
Dividend Distribution Tax Paid	0.00	0.00
Bonus Issue	0.00	0.00
<b>Closing Balance</b>	<b>(13.23)</b>	<b>31.50</b>
<b>Other Comprehensive Income</b>		
i) Fair Value Changes in Equity Instruments (Notional)		
Opening Balance	(137.55)	(137.55)
Add/(Less) Changes for the Year	0.00	0.00
Closing Balance	(137.55)	(137.55)
ii) Remeasurement of Defined Benefit Obligations		
Opening Balance	2.89	1.87
Add/(Less) Changes for the Year	4.04	1.03
Closing Balance	6.93	2.89
<b>Total Other Equity</b>	<b>(130.62)</b>	<b>(134.66)</b>
	<b>(143.85)</b>	<b>(103.16)</b>

**NOTE NO. 17**  
**BORROWINGS (NON CURRENT)**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<u>Secured Borrowings</u>		
Other borrowings	24.72	38.55
	24.72	38.55

**Notes:**

- 1 Guaranteed Emergency Credit Line (GECL) of Rs 35.00 Lakhs/- (Sanction Amount) is secured by way of hypothecation of Stocks and Book Debts. The Balance as on 31st March, 2023 is repayable in 14 monthly installments of Rs 1.09 Lakhs/-. Interest to be serviced as and when debited.
- 2 Guaranteed Emergency Credit Line (GECL) of Rs 23.00 Lakhs/- (Sanction Amount) is secured on 11th November, 2021 by way of hypothecation of Stocks and Book Debts. The Balance as on 31st March, 2023 is repayable in 36 monthly installments of Rs 0.73 Lakhs/- each with moratorium of 8 months. Interest to be serviced as and when debited.

**NOTE NO. 18**  
**LEASE LIABILITIES (NON CURRENT)**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Payables towards Lease Liability	4.80	12.18
	4.80	12.18

**NOTE NO. 19**  
**PROVISIONS (NON CURRENT)**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Provision for Gratuity Payable	5.46	7.59
	5.46	7.59

**NOTE NO. 20**  
**BORROWINGS (CURRENT)**

(Rs. in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<u>Secured Borrowings</u>		
Cash Credit	198.89	196.43
Current Maturities of Long Term Borrowings	13.92	11.43
Other borrowings	86.33	5.71
	299.14	213.57

**Notes :**

- 1 The Cash Credit is secured by first charge by way of hypothecation of Stock and Book debts. Further, it is secured by way personal guarantee provided by Managing Director - Mr. Prakash M. Vichhivora.
- 2 Monthly returns or Statements of Current assets filed with bank are in agreement with the books of accounts.
- 3 The Company has registered all details of Registration or satisfaction of charge with ROC within the prescribed time limit from the execution of document.
- 4 The company has not been declared wilful defaulter by any Banks / Financial Institutions.

**NOTE NO. 21**  
**LEASE LIABILITIES (CURRENT)**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Payables towards Lease Liability	7.38	6.45
	7.38	6.45

**NOTE NO. 22**  
**TRADE PAYABLES (CURRENT)**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<u>Trade payables</u>		
Due to Micro and Small Enterprises	1.40	0.71
Other Trade Payables	280.34	233.27
<u>Trade Payables to Related Parties (Refer Note No. 43)</u>		
Due to Micro and Small Enterprises	0.00	1.30
Other Trade Payables	309.16	296.37
	590.90	531.65

**(a) Disclosure**

Out of the total payables to Micro and Small enterprises, disclosed in the table above, Rs. 1.06 Lakhs/- stands overdue as on 31st March 2023. However, no interest is due or payable on such balance, pursuant to mutual agreement between the parties.

**Trade Payables ageing schedule: As at 31st March,2023**

PARTICULARS	Outstanding for following periods from bill date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1.40	0.00	0.00	0.00	1.40
(ii) Others	290.49	153.18	3.53	142.30	589.50
(iii) Disputed dues- MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00

**Trade Payables ageing schedule: As at 31st March,2022**

(Rs. in Lakhs)

PARTICULARS	Outstanding for following periods from bill date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	2.01	0.00	0.00	0.00	2.01
(ii) Others	253.49	131.49	0.48	144.17	529.64
(iii) Disputed dues- MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00

**NOTE NO. 23**  
**OTHER FINANCIAL LIABILITIES**

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Interest Payable	9.45	0.00
	9.45	0.00

**NOTE NO. 24**  
**OTHER CURRENT LIABILITIES**

**(a) Measurement of Current Liabilities**

Current Liabilities, being in the nature of Short term payables with no stated interest rates, have been measured at their Carrying Values since there are no significant financing component involved.

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Statutory Liabilities	16.25	6.15
Salaries Payable	12.62	11.97
Advance from Trade Receivables	15.09	8.29
Others	0.00	0.01
	43.97	26.42

**NOTE NO. 25**  
**PROVISIONS (CURRENT)**

PARICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Dividend Payable (Unclaimed) ... ..	0.81	0.81
Audit Fees Payable ... ..	2.48	0.90
Rent Payable ... ..	0.14	0.07
Professional Fees Payable ... ..	0.00	0.18
Provision for Gratuity Payable ... ..	0.20	0.43
Electricity Charges Payable ... ..	0.00	0.15
Reimbursement Payable ... ..	0.28	0.49
	3.92	3.03

**NOTES FORMING PART OF PROFIT & LOSS ACCOUNT**

**NOTE NO. 26**  
**REVENUE FROM OPERATIONS**

**(a) Recognition of Revenue**

The company derives revenue primarily from sale of Consumer Electronic & Electrical Goods and IT Hardware & its peripherals.

Revenue is recognised upon transfer of control of promised products or services to the customers in an amount that reflects the consideration the company expects to be entitled to, in exchange for those products or services.

Revenue from fixed-price, fixed-time frame contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised as per the percentage of completion method. When there is uncertainty as to the measurement of ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Maintenance revenue is recognized over the term of underlying maintenance agreement whereas revenue from Installation services are recognised immediately as there is no uncertainty as to collectability of the consideration.

The Company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on allocation of discounts/ incentives to each of the underlying performance obligations that corresponds to the progress by the customer towards earning the discount/ incentive. The company presents revenue net of Indirect Taxes.

PARTICULARS	(Rs. in Lakhs)	
	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Net Sales ... ..	670.13	684.64
Service Charges ... ..	216.57	154.88
	886.69	839.52

**(b) Remaining Performance obligations**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the group expects to recognize these amounts of revenue. Applying the practical expedient as given in Ind AS 115, the company has not disclosed the remaining performance obligation-related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance obligations completed till date.

(c) **Movement in Contract Balances**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
<b><u>Contract Liability</u></b>		
Opening Balance	8.29	11.03
<u>Less:</u> Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period.	(3.99)	(4.52)
<u>Add:</u> Revenue not recognised in the reporting period that is to be included in the closing balance of contract liability balance at the end of the period.	10.80	1.78
<b>Closing Balance</b>	<b>15.09</b>	<b>8.29</b>
<b><u>Contract Assets</u></b>		
Opening Balance	90.83	88.88
<u>Less:</u> Expense recognised in the reporting period that was included in the contract asset balance at the beginning of the period.	(5.89)	(8.11)
<u>Add:</u> Expense not recognised in the reporting period that is to be included in the closing balance of contract asset balance at the end of the period.	5.98	10.07
<b>Closing Balance</b>	<b>90.92</b>	<b>90.83</b>

**NOTE NO. 27  
OTHER INCOME**

(Rs. in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Discount Received (Net) ....	0.00	0.01
Other Compensations ....	0.08	0.20
Reimbursement of Taxes from Customers ....	0.00	2.16
Interest Income ....	22.06	28.12
Insurance Claim ....	0.18	0.00
Finance Charges Income ....	0.12	0.02
	<b>22.44</b>	<b>30.52</b>

**NOTE NO. 28  
COST OF GOODS PURCHASED**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Net Purchase ....	520.58	548.89
Service Charges Incurred ....	86.75	19.56
Royalty Expenses ....	0.00	2.38
	<b>607.33</b>	<b>570.83</b>

**NOTE NO. 29  
CHANGES IN INVENTORIES OF WORK-IN-PROGRESS, STOCK-IN-TRADE AND FINISHED GOODS**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Opening Stock / Inventories ....	294.58	264.59
<u>Less:</u> Inventory destroyed by Fire ....	(154.54)	0.00
<u>Less:</u> Closing Stock / Inventories ....	(189.85)	(294.58)
	<b>(49.81)</b>	<b>(29.99)</b>



