

NOTICE TO MEMBERS

Notice is hereby given that the 11th Annual General Meeting (AGM) of the Members of Panache Digilife Limited will be held on Tuesday, 25th September, 2018 at 3.00 P.M. at Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai – 400086, Maharashtra, India to transact the following business;

Ordinary Business:

1. **To receive, consider and adopt –**
 - a. The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2018, and the report of the Board of Directors and Auditors thereon.
 - b. The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018, and the report of the Auditors thereon.

2. **To declare dividend on Equity Shares at ₹ 0.50/- on per share of Face Value of ₹ 10/- for the Financial Year ended 31st March 2018***

“RESOLVED THAT a dividend at ₹ 0.50/- per equity share of Face Value ₹ 10/- each on 18,00,000 Equity Shares (excluding the Equity Shares upon which the members have waived/forgone his/their right to receive the dividend by him/them for financial year 2017-18) absorbing thereby ₹ 9,00,000/- (excluding dividend distribution tax) as at 31st March, 2018 be and is hereby declared for payment to those holders of Equity Shares whose names appear in the Register of Members of the Company as on 18th September, 2018.”

3. **To appoint a Director in place of Mr. Nikit Devchand Rambhia, Director, (DIN 00165678), who retires by rotation and being eligible, offers himself for re-appointment.**

Special Business:

4. **To alter object clause of Memorandum of Association**

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval the statutory or regulatory authority, as may be necessary, 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”** be amended by inserting following sub-clauses 2, 3, 4 and 5 after sub-clause 1 of Clause III(A) and the remaining sub-clauses under Clause III (B) be re-numbered accordingly:

2. To carry on the business, anywhere in the world, of GPS & Radio Frequency Identification (RFID) based devices, analytical data extraction thereof including solutions providing, computer maintenance and technical support services, Automotive products, electronics and electrical equipment, consumer durables and domestic appliances including, but not limited to, all types of home-appliances, spare parts and accessories, machines, mechanical machines, electro-mechanical devices, multimedia, security devices, Cyber Security Devices and solutions along with other security devices, networking systems and products wireless and telecommunication systems and products including mobile phones but not limited to, cellular mobile telephone and fixed telephone.

3. To carry on the business of Manufacturing, Trading and turnkey solutions of Defence, Security, Traffic, surveillance equipments including mobiles, portable, tower monitoring system for residential, commercials and institutional establishments including operations and maintenance.

4. To carry on the business, anywhere in the world, of information technology based and enabled services, electronic remote processing, e-services, including, but not limited to, all types of internet based / web enabled services, software development, transaction processing, fulfilment services, business support services including, but not limited to, providing related services of all kinds and description to establish and operate service processing centres for providing services for back office and processing requirements, contracting and communicating to and on behalf of customers by voice, data image, letters using dedicated domestic and/or international private lines, and to handle business process management, remote help desk management, remote management, remote customer interaction, customer relationship management and customer servicing through call centres, email based activities and letter / facsimile based communication, knowledge storage and management, data management, warehousing, search, integration and analysis for financial and non-financial data.

5. To carry on business anywhere in the world as producers, manufacturers, processors, converters, refiners, makers, stockists, Service providers, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of Water Ioniser machines, Smart Water Solutions, Water IOT Solutions, Hydrogen Inhaler and bottler of mineral water, ionized water, hydrogenated water, alkaline water.

RESOLVED FURTHER THAT Mr. Amit Rambhia, Mr. Nikit Rambhia, Mr. Devchand Rambhia, Mr. Nitesh Savla or Ms. Jinkle Khimsaria be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

5. Shift of Registered Office of the Company

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

“RESOLVED THAT pursuant to provisions of section 12 and all other applicable provisions of the Companies Act, 2013, if any, the Registered office of the company be and is hereby shifted from **“Unit No. 201/B1, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai – 400 086, Maharashtra”** to **“Bldg. A3, 102-108 & 201-208, Babosa Industrial park, Mumbai-Nashik Highway NH3, Saravali Village, Talathi Saja Temghar, Taluka Bhiwandi, Dist. Thane, 421302”**, within the State of Maharashtra and under the jurisdiction of Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT Mr. Amit Rambhia, Mr. Nikit Rambhia, Mr. Devchand Rambhia, Mr. Nitesh Savla or Ms. Jinkle Khimsaria be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion to give effect to the above resolution.”

**By order of the Board of Directors of
Panache Digilife Limited**

**Date: 13/08/2018
Place: Mumbai**

**Jinkle Khimsaria
CS & Compliance Officer
Membership No. A43987**

Notes:

1. **PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules framed there under a person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable. Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. **Corporate Members:** Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

3. **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 is annexed hereto and forms part of the Notice.

