

Date: 29/09/2020

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

Dear Sir/ Madam,

Subject: Proceedings at the 13th Annual General Meeting (AGM) pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) along with Scrutinizer Report pursuant to Regulation 44 of Listing Regulations
NSE Symbol- PANACHE

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed summary of the proceedings of the 13th Annual General Meeting (AGM) of the shareholders of the Company held on Tuesday, 29th September, 2020 at 3.00 pm through Video Conferencing / Other Audio-Video Means ("VC/OAVM").

Further in compliance with the requirements of Regulation 44 of Listing Regulations, please find enclosed herewith the scrutinizer's report. As per the said scrutinizer's report, all resolutions as set out in the 13th AGM Notice have been passed with requisite majority.

Please note that voting results as per Regulation 44 of Listing Regulations results of the remote e-voting and e-voting at the AGM shall be submitted with NSE in the XBRL mode separately.

This is for your kind perusal and members information. Please take the same on your record and acknowledge us the receipt.

Thanking you,
Yours faithfully,

For Panache Digilife Limited


Jinkle Khimsaria
Company Secretary & Compliance Officer
Membership No. A43967

Place: Mumbai

Encl.: a/a

Summary of proceedings of the 13th Annual General Meeting of Panache Digilife Limited held on Tuesday 29th September, 2020

13th Annual General Meeting (AGM) of Panache Digilife Limited was held on Tuesday 29th September, 2020 at 3.00 p.m. through Video Conferencing / Other Audio-Video Means ("VC/OAVM").

Ms. Jinkle Khimsaria, Company Secretary & Compliance Officer, welcomed the Members to the Meeting and asked Mr. Amit Rambhia, Chairman, to introduce and welcome the members.

Mr. Amit Rambhia, Chairman of the Board occupied the chair and welcomed the members at the 13th AGM and after ascertaining that the requisite quorum was present, the Chairman declared the meeting to order.

Ms. Jinkle Khimsaria, requested the Board Members to introduce themselves one by one. She then introduced Chief Financial Officer of the Company. Thereafter, she informed the Members that, representatives of M/s. KPB & Associates, Statutory Auditors and M/s. D.M. Zaveri & Co., Secretarial Auditors were present at the Meeting through VC. She informed the members that proceedings of the 13th AGM will be conducted as per the Companies Act 2013 and the rules made thereunder. She further informed that necessary registers pursuant to Companies Act, 2013 and documents referred in the Notice of 13th AGM are open and available for inspection electronically.

The Chairman then addressed the members on the Company's performance for FY 2019-20 along with snapshot on current on-goings, strategic directions and future outlook of the Company.

Further, with the permission of the members, notice of 13th AGM, Report of Standalone Financial Statements by Statutory Auditor was taken as read as there were no observations or qualification in the said Reports having adverse effect on the functioning of the Company. In compliance with Section 145 and Section 204 of the Companies Act, 2013, the qualification mentioned in Consolidated Financial Statements and Secretarial Audit Report was read by the Chairman respectively.

Ms. Jinkle Khimsaria then informed the members about the facility of remote e-voting and e-voting during the AGM that Company provided to Members for casting their vote electronically, on the resolutions set forth in the Notice calling 13th AGM. She then informed that E-voting was kept open for 3 days i.e. from 9 am of 26th September, 2020 to 5 pm of 28th September, 2020. She also informed that members may cast their vote during and 15 minutes after the conclusion of the meeting as per the instructions mentioned in the Notice of 13th AGM.

She further informed that Company had appointed M/s. D. M. Zaveri & Co., as a scrutinizer for orderly conduct of Voting through E-voting in a fair and transparent manner. The results will be declared based on the report received from the scrutinizer and will be placed on the Company's website www.panachedigilife.com and on CDSL website at www.evotingindia.com within 48 hours from the conclusion of the AGM alongwith uploading on National Stock Exchange of India Limited, where the company's shares are listed.

Mr. Amit Rambhia, Chairman, read following agenda items which were placed before the AGM, however, as he was interested in agenda no. 3 and 5, Mr. Shailesh Gala, presided over the meeting for the said agendas.