**NOTE NO. 30**  
**EMPLOYEE BENEFIT EXPENSES**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Director's Remuneration	7.80	11.00
Salary & Bonus to Employees	175.65	154.57
Contributions to PF, ESIC & Other Funds	9.62	10.40
Staff Welfare Expenses	1.25	0.82
Gratuity To Staff	3.10	4.05
	197.42	180.83

**NOTE NO. 31**  
**FINANCE COSTS**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Interest Charges	37.19	22.56
Processing Charges on CC	1.10	1.36
Stamp Duty & Registration Charges	0.14	0.00
Finance Charges on Lease Liabilities	1.44	0.24
	39.88	24.17

**NOTE NO. 32**  
**DEPRECIATION AND AMORTISATION EXPENSES**

(Rs. in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Depreciation on Property, Plant & Equipment	4.99	4.43
Amortisation of Intangible Assets	0.04	0.04
Amortisation of Finance Lease Assets	7.34	1.17
	12.38	5.64

**NOTE NO. 33**  
**OTHER EXPENSES**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Advertisement Expenses	0.55	0.57
Annual Compliance Costs	0.20	0.06
Bank Charges	1.10	0.85
Business Promotion Expenses	0.61	0.33
Certification Charges	1.34	2.25
Commission & Brokerage Expenses	6.42	6.34
Consumables	1.45	0.26
Courier Charges	0.34	0.45
CST paid	0.00	1.84
Discount & Rebate	0.01	0.00
Donation	0.00	0.13
Electricity Charges	1.49	0.66
E-commerce Expenses	2.92	3.22
Expected Credit Losses	1.14	1.76
Finance Charges	0.00	0.36
General Operating Expenses	4.47	3.23
GST Late Fees	0.15	0.05
Insurance Charges	1.08	1.27

Continued .....

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Interest on TCS/TDS	0.09	0.54
Interest on VAT, CST & GST	0.28	3.99
Interest on Late payments	0.00	0.01
Listing Fees	3.50	3.00
Payment to Auditors	2.75	1.25
Professional Fees	36.20	25.32
Profession Tax	0.03	0.05
Printing & Stationery	2.02	2.47
Rent, Rates and Taxes	6.40	9.10
Repairs & Maintenance	3.04	1.07
Service Expenses	11.51	3.15
Software, Cloud & Other related Expenses	2.78	1.97
Sundry Expenses	0.91	0.72
Telephone & Mobile Charges	2.03	2.79
Transportation Charges	19.51	23.74
Travelling Expenses	15.09	13.39
Website Development Charges	0.00	0.18
	129.40	116.36

**NOTE NO. 33.1**  
**DETAILS OF PAYMENTS TO AUDITORS**

Payment made to Auditors for Different kinds of Audits are as Follows:-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
<u>Payment to Auditors</u>		
Statutory Audit	1.25	1.00
Tax Audit	0.50	0.25
Internal Audit	1.00	0.00
<b>Total Payments Made to Auditors</b>	<b>2.75</b>	<b>1.25</b>

**NOTE NO. 34**  
**EXCEPTIONAL ITEMS**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Profit on Sale of Fixed Asset	0.00	0.04
Loss of Assets due to Fire	(3.29)	0.00
Loss of Stock due to Fire	(29.54)	0.00
	(32.83)	0.04

**NOTE NO. 35**  
**INCOMETAX EXPENSE**

**A. Disclosure Pursuant to Ind AS 12**

Major Components of Income Tax

Sr. No.	PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
(a)	<b><u>Tax on Items Routed Through Profit or Loss Section</u></b>		
	(i) <u>Income Tax</u>		
	Current Tax under Income Tax Act, 1961	0.00	0.00
	Adjustments in respect of income tax of previous years.	0.00	0.00
	(ii) <u>Deferred Tax</u>		
	Tax Expense on Origination & Reversal of Temporary Difference	(15.54)	1.18
	<b>Tax Expense Reported in statement of Profit or Loss [(i) +(ii)]</b>	<b>(15.54)</b>	<b>1.18</b>
(b)	<b><u>Tax on Items Routed Through Other Comprehensive Income</u></b>		
	(i) Income Tax	0.00	0.00
	(ii) Deferred Tax	1.42	0.36
	<b>Tax Expense Reported in Other Comprehensive Income [(i) +(ii)]</b>	<b>1.42</b>	<b>0.36</b>

**B. Reconciliation of tax expense and accounting profit multiplied by Domestic Tax Rate applicable in India:**

(Rs. in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Profit Before Tax (A)	(60.27)	2.24
<u>Adjustments as per Income Tax</u>		
<u>Add:</u> Depreciation as per Companies Act	12.38	5.64
<u>Add:</u> Disallowances U/s 37	4.82	1.14
<u>Add:</u> Disallowance of Gratuity Provision	3.10	4.05
<u>Add:</u> Disallowance of Contributions to statutory Funds	6.06	4.78
<u>Less:</u> Depreciation as per Income Tax Act	(4.95)	(5.22)
<u>Less:</u> Other Deductions	(8.02)	(1.36)
	13.38	9.04
Income Taxable (B)	(46.90)	11.28
Less: Transferred to Deferred Taxes	46.90	0.00
<u>Less:</u> Set off against Brought forward Loss	0.00	(11.28)
Income Tax Payable at Special Rate	0.00	0.00
<b>Net Income Tax Payable by the company (C)</b>	<b>0.00</b>	<b>0.00</b>
<b><u>Deferred Tax Expenses on Items Routed Through P&amp;L</u></b>		
Incremental Deferred Tax Liability/(Asset) on account of PPE and Intangible Assets	(15.54)	1.18
<b><u>Tax on Income/Expenses classified under OCI</u></b>		
Long Term Capital Gain on Unlisted Securities Taxable @ 20%	0.00	0.00
Incremental Deferred Tax Liability/(Asset) due to Fair valuation of Equity Instruments and Remeasurement of Defined Benefit Obligations	1.42	0.36
Net Deferred Tax Expense/(Benefit) (D)	(14.13)	1.54
<b>Total Tax Expense Recognised for the Year (E) = [(C)+(D)]</b>	<b>(14.13)</b>	<b>1.54</b>
Effective Tax Rate [(E)/(A)*100]	23.43%	68.69%

**C. Calculation of Corporate Tax Rate**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Basic Tax Rate Applicable to the Company as per Income Tax Act	25%	25%
Surcharge Applicable	0%	0%
Education Cess	4%	4%
<b>Corporate Tax Rate as per Income Tax Act,1961</b>	<b>26.00%</b>	<b>26.00%</b>

**NOTE NO. 36****OTHER COMPREHENSIVE INCOME**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
<b><u>Items that will not be reclassified to Profit &amp; Loss A/c</u></b>		
Fair Value Changes on Equity Instruments designated through OCI	0.00	0.00
Remeasurements of Post Employment Benefit Obligations	5.46	1.39
	5.46	1.39

**NOTE NO. 37**  
**EARNINGS PER SHARE**

The Basic and Diluted Earnings Per Share (EPS) computed as per the requirements under Ind AS 33 on 'Earnings Per Share' issued by Institute of Chartered Accountants of India are as under :-

PARTICULARS	(Rs. in Lakhs)	
	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
<b><u>Calculation of Basic EPS</u></b>		
A. Profit From Continuing Operations (Numerator)	(44.73)	1.06
B. <u>Equity Shares Outstanding as on Balance sheet Date</u>		
a. Weighted Average Number of Equity Shares	43,90,000	43,90,000
Total Equity Shares for Calculation of Basic EPS (Denominator)	43,90,000	43,90,000
<b>Basic Earnings Per Share(EPS) [( A ) / ( B )]</b>	(1.02)	0.02
<b><u>Calculation of Diluted EPS</u></b>		
A. Profit From Continuing Operations (Numerator)	(44.73)	1.06
B. <u>Equity Shares Outstanding as on Balance sheet Date</u>		
a. Weighted Average Number of Equity Shares	43,90,000	43,90,000
b. Potential Equity shares	0	0
Total Equity Shares for Calculation of Diluted EPS (Denominator)	43,90,000	43,90,000
<b>Diluted Earnings Per Share(EPS) [( A ) / ( B )]</b>	(1.02)	0.02

**NOTE NO. 38**  
**DISCLOSURE OF CURRENT ASSETS & LIABILITIES**

**A. Basis of classification of Current Assets**

The company classifies an asset as current asset when :-

- (i) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- (ii) it holds the asset primarily for the purpose of trading;
- (iii) it expects to realise the asset within twelve months after the reporting period; or
- (iv) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

**All other assets have been classified as Non-Current**

**Recovery Period for Current Assets**

Pursuant to requirements of Ind AS-1, disclosures regarding current assets which are expected to be recovered within twelve months and after twelve months from the reporting date are as follows:-

PARTICULARS	(Rs. in Lakhs)					
	AS AT 31ST MARCH 2023			AS AT 31ST MARCH 2022		
	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL
Inventories	189.85	0.00	189.85	294.58	0.00	294.58
Trade Receivables	457.45	0.00	457.45	420.85	0.00	420.85
Loans-Current	286.94	0.00	286.94	263.25	0.00	263.25
Other Current Assets	138.29	0.00	138.29	99.66	0.00	99.66

**B. Basis of classification of Current Liabilities**

An entity shall classify a liability as current liability when :-

- (i) it expects to settle the liability in its normal operating cycle;
- (ii) it holds the liability primarily for the purpose of trading;
- (iii) the liability is due to be settled within twelve months after the reporting period; or
- (iv) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period .