4. **Cut-off Date for Dispatch:** Members of the Company, holding shares either in dematerialised form or physical form, as on 17th August, 2018 (cut-off for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2017-18, physically or through their registered mail id.

5. **Communication:** Electronic copy of the Annual Report 2017-18 and the Notice of the 11th AGM of the Company inter alia with Attendance Slip and Proxy Form is being sent to all the Members, whose email IDs are registered with the Company's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members, who have not registered their email IDs, physical copies of the Annual Report 2017-18 and the Notice of the 11th AGM of the Company inter alia with Attendance Slip and Proxy Form is being sent through permitted mode. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialised form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting. Annual Report for 2017-18 along with Notice of the AGM is also available at the website of the Company www.panachedigilife.com.

6. **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 Bigshare Services Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai - 400059. 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.

7. **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 thereunder, 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), Bigshare Services 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.

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 Wednesday, 19th September, 2018 to Tuesday, 25th September, 2018 (both days inclusive) for the purpose of electronic credit / despatch of dividend and AGM.
9. **Dividend Waiver:** The actual equity dividend to be declared by the members at the 11th AGM will be for only equity shares other than the equity shares in respect of which the equity Members(s) has / have waived / forgone his / their right to receive the dividend for the financial year ended 31st March, 2018
10. **Dividend:** Subject to the provisions of Section 123 to Section 127 of the Companies Act, 2013, Dividend on Equity Shares for the year ended 31st March, 2018 as recommended by the Board (Excluding the shares upon which the members have waived/forgone his/their right to receive the dividend by him/them for financial year 2017-18), if sanctioned at the AGM, will be paid within a period of 30 days from the date of declaration to those Members who have not waived their right to receive the dividend for the Financial year 2017-18 -
 - I. in respect of shares held in physical form, whose names appear on the Company's Register of Members, at the close of business hours on Tuesday, 18th September, 2018 after giving effect to all valid transfers in physical form lodged on or before Tuesday, 18th September, 2018 with the Company and / or its Registrar and Share Transfer Agents; and
 - II. in respect of Shares held in electronic form, to all beneficial owners as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose, as on Tuesday, 18th September, 2018.

The dividend, if approved, will be paid by crediting in to the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those shareholders holding shares in electronic form / demat. In respect to shareholders holding shares in physical form or in case of ECS, NECS, or electronic payment rejected, dividend will be paid by dividend warrant or demand draft. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

11. **Go Green Initiative:** Members holding Shares in physical form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents (RTA) i.e. Bigshare Services 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. Members are requested to carry their copies of the Annual Report along with attendance slip to the Meeting.
12. **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 Registrar and Share Transfer Agents, Bigshare Services Private Limited.
13. **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. Bigshare Services Private Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

14. **Inspection by Members:** All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during the Business hours up to the date of the 11th AGM.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

15. **Subsidiary Accounts:** In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of its subsidiary, to any member of the Company on making requisition to the Company Secretary or email at compliance@panachedigilife.com.

A Statement containing the salient features of the financial statement of subsidiaries forms part of the Annual Report of the Company. The audited financial statements will also be available for inspection at the Registered Office of the Company and the concerned subsidiary companies on all working days, except Saturdays, Sundays and public holidays, during business hours up to the date of the 11th AGM. Further, the documents shall also be available on the website of the Company www.panachedigilife.com.

16. **Voting through electronic means (E- Voting):**

As per Notification issued by Ministry of Corporate Affairs dated 19th March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009, will be exempted from E-Voting provisions. Our Company is covered under Chapter XB since it is listed on SME platform of NSE EMERGE. However, Company is voluntarily providing E-voting facilities to its Members.

- I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 11th AGM by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through poll paper shall be made available at the AGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through poll paper.

The Members who have casted their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

The instructions for Members voting electronically are as under:

- a. The voting period begins on 22nd September, 2018 at 9.00 am and ends on 24th September, 2018 at 5.00 pm. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Log on to the e-voting website www.evotingindia.com
- c. Click on Shareholders
- d. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first-time user follow the steps given below;

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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 as mentioned in instruction (d).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for the relevant Panache Digilife Limited on which you choose to vote.