Ordinary Business:

1. To receive, consider and adopt
 - a. The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2020, and the report of the Board of Directors and Auditors thereon and
 - b. The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2020, and the report of the Auditors thereon. (Ordinary Resolution)
2. To declare final dividend on Equity Shares at ₹ 0.25/- on per share of Face Value of ₹ 10/- for the Financial Year ended 31st March 2020. (Ordinary Resolution)
3. To appoint a Director in place of Mr. Amit Rambhia, Managing Director, (DIN 00165919), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Special Business:

4. To appoint Mr. Shailesh Premji Gala (DIN: 01283286) as an Independent Director of the Company. (Ordinary Resolution)
5. Approval of Related Party transactions. (Ordinary Resolution)
6. To alter object clause of Memorandum of Association. (Special Resolution)

The following amendments in Memorandum of Association are approved by the members which shall be subject to approval of Registrar of Companies;

The Clause III (A) of Memorandum of Association of the Company dealing with the “**The objects to be pursued by the Company on its incorporation are**” is altered by replacing the existing Clause III(A)(1) with the following new Clause III(A)(1):

1. To carry on the business of Manufacturing, trading, distributing, importing, exporting, repairing, buy, sell, conduct research, impart training, develop, maintain, hire, let on hire, alter, design, provide services including consultancy or otherwise deal in computer and computer peripherals, accessories, computer parts, laptops, tablets, servers, monitors, AIO, kiosks, healthcare kiosks, UPS, power systems, GPS, Televisions, UV Bulbs, LED Lights & LED Solutions, Air Purifier, Wearables, PCB (Printed Circuit Boards), Plastic parts, Plastic components, plastic granules & raw materials, Rubber parts & components, metal parts & components, IOT devices, RF devices, BLE Devices, Torches, Batteries including but not limited to Battery banks & power backup solution, alkaline batteries, lithium ion batteries, cells, dry cells Solar solutions, solar panels, Digital printing solutions, digital writing solutions, Digital signage, Software, Stick PC, Camera, CCTV, audio products including but not limited to speakers, earphones, headphones, audio-Video products, infrared thermometer, point-of-sale devices, water ioniser, wireless devices, cloud devices, internet

gateways, servers, MDM (Mobile Device Management), Automotive products, electronics and electrical equipment, networking systems and products wireless and telecommunication systems and products including mobile phones, implementation of LAN and WAN systems.

Clause III (A) of Memorandum of Association of the Company dealing with the “**The objects to be pursued by the Company on its incorporation are**” is altered by adding the following new clause III(A)(6) after the existing Clause III(A)(5) and the remaining sub-clauses under Clause III (B) be re-numbered accordingly;

6. To carry on the business, anywhere in the world, of designing, manufacturing, trading, distributing, importing, exporting, buying, selling and dealing in all kinds of medical products and equipments including not limited to Personal Protective Equipment (PPE) kits, Liquid Sanitizer, disinfectant dispenser, masks, Gloves, UV Box, Thermometer, UV germicidal lights, Thermal Screening devices and solutions, Oximeter.

Ms. Jinkle Khimsaria then informed the Members regarding the option given by the Company for registration by Members as Speaker to express their views / ask questions or send queries. However, no members had registered and accordingly there were no queries to be answered at the AGM.

The Chairman then thanked the Members for their continued support and for participating in the Meeting. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.

The Chairman concluded the meeting at 3.29 pm.

Thanking you,
Yours faithfully,

For Panache Digilife Limited


Jinkle Khimsaria
Company Secretary & Compliance Officer
Membership No. A43987

Place: Mumbai

Combined Report of Scrutinizer for remote e-voting & e-voting at AGM

[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
13th Annual General Meeting of Equity Shareholders of
Panache Digilife Limited,

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries, Mumbai**, was appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and e-voting arranged at the 13th Annual General Meeting (the AGM) held through electronic means / video conferencing (VC) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the AGM of the Equity Shareholders of Panache Digilife Limited (the Company), held on Tuesday, 29th September, 2020, at 03:00 p.m. through electronic means / Video Conferencing (VC).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-voting) and e-voting arranged at the AGM on the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer for the remote e-voting process and for the e-voting at the AGM is restricted to monitor the process and make a Scrutinizer report of the Votes Cast “in favour” or “against” the resolutions as stated below, based on the report generated / provided by Central Depository Services (India) Limited (**‘CDSL’**), the authorised agency engaged by the Company to provide e-voting facilities.