**All other Liabilities have been classified as Non-Current**

Credit Period for Current Liabilities

Pursuant to requirements of Ind AS-1, disclosures regarding current Liabilities which are expected to be paid within twelve months and after twelve months from the reporting date are as follows:-

PARTICULARS	AS AT 31ST MARCH 2023			AS AT 31ST MARCH 2022		
	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL
Borrowings	299.14	0.00	299.14	213.57	0.00	213.57
Lease Liabilities	7.38	0.00	7.38	6.45	0.00	6.45
Trade Payables	590.90	0.00	590.90	522.85	0.00	522.85
Other Current Liabilities	43.97	0.00	43.97	26.42	0.00	26.42
Provisions	3.92	0.00	3.92	3.03	0.00	3.03
Current Tax Liabilities	0.00	0.00	0.00	0.00	0.00	0.00

**NOTE NO. 39****RISK MANAGEMENT**

The company's Board of Directors has overall responsibility for establishment and oversight of the Company's risk management framework.

The Company, through three layers of defense viz: policies & procedures, review mechanism and assurance, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The audit committee oversees the formulation and implementation of Risk Management Policies. The risk and mitigation plan are identified, deliberated and reviewed at appropriate Forums.

**A. Market Risk Management**

Market Risk is the risk that changes in market prices-such as foreign exchange rates-will affect the company's income or the value of Financial Instruments. The objective of Market Risk Management is to manage and control market risk exposure within acceptable parameters, while optimizing the return.

**i. Foreign Exchange Risk**

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than the functional currency of the Company.

In General, the company has not entered in any foreign currency transaction.

Sensitivity Analysis

Since, The Company does not have any balanced payable or receivable in foreign currency Hence, The Company remain unaffected by movements in foreign exchange rates.

**ii. Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's exposure to changes in interest rates relates primarily to the Company's Overdraft CC Account. The company's total outstanding debt in local currency presented in the Financial Statements are floating rate Debts. For the portion of local currency debt on fixed rate basis, there is no interest rate risk. Floating Rate Debts are linked to domestic interest rate benchmarks issued by Reserve Bank of India like MCLR (Marginal Cost of funds based Lending Rate) and RLLR (Repo Linked Lending Rate).

The Exposure of Company's Borrowings to interest rate changes at the end of reporting period are as follows :-

(Rs. in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Cash Credit	198.89	196.43
Guaranteed Emergency Credit Line	38.64	49.97
	237.53	246.41

Sensitivity Analysis

A hypothetical 10 basis point shift in MCLR/RLLR rates on the unhedged loans would result in corresponding increase/decrease in interest cost for the company on a yearly basis.

(Rs. in Lakhs)			
SENSITIVITY TO MOVEMENT IN INTEREST RATES	AS AT 31ST MARCH 2023		
	ASSUMED INTEREST RATE MOVEMENT IN BPS	IMPACT ON PROFIT OR LOSS AFTER TAX	
		INCREASE	DECREASE
<u>Change in Interest Cost</u>			
Cash Credit *	10 bps	(0.20)	0.20
Guaranteed Emergency Credit Line *	10 bps	(0.04)	0.04
<u>Less: Tax Effect on Interest Cost</u>		0.06	(0.06)
Net Effect on Profit & Loss Account		(0.18)	0.18

\* Holding all other variables constant

Sensitivity Analysis

A hypothetical 10 basis point shift in MCLR/RLLR rates on the unhedged loans would result in corresponding increase/decrease in interest cost for the company on a yearly basis.

AS AT 31ST MARCH 2022			
SENSITIVITY TO MOVEMENT IN INTEREST RATES	ASSUMED INTEREST RATE MOVEMENT IN BPS	IMPACT ON PROFIT OR LOSS AFTER TAX	
		INCREASE	DECREASE
	<u>Change in Interest Cost</u>		
Cash Credit *	10 bps	(0.20)	0.20
Guaranteed Emergency Credit Line *	10 bps	(0.05)	0.05
<u>Less: Tax Effect on Interest Cost</u>		0.06	(0.06)
Net Effect on Profit & Loss Account		(0.18)	0.18

\* Holding all other variables constant

**B. Financial Risk Management****i. Credit Risk**

Credit Risk is the Risk of Financial Loss to the company if a customer or counter party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and other receivables.

Trade Receivable and other financial assets

The company has established a credit policy under which each new customer is analysed individually for creditworthiness before entering into the contract, delivery terms and conditions of payments. The company's review includes external ratings (if they are available), financial statements, industry information and business intelligence.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

Expected Credit loss for trade receivable:

The Company, based on internal assessment which is driven by the historical experience/current facts available in relation to defaults and delays in collection thereof, the company is making provision on trade receivables based on Expected Credit Loss(ECL) model. The reconciliation of ECL is as follows :-

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Opening Balance	0.00	0.00
<u>Changes in Loss Allowance</u>		
Loss Allowance for the year, based on ECL Model.	1.14	1.76
Write Off as Bad Debts	1.14	1.76
Closing Balance reported under Note No.8	0.00	0.00

**Expected Credit loss for Loans & Advances Given:**

The Company, based on internal assessment which is driven by the historical experience/current facts available in relation to defaults and delays in collection thereof, the company is making provision on Loans & advances based on Expected Credit Loss(ECL) model. The reconciliation of ECL is as follows :-

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Opening Balance	0.00	0.00
<b>Changes in Loss Allowance</b>		
Loss Allowance for the year, based on ECL Model.	0.00	0.00
Write Off as Bad Debts	0.00	0.00
Closing Balance reproted under Note No.11	0.00	0.00

**ii. Liquidity Risk**

Liquidity Risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by cash or another financial asset. The Company manages liquidity risk by maintaining sufficient cash and marketable securities and by having access to funding through an adequate amount of committed credit lines. Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and financial liabilities including debt financing plans and maintenance of Balance Sheet liquidity ratios are considered while reviewing the liquidity position.

The Company's Finance Department is responsible for managing the short term and long term liquidity requirements. Short term liquidity finance is reviewed daily by finance department. Long Term Liquidity position is reviewed on a regular basis by the board of directors and appropriate decisions are taken according to the situation.

**Maturity Analysis**

The remaining contractual maturities on non-derivative Financial Liabilities are as follows:-

**As at 31st March 2023**

NON-DERIVATIVE FINANCIAL LIABILITIES	CONTRACTUAL CASH FLOWS			(Rs. in Lakhs)
	PAYABLE WITHIN ONE YEAR	PAYABLE AFTER ONE YEAR	TOTAL	
	Borrowings	299.14	24.72	323.86
Lease Liabilities	7.38	4.80	12.18	
Trade Payables	590.90	0.00	590.90	
Other Financial Liabilities	9.45	0.00	9.45	

**As at 31st March 2022**

NON-DERIVATIVE FINANCIAL LIABILITIES	CONTRACTUAL CASH FLOWS			
	PAYABLE WITHIN ONE YEAR	PAYABLE AFTER ONE YEAR	TOTAL	
Borrowings	213.57	38.55	252.12	
Lease Liabilities	6.45	12.18	18.63	
Trade Payables	522.85	0.00	522.85	
Other Financial Liabilities	0.00	0.00	0.00	

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to non- derivative financial liabilities held for risk management purpose and which are not usually closed out before contractual maturity.

**NOTE NO. 40  
LEASES****A. Classification & Measurement**

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as Finance Leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of lease, whichever is lower. Lease payments under operating leases are recognized as expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

**Where the Company is a Lessee**

This note explains the impact of the Application of ind AS 116 Leases on the company's financial statements.