- l. 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.
 - m. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - n. 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.
 - o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - q. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - r. Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - s. Note for Non – Individual Members and Custodians
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
17. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. Tuesday 18th September, 2018, may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Bigshare Services Private Limited, or send an e-mail at investor@bigshareonline.com or helpdesk.evoting@cdslindia.com.
18. The Members may also contact in case of any grievance connected with e-voting to:
- Compliance Officer: Jinkle Khimsaria
 Address: Unit No. 201/B1, Raheja Plaza – 1, LBS Marg, Ghatkopar West, Mumbai – 400 086
 Email id: compliance@panachedigilife.com
 Contact: 022 2500 7002 / 7502

19. 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. Tuesday 18th September, 2018.
20. Any person who is not a Member as on the cut-off date i.e. 18th September, 2018, should treat this Notice for information purposes only.
21. The Company has appointed Mr. Dharmesh Zaveri, proprietor of M/s. D. M. Zaveri & Co., Practising Company Secretary, as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner.
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
23. As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's Report shall be simultaneously placed on the Company's website www.panachedigilife.com.
24. The resolutions shall be deemed to be passed on the date of the Meeting, i.e. 25th September, 2018 subject to receipt of the requisite number of votes in favour of the resolutions.
25. The Route Map of venue of the AGM is given at the end of this Notice.
26. 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolution at item No. 4 & 5

Item No. 4:

The Members are hereby informed that your Company intends to expand and diversify its present scope of operations and it is proposed to have more specification in the current main Object Clause of the Memorandum of Association of the Company (MoA).

The proposed alteration in the Main Object Clause of the memorandum of association as set out in the resolution is to facilitate more backing to the existing business of the Company along with diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

The above amendment would be subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the 11th Annual General Meeting

Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of special resolution and hence the Board proposes to the members of the Company for their assent to the resolution at item no. 4.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

Item No. 5:

The Registered Office of the Company is currently situated at Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai - 400086. The Company is already in process of setting up a factory at *Bldg. A3, 102-108 & 201-208, Babosa Industrial park, Mumbai-Nashik Highway NH3, Saravali Village, Talathi Saja Temghar, Taluka Bhiwandi, Dist. Thane, 421302*. Hence for administrative and operational convenience, it is proposed to shift the registered office of the Company at *Bldg. A3, 102-108 & 201-208, Babosa Industrial park, Mumbai-Nashik Highway NH3, Saravali Village, Talathi Saja Temghar, Taluka Bhiwandi, Dist. Thane, 421302*.

Pursuant to the provisions of section 12 of the Companies Act, 2013, members approval through Special Resolution shall be required for shifting the registered office outside the local limits of any city, town or village and hence the Board proposes to the members of the Company for their assent to the resolution at item no. 5.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

**By order of the Board of Directors of
Panache Digilife Limited**

**Date: 13/08/2018
Place: Mumbai**

**Jinkle Khimsaria
CS & Compliance Officer
Membership No. A43987**

Annexure A to Notice of 11th AGM

Information about directors seeking appointment / reappointment in this AGM in compliance with Regulation 26(4) & 36 (3) of SEBI (LODR) Regulations, 2015 and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) –

Name of the Director	Mr. Nikit Devchand Rambhia
Father's Name	Mr. Devchand Lalji Rambhia
DIN	00165678
Date of Birth	09/10/1978
Age	39
Educational Qualification	B.Com; MBA
Experience / Expertise (Brief Profile)	<p>Mr. Nikit Rambhia is a Joint Managing Director of the Company. He is associated with the Company as Director since inception and was re-designated w.e.f. 17th February 2017.</p> <p>Mr. Nikit Rambhia holds an MBA degree in Marketing from the University of Mumbai and has got over 18 years of experience in handling operations.</p> <p>He is involved with the strategic direction of the company and manages all the operations and strategic partnerships. He personally oversees the planning and execution of new projects, critically evaluates and helps better the operations, which are overlooked by a team of seasoned professionals from varied backgrounds.</p> <p>He is an active member of ASIRT, TAIT, and ASSENT.</p>
Nature of his expertise in specific functional area	Management & overall business execution
Terms and conditions of appointment or re-appointment	Joint Managing Director liable to retire by rotation and terms of remuneration are within the limits as approved by the shareholders in accordance with Schedule V of the Companies Act, 2013.
Last drawn remuneration	₹42,00,000/- p.a
Date of 1 st Appointment on the Board	30/03/2007 (Since Inception)
No. of Board Meetings attended during the year 2017-18	5
No. of share held as on date	14,00,000 Equity Shares
Relationship with other directors, manager & KMP	Devchand Lalji Rambhia (Whole Time Director) is Father. Amit Devchand Rambhia (Managing Director) is Brother.
Directorships held in other companies	NIL
Committee Memberships in other companies	Panache Digilife Limited - Stakeholders Relationship Committee - Member