At the AGM, facility of e-voting was provided to the members who attended the meeting.

D. M. Zaveri & Co.

Company Secretaries

 Dharmesh M. Zaveri

B Com., F.C.S.

145, 1st Floor, Kesar Residency, Above Bagwati Restaurant, Sector 3, Charkop, Kandivali (West), Mumbai – 400 067.

Tel.: 022-28679660, 022-49712722 (M). 98203 20503, E-mail.: dmz@dmzaveri.com, Website: www.dmzaveri.com

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) for voting done through remote e-voting and e-voting at the AGM on the resolutions set out in the Notice of the AGM.

1. The remote e-voting period remained open from 09.00 AM on Saturday, 26th September 2020 up to 5.00 PM on Monday, 28th September 2020.
2. The Shareholders of the Company holding shares as on the cut-off date i.e. 22nd September 2020 were entitled to vote on the proposed resolutions as mentioned in the Notice of the AGM.
3. As provided in Rules, I unblocked the remote e-voting on the platform provided by CDSL after completion of e-voting at AGM on Tuesday, 29th September 2020 at 03.50 P.M. in the presence of two witnesses who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of CDSL (www.evotingindia.com) and based on that such report is generated;

The Result of remote e-voting together with e-voting at the AGM is as under;

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item 1: Adoption of Standalone and Consolidated Audited Financial Statements for the financial year ended 31 st March 2020, along with the Reports of the Board of Directors' and Auditor's thereon. (Ordinary Resolution)									
E-voting	9175300	18	9175300	100.0000	0	0	0.0000	0	0
Poll	0	0	0	0.0000	0	0	0.0000	0	0
Total	9175300	18	9175300	100.0000	0	0	0.0000	0	0
Item 2: Declare final dividend on Equity Shares at ₹ 0.25/- on per share of Face Value of ₹ 10/- for the Financial Year ended 31 st March 2020. (Ordinary Resolution)									
E-voting	9175300	18	9175300	100.0000	0	0	0.0000	0	0
Poll	0	0	0	0.0000	0	0	0.0000	0	0
Total	9175300	18	9175300	100.0000	0	0	0.0000	0	0
Item 3: Re-appointment of Mr. Amit Rambhia, Managing Director, (DIN 00165919) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)									
E-voting	9175300	18	9175300	100.0000	0	0	0.0000	0	0
Poll	0	0	0	0.0000	0	0	0.0000	0	0
Total	9175300	18	9175300	100.0000	0	0	0.0000	0	0

D. M. Zaveri & Co.

Company Secretaries

 Dharmesh M. Zaveri

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145, 1st Floor, Kesar Residency, Above Bagwati Restaurant, Sector 3, Charkop, Kandivali (West), Mumbai – 400 067.

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Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item 4: Appointment of Mr. Shailesh Premji Gala (DIN: 01283286) as an Independent Director of the Company. (Ordinary Resolution)									
E-voting	9175300	18	9175300	100.0000	0	0	0.0000	0	0
Poll	0	0	0	0.0000	0	0	0.0000	0	0
Total	9175300	18	9175300	100.0000	0	0	0.0000	0	0
Item 5: Approval of Related Party Transactions. (Ordinary Resolution)									
E-voting	1412100	11	1412100	100.0000	0	0	0.0000	0	0
Poll	0	0	0	0.0000	0	0	0.0000	0	0
Total	1412100	11	1412100	100.0000	0	0	0.0000	0	0
Item 6: Alteration of object clause of Memorandum of Association. (Special Resolution)									
E-voting	9175300	18	9175300	100.0000	0	0	0.0000	0	0
Poll	0	0	0	0.0000	0	0	0.0000	0	0
Total	9175300	18	9175300	100.0000	0	0	0.0000	0	0

All the resolutions voted through under remote e-voting and e-voting at AGM were passed with requisite majority.

For D. M. Zaveri & Co
Practising Company Secretary

Accepted by:-

Dharmesh Zaveri
(Proprietor)

Amit Rambhia
Chairman & Managing Director

Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 29th September 2020