The company has determined the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain after making an assessment on the expected lease term on a lease-by-lease basis and thereby assessing whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

#### Practical Expedients Applied

In applying Ind AS 116, the company has used the following practical expedients permitted by the standard:

- 1) accounting for operating leases with a remaining lease term of less than 12 months, as short-term leases
- 2) excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
- 3) using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.
- 4) applying a single discount rate to a portfolio of leases with reasonably similar characteristics

The lease liabilities recognised in the balance sheet as on 31st March 2023, is as follows:

PARTICULARS	(Rs. in Lakhs) AMOUNT
Opening balance of Lease Liability recognised under Ind AS 116 as on 1st April,2022	18.63
<u>Add:</u> Interest Accrued for the Financial Year 2022-23	1.44
<u>Less:</u> Lease Payments Made	(7.90)
Lease Liability recognised in the Financial Statements as on 31st March 2023	12.18

Details with respect to Right-of-Use Assets :

PARTICULARS	CARRYING AMOUNT OF ASSET AS AT 1ST APRIL 2022	ADDITIONS DURING THE YEAR	DEPRECIATION	CARRYING AMOUNT OF ASSET AS AT 31ST MARCH 2023
Office Building	19.07	0.00	7.34	11.73

Other Transactions recorded in the Financial statements pertaining to Leases are as follows :-

- i) Interest Expense on Lease liabilities amounts to Rs 1.44 Lakhs/-
- ii) The expense relating to payments not included in the measurement of the lease liability and recognised as expense in the Statement of Profit and Loss during the year amounted to Rs. 6.40 Lakhs/-
- iii) Total cash outflow for leases amounts to Rs 14.30 Lakhs/- during the year including cash outflow of short-term and low value leases.

#### NOTE NO. 41

##### ASSETS PLEDGED AS SECURITY

The carrying amounts of assets pledged as security for current and non-current borrowings are :

PARTICULARS	NOTES	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<b>Current Assets</b>			
<u>Fixed Charge Asset</u>			
Assets		0.00	0.00
<u>Floating Charge (Primary Security)</u>			
Trade Receivables	Note No. 8	457.45	420.85
Inventory	Note No. 7	189.85	294.58
Financial assets at fair value through profit/loss		0.00	0.00
<b>Total current assets pledged as security</b>		647.30	715.43
<b>Non Current Assets pledged as security</b>		0.00	0.00
<b>Total assets pledged as security</b>		647.30	715.43

**NOTE NO. 42**  
**EMPLOYEE BENEFIT EXPENSES**

**Disclosures pursuant to Ind AS-19**

**i. Defined Contribution Plans**

The Company makes contributions, determined as a specified percentage of employee salaries in respect of qualifying employees towards Provident Fund (PF) and Employee State Insurance Corporation (ESIC), which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

The company has contributed the following amounts to the fund :-

PARTICULARS	(Rs. in Lakhs)	
	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Employer's Contribution to Provident Fund & ESIC	9.62	10.40

**ii. Defined Benefit Plans.**

The company's gratuity plan to provide post employment benefits to its employees is reported in accordance with Ind AS 19, "Employee Benefits" - based on an actuarial valuation carried out in respect of such gratuity plan.

(a) The amounts recognised in Balance sheet are as follows :-

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<u>Present Value of Defined Benefit Obligation</u>		
Wholly Funded	0.00	0.00
Wholly Unfunded	5.67	8.02
	5.67	8.02
<u>Less: Fair Value of Plan Assets</u>	0.00	0.00
Amounts recognised as Liability (See Note No.19 & Note No.25)	5.67	8.02

(b) The amounts recognised in statement of Profit and Loss are as Follows:-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Current Service Cost	2.50	3.68
Interest Cost	0.59	0.36
Past Service Cost	0.00	0.00
Expenses included in Employee Benefits (See Note No.30)	3.10	4.05

(c) The amounts recognised in Other Comprehensive Income are as Follows:-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Actuarial (Gains) / Losses	(5.46)	(1.39)
Expenses included in Other Comprehensive Income (See Note No.36)	(5.46)	(1.39)

(d) The Reconciliation of Opening and Closing Balances of Defined Benefit Obligation is as Follows :-

PARTICULARS	(Rs. in Lakhs)	
	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Opening Balance of present value of Defined Benefit Obligation	8.02	5.36
<u>Add:</u> Current Service Cost	2.50	3.68
<u>Add:</u> Interest Cost	0.59	0.36
<u>Add:</u> Past Service Cost	0.00	0.00
<u>Add/(less):</u> Actuarial Losses/(Gains)	(5.46)	(1.39)
	5.67	8.02
<u>Less:</u> Benefits Paid	0.00	0.00
	5.67	8.02

(e) Breakup of Other Comprehensive Income

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Actuarial losses / (gains) arising from change in financial assumptions	0.00	0.00
Actuarial losses / (gains) arising from change in Demographic assumptions	0.00	0.00
Actuarial losses / (gains) arising from change in experience adjustments	(5.46)	(1.39)
	(5.46)	(1.39)

(f) Actuarial Assumptions

Principal actuarial assumptions at the Reporting date are as follows :-

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Discount Rate (per anum)	6.80%	6.80%
Salary Growth Rate (per anum)	7.00%	7.00%
Retirement Age	58 Years	58 Years
<u>Attrition Rate</u>		
Younger Ages	5.00%	5.00%
Older Ages	1.00%	1.00%

(g) Maturity profile of defined benefit obligation

PARTICULARS	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
Within 1 Year	0.20	0.43
Year 1 to Year 2	0.20	0.26
Year 2 to Year 3	0.19	0.25
Year 4 to Year 5	0.18	0.24
Year 5 to Year 6	0.18	0.23
Year 6 to Year 10	2.07	5.72
After 10 Years	2.64	0.91

**NOTE NO. 43**  
**RELATED PARTY DISCLOSURES**

**a. Details of Related Parties**

i) Key Managerial Personnel

NAME OF RELATED PARTY	RELATIONSHIP WITH THE COMPANY
Prakash M. Vichhivora Hetal M. Vichhivora Amit D. Rambhia Saloni Hurkat	Managing Director Whole Time Director & CFO Non - Executive Director CS & Compliance Officer

ii) List of Related Parties with whom transactions has taken place during the Reporting Period

NAME OF RELATED PARTY	RELATIONSHIP WITH THE COMPANY
Prakash M. Vichhivora Hetal M. Vichhivora Saloni Hurkat Panache Digilife Limited Modera Freight Services Pvt Ltd Rambhia IPR Services LLP	Managing Director Whole Time Director & CFO CS & Compliance Officer Company having Common Director Company having Common Director Firm in which Director is a Partner

**b. List of Transactions with Related Parties**

The Company has identified all the related parties having transactions during the year as per details given hereunder:-

(Rs. in Lakhs)

NAME OF THE PERSON / ENTITY	RELATION WITH THE COMPANY	NATURE OF TRANSACTION	GROSS VOLUME OF TRANSACTION IN FY2022-23
Hetal M. Vichhivora	Whole Time Director & CFO	Remuneration	4.00
Prakash M. Vichhivora	Managing Director	Remuneration	3.80
Saloni Hurkat	CS & Compliance Officer	Short Term Employee Benefits	3.35
Modera Freight Services Private Limited	Company having Common Director	Interest of Loan taken	1.99
Hetal M. Vichhivora	Whole Time Director & CFO	Interest of Loan taken	4.28
Prakash M. Vichhivora	Managing Director	Interest of Loan taken	4.23
Panache Digilife Limited	Company having Common Director	Services Provided	0.94
Panache Digilife Limited	Company having Common Director	Services Availed	0.37
Panache Digilife Limited	Company having Common Director	Purchases	101.48
Panache Digilife Limited	Company having Common Director	PPE Purchased	0.10
Modera Freight Services Pvt Ltd	Company having Common Director	Sales	0.09

The above mentioned transactions with related parties are stated by excluding tax and carried out at arms length prices.