PANACHE DIGILIFE LIMITED

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

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

Form MGT-11 - Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)		E-mail Id	
Registered Address		Folio No./*Client ID	
		*DP ID	

I / We, being the holder/s of _____ equity shares of Panache Digilife Limited, hereby appoint:

Name			
Address			
Email id		Signature	

or failing him;

Name			
Address			
Email id		Signature	

or failing him;

Name			
Address			
Email id		Signature	

and whose signature(s) is appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th AGM of the Company, to be held on the Tuesday, 25th September, 2017 at 03:00 P.M. at Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai – 400086, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	For	Against
1	Consider and adopt: a) the audited Standalone Financial Statement of the Company for the year ended March 31, 2018, and the report of the Board of Directors and Auditors thereon. b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, and the report of the Auditors thereon.		
2	Declare dividend on Equity Shares at ₹ 0.50/- per share of Face Value of ₹ 10/- for the financial year ended 31 st March 2018.		
3	Appoint a Director in place of Mr. Nikit Rambhia, Director, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Alter Object Clause of Memorandum of Association of the Company		
5	Shifting of Registered Office of the Company		

*Applicable for investors holding shares in electronic form.

**This is Optional

Signed this _____ day of _____, 2018

Signature of Member

Signature of Proxy Holder

Please Affix
Revenue
Stamp

Notes:

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- ii. **It is optional to indicate your preference. If you leave the 'For' or 'Against' blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

PANACHE DIGILIFE LIMITED

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

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

Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

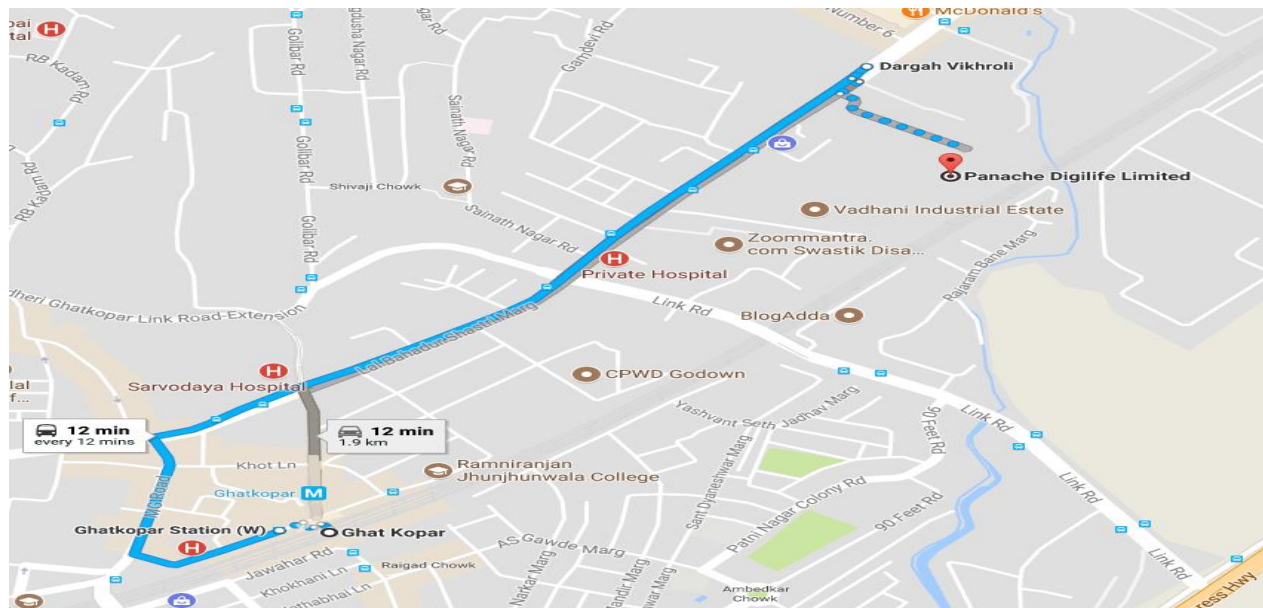
Name of the Member:	
Address of the Member:	
DP Id*	Folio No.
Client Id*	No. of shares

I hereby record my presence at the 11th AGM of the Company held on Tuesday, 25th September, 2018 at 03:00 P.M. at Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai – 400086.

Signature of member/Proxy holder(s)

*Applicable for investors holding shares in electronic form.

Route Map for the Venue of AGM



Panache Digilife Limited

Venue of AGM: Unit No. 201/B1, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai – 400 086

Date of AGM: 25th September, 2018 (Tuesday) | **Time of AGM:** 3.00 pm