**c. Amount Receivable / Payable from / to related parties as on reporting dates are as Follows:-**

PARTICULARS	RELATION WITH THE COMPANY	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<b><u>Amounts Receivable from Related Parties</u></b>			
<b><u>Receivables For Sales &amp; Services Provided</u></b>			
Panache Digilife Limited	Company having Common Director	0.00	7.76
Modera Electronics	Firm in which Director is a Partner	78.11	90.76
		78.11	98.52
<b><u>Receivables from KMP's or their Relatives</u></b>		0.00	0.00
		0.00	0.00
<b>Total Receivables from Related Parties</b>		<b>78.11</b>	<b>98.52</b>

PARTICULARS	RELATION WITH THE COMPANY	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<b>Amounts Payable to Related Parties</b>			
<u>Payables for Purchases &amp; Services Availed</u>			
Panache Digilife Limited	Company having Common Director	279.74	266.94
Modera Electronics	Firm in which Director is a Partner	0.00	1.04
Modera Freight Services Pvt Ltd	Company having Common Director	0.00	0.26
ICT Infratech Services Pvt Ltd	Company having Common Director	28.65	28.65
Rambhia IPR Services LLP	Firm in which Director is a Partner	0.77	0.77
		309.16	297.67
<u>Payable towards Borrowings Taken</u>			
Modera Freight Services Pvt Ltd	Company having Common Director	33.00	0.00
Modera Freight Services Pvt Ltd (Interest Payable)	Company having Common Director	1.79	0.00
		34.79	0.00
<u>Payables to KMP as Remuneration or Expenses</u>			
Prakash M. Vichhivora	Managing Director	4.04	0.07
Hetal M. Vichhivora	Whole Time Director & CFO	4.20	0.61
Saloni Hurkat	CS & Compliance Officer	0.35	0.00
		8.59	0.68
Total Payables to Related Parties		352.54	298.35

**NOTE NO. 44****FAIR VALUE MEASUREMENT HIERARCHY**

A. The Disclosure requirements pursuant to Ind AS 107 "Financial Instruments: Disclosures" are as Follows

(a) Category wise classification for applicable Financial assets & Liabilities.

PARTICULARS	(Rs. in Lakhs)	
	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<b>Financial Assets</b>		
<u>Measured at Amortised Cost</u>		
Loans	290.42	266.60
Trade Receivables	457.45	420.85
Other Financial Assets	147.78	25.77
Cash & Cash Equivalents	0.76	0.73
Balances with Bank other than Cash & Cash Equivalents	0.81	0.81
Total financial Assets Measured at Amortised Cost (I)	897.21	714.77
<u>Measured at Fair Value Through Other Comprehensive Income (FVTOCI):-</u>		
Investment in Equity Shares	0.00	0.00
Total of Financial Assets Measured at FVTOCI (II)	0.00	0.00
Total Value of Financial Assets measured as per Ind AS 109 [(I)+(II)]	897.21	714.77
<b>Financial Liabilities</b>		
<u>Measured at Amortised Cost</u>		
Borrowings	323.86	252.12
Lease Liabilities	12.18	18.63
Trade Payables	590.90	522.85
Total of Financial Liabilities Measured at Amortised Cost	926.94	793.60
Total Value of Financial Liabilities measured as per Ind AS 109	926.94	793.60

## (b) Disclosures relating to recognition of items of income, expenses, gains or losses related to financial instruments

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
Net gains/(losses) on financial assets and liabilities measured at amortised cost :-		
(i) Interest Charges	(37.19)	(22.56)
(ii) Processing Charges on CC	(1.10)	(1.36)
(iii) Interest Income on Loans & Advances given	22.06	28.12
(iv) Finance Charges Income (on Rent Deposit)	0.12	0.02
(v) Finance Charges on Lease Liabilities	(1.44)	0.24
(vi) Provision for Expected Credit losses	(1.14)	(1.76)
(vii) Finance Charges (on Office Deposit)	0.00	(0.36)
Total	(18.69)	2.33
Net gains/(losses) on financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI) :-		
(i) Gains/(losses) on Fair Valuation of Equity Instruments	0.00	0.00
(ii) Net Tax on Equity Instruments	0.00	0.00
Total	0.00	0.00

## B. Disclosure pursuant to Ind AS 113 "Fair Value Measurement"- Fair Value Hierarchy of Financial assets and Financial Liabilities :-

AS AT 31ST MARCH 2023	CARRYING VALUE IN BOOKS	LEVEL OF INPUT USED FOR FAIR VALUATION		
		LEVEL 1	LEVEL 2	LEVEL 3
<u>Financial Assets</u>				
Investments	0.00	0.00	--	--
<hr/>				
AS AT 31ST MARCH 2022	CARRYING VALUE IN BOOKS	LEVEL OF INPUT USED FOR FAIR VALUATION		
		LEVEL 1	LEVEL 2	LEVEL 3
<u>Financial Assets</u>				
Investments	0.00	0.00	--	--

**NOTE NO. 45****DISCLOSURE UNDER SECTION 186 OF COMPANIES ACT**

Particulars of Loans, Deposits and Guarantees as at the year end :

NAME OF THE ENTITY	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022	NATURE OF ASSISTANCE	(Rs. in Lakhs)
				PURPOSE FOR WHICH LOAN/ GUARANTEE IS PROPOSED TO BE UTILISED BY RECIPIENT
Karm Warehousing Private Limited	299.56	279.97	Inter Corporate Loan	Short Term Working Capital
Sure Horizon Softech End2End Solution Pvt Ltd	1.88	1.88	Inter Corporate Loan	Short Term Working Capital
Greatmoon Trading Private Limited	1.18	1.18	Inter Corporate Loan	Short Term Working Capital
Neer Green Private Limited	3.31	0.00	Inter Corporate Loan	Short Term Working Capital

**NOTE NO. 46**

**DISCLOSURE WHERE LOANS OR ADVANCES IN THE NATURE OF LOANS ARE GRANTED TO PROMOTERS, DIRECTORS, KMP'S AND THE RELATED PARTIES, EITHER SEVERALLY OR JOINTLY WITH ANY OTHER PERSON, THAT ARE :**

- a. repayable on demand; or
- b. without specifying any terms or period of repayment.

Type of Borrower	Amount of Loans or advances in the nature of loan outstanding	Percentage to the Total loans and Advances in the nature of loans
Promoters	N.A.	N.A.
Directors	N.A.	N.A.
KMP's	N.A.	N.A.
Related Parties	N.A.	N.A.

**NOTE NO. 47****DETAILS OF BENAMI PROPERTY HELD**

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions Act), 1988 (45 of 1988) and rules made thereunder.

**NOTE NO. 48****DISCLOSURE RELATING TO COMPANY BEING DECLARED AS WILFUL DEFAULTER**

The company has not been declared as wilful defaulter by any Banks or Financial Institution or other lender.

**NOTE NO. 49****TRANSACTIONS WITH STRUCK-OFF COMPANIES**

There were no transactions with any struck-off companies during the year.

**NOTE NO. 50****DISCLOSURE RELATING TO REGISTRATION OF CHARGE OR SATISFACTION WITH ROC BEYOND STATUTORY PERIOD**

All the Charges (be it Fixed or Floating Charge created on the assets of the Company by way of Cash credit and Term loans) have been registered with ROC within statutory period.

**NOTE NO. 51****DISCLOSURE RELATING TO COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES**

The company has complied with the number of layers prescribed under clause (87) of section 2 of Companies Act, 2013.

**NOTE NO. 52****FINANCIAL RATIOS**

The Financial ratios for the years ended March 31, 2023 and March 31, 2022 are as follows :

SR NO.	PARTICULARS	NUMERATOR	DENOMINATOR	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022	VARIANCE (%)
1	Current Ratio	Current Assets	Current Liabilities	1.29	1.44	-10.64%
2	Debt Equity Ratio	Total Debt (incl. Lease Liabilities)	Shareholder's Equity	0.10	0.15	33.79%
3	Debt Service Coverage Ratio	Earnings available for Debt service	Debt Service (Interest)	(0.29)	1.35	-121.34%
4	Return on Equity *	Net Profit after Taxes	Avg Shareholder's Equity	-14.18%	0.32%	-4568.51%

Continued .....



SR NO.	PARTICULARS	NUMERATOR	DENOMINATOR	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022	VARIANCE (%)
5	Inventory Turnover Ratio	Revenue	Average Inventory	3.66	3.00	21.91%
6	Trade Receivables Turnover Ratio	Revenue	Average Trade Receivables	2.02	1.92	5.15%
7	Trade Payables Turnover Ratio	Purchases of Goods and Other Expenses	Average Trade Payables	1.09	1.04	4.66%
8	Net Capital Turnover Ratio	Revenue	Working Capital	3.24	2.47	31.10%
9	Net Profit Ratio	Net Profit	Revenue	-5.04%	0.13%	-4086.87%
10	Return on Capital Employed	EBIT	Capital Employed	-7.11%	6.42%	-210.81%

**Reasons for huge variance :**

The profitability ratios like Return on Equity, Net Profit Ratio and Return on Capital Employed have been adverse during the year due to operating losses incurred by the Company on account of low margins of goods sold by the company. Also, a Major event took place as fire broke out on 05th January, 2023 in Bhiwandi godown affecting Stock as well as some Assets situated in godown constituting 73% of the operational losses of the company for the FY 2022-23.

**NOTE NO. 53****NOTE ON UNDISCLOSED INCOME IF ANY**

The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Also none of the previously unrecorded income and related assets have been recorded in the books of account during the year.

**NOTE NO. 54****DISCLOSURE RELATING TO COMPLAINE WITH APPROVED SCHEME OF ARRANGEMENTS**

The Company has not applied for any arrangements to any Competent Authority in terms of section 230 to 237 of the Companies Act, 2013.

**NOTE NO. 55****DISCLOSURE RELATING TO REPORTING UNDER RULE 11(E) OF THE COMPANIES (AUDIT AND AUDITORS) RULES, 2014 , AS AMENDED.**

- No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- No funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

AS PER OUR REPORT OF EVEN DATE  
FOR KPB & ASSOCIATES  
CHARTERED ACCOUNTANTS  
[ICAI FRNo. 114841W]

FOR AND ON BEHALF OF BOARD OF DIRECTORS  
(Formerly known as Panache Innovations Limited)  
PANABYTE TECHNOLOGIES LIMITED

CA KETAN N. GADA  
PARTNER  
(MEM NO. 106451)

MR. PRAKASH M. VICHHIVORA  
MANAGING DIRECTOR  
DINO:- 03123043

MR. HETAL M. VICHHIVORA  
WHOLE TIME DIRECTOR & CFO  
DINO:- 03123060

MRS. SALONI HURKAT  
COMPANY SECRETARY

MR. AMIT D. RAMBHIA  
NON-EXECUTIVE DIRECTOR  
DINO:- 00165919

PLACE: MUMBAI  
DATED: 30/05/2023  
UDIN: 23106451BGQXKV2319

PLACE: MUMBAI  
DATED: 30/05/2023

## NOTICE TO MEMBERS

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting (AGM) of the Members of Panabyte Technologies Limited (Formerly known as Panache Innovations Limited) will be held on 23<sup>rd</sup> September, 2023 at 03:00 p.m. Indian Standard Time (“IST”) through **Video Conferencing / Other Audio-Video Means (“VC/OAVM”)** to transact the following business;

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prakash Vichhivora (DIN: 03123043), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

3. Approval of Related Party transaction:

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

**"RESOLVED THAT** in supersession of the earlier resolution passed and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to approve the following Material Related Party Transactions to be entered into by the Company with M/s Panache Digilife Limited ("PDL"), M/s. Modera Electronics and M/s. Modera Freight Services (“Modera”), related parties of the Company, in accordance with the Companies Act, 2013 and the Listing Regulations, as per the terms and conditions specified in the respective contracts.

Related Parties	Nature of Transaction	Monetary Value
Panache Digilife Limited	Sale / Purchase of IT products, consumer electronics, electronics, software etc.	Aggregate Monetary value for the proposed transactions for the Financial Year 2023-24 shall not exceed Rs. 25 Crores.
	Availing and / or rendering services	
Modera Freight Services Private Limited	Availing services for freights, etc.	Aggregate Monetary value for the proposed transactions for the Financial Year 2023-24 shall not exceed Rs. 1.5 Crores.
Modera Electronics	Sale / Purchase of consumer electronics, electrical equipment' etc.	Aggregate Monetary value for the proposed transactions for the Financial Year 2023-24 shall not exceed Rs. 5 Crores.

**RESOLVED FURTHER THAT** in this regard, the Board is hereby authorized to:

- a. negotiates, finalise, vary, amend, renew and revise the terms and conditions of the transaction(s), including prices/pricing formula and tenure;
- b. enter into, sign, execute, renew, modify and amend all agreements, documents, letters, undertaking thereof, from time to time, provided that such amendments etc. are on arms' length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all such acts and deeds as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

**4. Reappointment of Mr. Prakash M. Vichhivora as Chairman & Managing Director of the Company & Revision in terms of his remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Prakash M. Vichhivora (DIN: 03123043) as the Chairman & Managing Director of the Company for a period of five (5) years with effect from 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2029, liable to retire by rotation and revision of the remuneration for the period of three (3) years w.e.f. 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2027 on the terms and conditions as set out in the explanatory statement annexed to the Notice.

**FURTHER RESOLVED THAT** the overall managerial remuneration payable to Mr. Prakash Vichhivora shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee but not exceeding Rs 1,00,00,000 (One Crore) p.a. at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/alterd/revise within said overall limit, in such manner as may be required during aforesaid period of 3 (three) years.

**FURTHER RESOLVED THAT** where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to the Board to do and perform all such acts, deeds, matters and things, as may be necessary, including making the necessary filings and applications with the concerned statutory authorities, to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient, to take all such decisions from powers herein conferred and delegate all or any of the powers herein conferred to any director, company secretary or any other officer / authorised representative of the Company, in relation to the above resolution.”

**5. Re-appointment of Mr. Hetal M. Vichhivora (DIN: 03123060) as Whole Time Director & Chief Financial Officer of the Company & Revision in terms of his remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-

enactment thereof for the time being in force) in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Hetal M. Vichhivora (DIN: 03123060) as “Whole- Time Director and Chief Financial Officer” of the Company for a period of five (5) years with effect from 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2029, whose office shall be liable to retire by rotation and revision of the remuneration for the period of three (3) years w.e.f. 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2027 on the terms and conditions as set out in the explanatory statement annexed to the Notice.

**FURTHER RESOLVED THAT** the overall managerial remuneration payable to Mr. Hetal Vichhivora shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee but not exceeding Rs 1,00,00,000 (One Crore) p.a. at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Whole-Time Director & Chief Financial Officer be varied/altered/revised within said overall limit, in such manner as may be required during aforesaid period of 3 (Three) years.

**FURTHER RESOLVED THAT** where in any Financial Year during the tenure of the said Wholetime Director & Chief Financial Officer, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to the Board to do and perform all such acts, deeds, matters and things, as may be necessary, including making the necessary filings and applications with the concerned statutory authorities, to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient, to take all such decisions from powers herein conferred and delegate all or any of the powers herein conferred to any director, company secretary or any other officer / authorised representative of the Company, in relation to the above resolution.”

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

**Date: 12/08/2023  
Place: Mumbai**

**Saloni Hurkat  
CS & Compliance Officer  
Membership No. A67713**

## **NOTES:**

### **1. Annual General Meeting through Video Conferencing facility or Other Audio-Visual Means:**

The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020, read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (collectively referred to as “SEBI Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is

being held through VC/OAVM. Members desirous of participating in the meeting through VC/OAVM, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below. Central Depositories Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.

- 2. Proxies, Attendance Slip & route map of the AGM venue:** Pursuant to MCA Circulars and SEBI Circulars, since the AGM will be held through VC/ OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice.
- 3. Quorum:** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 4. Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting forms part of the Notice.
- 5.** Brief resume of the Directors including those proposed to be appointed / re-appointed, their functional expertise and qualification, names of the Companies in which they hold directorships etc. as stipulated under Companies Act, 2013, Secretarial Standard on General Meetings (SS- 2) and Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided below as Annexure A and forming part of the Notice.
- 6.** The Board of Directors have considered and decided to include the resolution no. 3 to 5 given above as Special Business in the forthcoming AGM.
- 7. Cut-off Date for Dispatch:** Members of the Company, holding shares either in dematerialised form or physical form, as on 18<sup>th</sup> August, 2023, shall be entitled for receiving of the Annual Report for the period 2022-23, through their registered mail id. Any person, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. 18<sup>th</sup> August, 2023 , may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Niche Technologies Private Limited at email [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) or to Central Depository Services (India) Limited at email [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 8. Book Closure:** Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 18<sup>th</sup> September, 2023 to 23<sup>rd</sup> September, 2023 (both days inclusive) for the purpose of 42<sup>nd</sup> AGM.
- 9. Communication:** Notice of the AGM and the Annual Report for the Financial Year 2022-23 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or Company’s Registrar and Share Transfer Agents. Any member, who has not registered his Email id, may register his / her Email ID with Registrar and Share Transfer Agents and may also request for a copy of Annual Report electronically. Annual Report for 2022-23 along with Notice of the AGM is available at the website of the Company at [www.panabyte.com](http://www.panabyte.com) and website of the Stock Exchange i.e. BSE Limited of India at [www.bseindia.com](http://www.bseindia.com).
- 10.** In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. Non-Resident Indian Members are requested to inform the R&TA immediately about the change in residential status on their return to India, if any.
12. **Dematerialisation:** SEBI vide its notification dated 8<sup>th</sup> June 2018 as amended on 30<sup>th</sup> November 2018, has stipulated that w.e.f. 1<sup>st</sup> April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
13. **Registrar & Share Transfer Agents and Depository Participant:** Members holding Shares in physical mode are requested to intimate changes in their address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to Niche Technologies Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at 3A, Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata WB 700017. Members holding Shares in electronic mode are requested to send the intimation for change of address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to their respective Depository Participants, any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
14. **Nomination Facility:** Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Niche Technologies Private Limited, who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
15. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 16<sup>th</sup> September, 2023.
16. Any person who is not a Member as on the cut-off date i.e. 16<sup>th</sup> September, 2023, should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. 16<sup>th</sup> September, 2023, may obtain the login ID and password by sending a request to RTA, Niche Technologies Private Limited. However, if he/she is already registered with RTA for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
17. Members seeking any information with regard to the Accounts, operations, etc are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
18. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by submitting duly filled and signed form ISR-4
19. **Go Green Initiative:** Members holding Shares in physical form are requested to register their email IDs with the Company's RTA i.e. Niche Technologies Private Limited and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.



20. Mr. Dharmesh Zaveri, proprietor of M/s. D. M. Zaveri & Co., Company Secretaries (FCS No. 5418 CP. No. 4363) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
21. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.panabyte.com](http://www.panabyte.com) and shall also be forwarded to BSE Limited (BSE).
23. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's RTA, Niche Technologies Private Limited.
24. **Unclaimed Dividend:** Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. Niche Technologies Private Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.
25. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to [compliance@panachemodera.com](mailto:compliance@panachemodera.com) from their registered e-mail address.
26. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

#### **CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.



2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.panabyte.com](http://www.panabyte.com) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- 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 20<sup>th</sup> September, 2023 at 09:00 A.M. and ends on 22<sup>nd</sup> September, 2023 at 05:00 P.M. 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 16<sup>th</sup> September, 2023 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 shareholder's/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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 or joining virtual meeting & voting during the meeting.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 e-Voting and joining virtual meetings 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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 mandatory 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](mailto:compliance@panachemodera.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@panachemodera.com](mailto:compliance@panachemodera.com) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@panachemodera.com](mailto:compliance@panachemodera.com) . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1 800 22 55 33

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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION NO. 3 TO 5:**

**Item:3**

Based upon the business requirements, Board of Directors of your Company have evaluated the transactions contained in the resolution no. 3 with Panache Digilife Limited (PDL), Modera Electronics and Modera Freight, being related parties of the Company, for the purposes of the Companies Act, 2013 and the Listing Regulations.

Details as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014;

<b>Name of the Related Party</b>	<b>Name of Director or Key Managerial Personnel who is related, if any</b>	<b>Nature of Relationship</b>	<b>nature and particulars of the contract or arrangements</b>	<b>material terms, monetary value and duration</b>
Panache Digilife Limited (PDL)	Mr. Amit Rambhia (Resigned w.e.f. 30/05/2023)	is Managing Director, Promoter & Member in PDL.	- Sale /Purchase of IT products, consumer electronics, electronics, software etc.  - Availing and/ or rendering services	Transactions with PDL shall be on a continuous basis / need based in accordance with the terms and conditions agreed between the parties and in ordinary course of business. Aggregate Monetary value for the proposed transactions for the Financial Year 2023-24 shall not exceed Rs. 25 Crores. The transactions shall be on arm's length basis.
Modera Freight Services Private Limited	Mr. Prakash Vichhivora and Mr.Hetal Vichhivora	Mr. Prakash Vichhivora and Mr.Hetal Vichhivora Are Directors in Modera Electronics	Service availed for freight etc.	Transactions with Modera Freight shall be on a continuous basis / need based in accordance with the terms and conditions agreed between the parties and in ordinary course of business. Aggregate Monetary value for the proposed transactions for the Financial Year 2023-24 shall not exceed Rs.1.5 Crores. The transactions shall be on arm's length basis.
Modera Electronics	Mr. Prakash Vichhivora and Mr.Hetal Vichhivora	Mr. Prakash Vichhivora and Mr.Hetal Vichhivora are partners	Sale / Purchase of consumer electronics, electronics, electrical	Transactions with Modera Electronics shall be on a continuous basis / need based in accordance with the

		in Modera Electronics	equipments etc.	terms and conditions agreed between the parties and in ordinary course of business. Aggregate Monetary value for the proposed transactions for the Financial Year 2023-24 shall not exceed Rs. 5 Crores. The transactions shall be on arm's length basis.
--	--	-----------------------	-----------------	---

No other information relevant or important for the members to take a decision on the proposed resolution.

The above transactions are approved by Audit Committee.

As the transactions are based in ordinary course of business and at arm length basis, approval of members as per Section 188 of Companies Act, 2013 is not required and also Regulation 23 of SEBI (LODR) Regulations, 2015 is not applicable to our company and as a matter of abundant caution, members approval is sought for entering into Material Related Party Transactions.

Except Mr. Amit Rambhia (being Managing Director and promoter member in PDL)(resigned w.e.f. 30/05/2023), Mr. Prakash Vichhivora (Partner in Modera Electronics and Director in Modera Freights) and Mr. Hetal Vichhivora (Partner in Modera Electronics and Director in Modera Freights) and their relatives, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 3. The Board of Directors recommend passing of the Ordinary Resolution at Item No. 3 of the Notice.

#### Item:4

Mr. Prakash M. Vichhivora, Chairman & Managing Director, has been the innovator and envisioner of the Company. His contribution has been immense for the growth and development of the Company. Under the leadership and guidance of Mr. Prakash Vichhivora the Company could fight through the most difficult Covid times which adversely impacted the IT industry. the Company has under the guidance of Mr. Vichhivora, undertaken various measures and is constantly exploring avenues for increasing its revenues and bringing it back to pre – Covid level. In this ongoing period of business recovery and thereafter it is important that the Company continues to draw on his expertise, knowledge and experience. Accordingly based on the recommendation of Nomination & Remuneration Committee, Audit Committee, the Board of Directors at its meeting held on 28<sup>th</sup> August, 2023 subject to the approval of the shareholders, on expiry of his current term of appointment, has approved the re-appointed Mr. Prakash M. Vichhivora (holding DIN 03123043) as an Chairman & Managing Director of the Company w.e.f. 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2029, for a period of 5 years, who is liable to retire by rotation and the revision in the remuneration of Mr. Prakash Vichhivora for a period of 3 years effective from May 30, 2024 to May 29, 2027 on the terms set out in below annexures.

It is submitted that based on the projections, the overall managerial remuneration will not exceed the limits Specified in Sec. 197 of the Companies Act, 2013 read with Schedule V. The Members are requested to consider the revision in remuneration of Mr. Prakash Vichhivora, Managing Director of the Company.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Prakash Vichhivora as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits.

Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following Statement is given as Annexure B.

Except Mr. Prakash M. Vichhivora (the appointee), Mr. Hetal M. Vichhivora (relative of the appointee), and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 4.

Information about Mr. Prakash M. Vichhivora, in accordance with SEBI Regulations is annexed to the Notice as Annexure A along with additional detailed information as per Schedule V is annexed to the Notice as Annexure B.

The resolutions as set out at Item No. 4 of this Notice are accordingly recommended for your approval.

**Item:5**

The guidance and contribution of Mr. Hetal M. Vichhivora, Wholetime Director and Chief Financial Officer of the Company has been bedrock upon which the plans and market offering of the company are developed. Therefore based on the recommendation of Nomination & Remuneration Committee, Audit committee, the Board of Directors at its meeting held on 28<sup>th</sup> August, 2023 subject to the approval of the shareholders, on expiry of his current term of appointment, approves re-appointment of Mr. Hetal M. Vichhivora (holding DIN 03123060) as Whole-Time Director and Chief Financial Officer of the Company w.e.f. 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2029, for a period of 5 years, who is liable to retire by rotation and the revision in the remuneration of Mr. Hetal Vichhivora for a period of 3 years effective from May 30, 2024 to May 29, 2027 on the terms set out in below annexures.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Hetal Vichhivora as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits.

Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following Statement is given as Annexure B.

Except Mr. Hetal M. Vichhivora (the appointee), Mr. Prakash M. Vichhivora (relative of the appointee), and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 5.

Information about Mr. Hetal Vichhivora, in accordance with in accordance with SEBI Regulations is annexed to the Notice as Annexure A along with additional detailed information as per Schedule V is annexed to the Notice as Annexure B.

The resolutions as set out at Item No.5 of this Notice are accordingly recommended for your approval.

**By order of the board of Directors of  
Panabyte Technologies Limited  
(Formerly known as Panache Innovations Limited)**

**Date: 12/08/2023  
Place: Mumbai**

**Saloni Hurkat  
CS & Compliance officer  
Memb.No.-A67713**

**ANNEXURE A TO 42<sup>ND</sup> AGM NOTICE (FOR AGENDA ITEM 2,4 & 5)**

Information about directors seeking appointment / reappointment in this Annual General Meeting in compliance with Regulation 26(4) & 36 (3) of SEBI LODR and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2):

Name of the Director	Mr. Prakash Vichhivora	Mr. Hetal Vichhivora
Father's Name	Mr. Mavji Vichhivora	Mr. Mavji Vichhivora
DIN	03123043	03123060
Date of Birth	11/07/1970	04/12/1974
Nationality	Indian	Indian
Resignation (from listed Companies in last three years)	NIL	NIL
Age	53 years	49 years
Educational Qualification	Degree in Electronics and Telecommunication.	Has completed 2 years of Diploma in Electronics and Video Engineering from St. Xaviers Technical Institute – Mumbai.
Brief profile /Experience / Expertise	Mr. Prakash Vichhivora aged 53, has more than 31 years of experience in Electronics and IT Industry. He has core understanding and vast experience in Regional Distribution. He has been associated with various well- known Domestic and International Brands in Electronics and IT business. He brings deep understanding of Indian Geographical area along with regional demand & its behaviour pattern in this industry.	Mr. Hetal Vichhivora, aged 49, has experience of more than 14 years in Retail Market of IT & more than 14 years in Security products and Distribution Business of IT and Telecom products. He brings many years of well-rounded administrative, Practical and Business Knowledge.
Nature of his expertise in specific functional area	Management & overall business execution	Management & overall business execution
Terms and conditions of appointment or reappointment or re- designation	Upon recommendation of Nomination & Remuneration Committee, the Board appointed Mr. Prakash Vichhivora as Chairman & Managing Director w.e.f. 30 <sup>th</sup> May, 2024 to 29 <sup>th</sup> May, 2029 for a period of 5 years, subject to the approval of shareholders at the ensuing Annual General Meeting.	Upon recommendation of Nomination & Remuneration Committee, the Board appointed Mr. Hetal Vichhivora as Wholetime Director & Chief Financial officer w.e.f. 30 <sup>th</sup> May, 2024 to 29 <sup>th</sup> May, 2029 for a period of 5 years, subject to the approval of shareholders at the ensuing Annual General Meeting.
Last drawn remuneration	Rs. 3,80,000 for FY 2022-23	Rs 4,00,000 for FY 2022-23

Date of 1st Appointment on the Board	30/05/2019	30/05/2019
Number of Meetings of the Board attended during the year 2022-23	6	6
No. of share held as on date	Nil	97,263
Relationship with other directors, manager & KMP	Brother of Mr. Hetal Vichhivora (Whole-Time Director & CFO)	Brother of Mr. Prakash M. Vichhivora (Chairman & Managing Director)
Other Directorships	Modera Freight Services Private Limited - Director Modera HR Consultancy Services Private Limited- Director	Modera Freight Services Private Limited - Director Modera HR Consultancy Services Private Limited - Director
Committee Memberships in other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	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	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.

**ANNEXURE B TO 42<sup>ND</sup> AGM NOTICE (FOR AGENDA ITEM 4 & 5)**

The additional detailed information as per Section – II of Schedule V for agenda item 4 & 5 is annexed to the Notice:

**I. General Information:**

(a) Nature of Industry	Trading and Distribution in plastic granules & IT products		
(b) Date or expected date of commencement of commercial production.	Company is already in operation.		
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
(d) Financial performance based on given indicators.	(Rs. In lakhs)		
	Particulars	Financial year ended	
		31/03/2023	31/03/2022
	Revenue from operations (net)	886.69	79.96
	Earnings before interest, tax, depreciation and amortization (EBITDA) and prior period adjustments	(27.45)	(7.50)
	Depreciation and amortization expenses	12.38	3.03
	Finance Cost	39.88	10.89
	Profit before tax (PBT)	(60.27)	(40.33)
	Profit after tax and minority interest (PAT)	(44.73)	(29.96)
(e) Foreign investments or collaborators, if any	NA:		

**II. Information about the appointee:**

Name of Appointee	Mr. Prakash Vichhivora	Mr. Hetal Vichhivora
Background details	Mr. Prakash Vichhivora was appointed as “Managing Director” of the Company, for a period of 5 years w.e.f. 30 <sup>th</sup> May, 2019 to 29 <sup>th</sup> May, 2024, at the 38 <sup>th</sup> Annual General Meeting and was designated as Chairman & Managing Director w.e.f. closing of	Mr. Hetal Vichhivora was appointed as Wholetime Director & Chief Financial Officer to the office w.e.f. 30 <sup>th</sup> May, 2019, to 29 <sup>th</sup> May, 2024 at the 38 <sup>th</sup> Annual General Meeting.

	<p>business hour of 30<sup>th</sup> May, 2023 on resignation of Mr. Amit Rambhia, Chairman &amp; Non-Executive Director of the Company.</p> <p>He has more than 31 years of experience in Electronics and IT Industry. He has core understanding and vast experience in Regional Distribution. He has been associated with various well-known Domestic and international Brands in Electronics and IT business. He brings deep understanding of Indian Geographical area along with regional demand &amp; its behaviour pattern in this industry</p>	<p>He has experience of more than 14 years in Retail Market of IT &amp; more than 14 years in Security products and Distribution Business of IT and Telecom products. He brings many years of well-rounded administrative, Practical and Business Knowledge.</p>
Past Remuneration drawn	Rs.3,80,000 for FY 2022-23	Rs. 4,00,000 for FY 2022-23
Recognition and Awards	NIL	<p>Received awards from Business Networking Institutions for</p> <ul style="list-style-type: none"> <li>-Notable networker</li> <li>- Certificate for passing maximum references</li> <li>- Certificate of appreciation for maximum contribution</li> </ul>
Job profile and his suitability	Requires policy planning, vision, strategy and long-term development activities alongwith strong knowledge and experience in Electronics & IT Industry, exposure in management skills, marketing expertise which Mr. Prakash possesses.	Requires policy planning, vision, strategy and long-term development activities alongwith strong knowledge and experience in Electronics & IT Industry, exposure in management skills, operational expertise, marketing expertise, finance which Mr. Hetal possesses.
Remuneration proposed	Not exceeding Rs. 1 Crore p.a.	Not exceeding Rs. 1 crore p.a.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.



Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Prakash Vichhivora is brother of Mr. Hetal Vichhivora, Whole-Time Director & Chief Financial Officer of the Company.	Mr. Hetal Vichhivora is brother of Mr. Prakash Vichhivora, Managing Director of the Company.
---	--	--

### III. Information about both the appointee:

Reasons of loss or inadequate profits	<p>Post Covid, the company does not have adequate profits and the IT industry continues to remain volatile and is yet to see a complete recovery. This has adversely affected the full recovery in Company's revenues to its pre – covid level. To overcome the difficult situation, the Company has under the guidance of Mr. Prakash Vichhivora &amp; Mr. Hetal Vichhivora, undertaken various measures and is constantly exploring avenues for increasing its revenues and bringing it back to pre – Covid level</p> <p>Therefore, Considering the responsibility shouldered by Mr. Prakash Vichhivora and Mr. Hetal Vichhivora of the enhanced business activities of the Company, The Company in the years of adequate profits, offer their Directors commensurate remuneration and accordingly the proposed remuneration shall be in excess of the thresholds mentioned in Section 197 (1) of Companies Act, 2013 and accordingly needs to pass a special resolution for giving remuneration to Directors as per Schedule V Part II Section II.</p>
Steps taken or proposed to be taken for improvement	The Company is striving continuously in trading & distributing in Electronics & Information Technology Business. The Company is exploring new areas and products for generating revenue. The Directors have rich experience in the Electronics & IT industry and they wish to take the Company to new heights
Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by aggressively pursuing and implementing its strategies to improve financial performance.

### IV. Disclosure w.r.t agenda item 4& 5:

The Company has not committed any default in payment of dues to any bank or public financial institution or non - convertible debenture holders or any other secured creditor.



# Panabyte Technologies Limited

(Formerly Known as Panache Innovations Limited)

[sales@panachemodera.com](mailto:sales@panachemodera.com)  
[www.panabyte.com](http://www.panabyte.com)

