

Date: 21/09/2019

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

Dear Sir/ Madam,

Reference: NSE Symbol – PANACHE
Subject: Scrutinizers Report for 12th AGM

We are pleased to report that at the 12th Annual General Meeting (AGM) of the shareholders of the Company held on Friday, 20th September, 2019 at 3.00 pm at Shangrila Resort, Mumbai-Nashik Highway, Bhiwandi By Pass End, Gangaram Pada, Vadpe, Bhiwandi, Thane - 421302, all the resolutions set out in the 12th AGM Notice dated 13th August, 2019, have been passed with requisite majority.

In compliance with the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the scrutinizers report.

Thanking you,
Yours Faithfully,

For Panache Digilife Limited



Jinkle Khimsaria
CS & Compliance Officer
Membership No.: A43987

Place: Mumbai

Encl.: a/a

Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

Combined Report of Scrutinizer for e-voting & voting through ballot process

[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
12th Annual General Meeting of Equity Shareholders of
Panache Digilife Limited,
held on Friday, 20th September, 2019 at,
Shangrila Resort, Mumbai-Nashik Highway
Bhiwandi by Pass End, Gangaram Pada, Vadpe, Bhiwandi,
Thane - 421302

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 remote 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 voting through ballot process at the venue of the 12th Annual General Meeting (AGM) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 12th AGM of the Equity Shareholders of Panache Digilife Limited (**Company**), held on Friday, 20th September, 2019 at Shangrila Resort, Mumbai-Nashik Highway Bhiwandi by Pass End, Gangaram Pada, Vadpe, Bhiwandi Thane - 421302.

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 voting by use of physical ballots by the shareholders at the venue of 12th AGM on the resolution contained in the Notice of the 12th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the physical ballot voting at the 12th AGM is restricted to make a



D. M. ZAVERI & Co.

Company Secretaries

D Dharmesh Zaveri
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Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by Central Depository Services Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 12th AGM of the Company held on 20th September, 2019, facility of voting through ballot process was given to the members present in the meeting.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the 12th AGM. I have issued separate Scrutinizer's Report dated 21st September, 2019, on the remote e-voting and on the Poll through physical ballot.

The Result of remote e-voting together with that of the Poll 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	Nos
Item 1: Adoption of Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March 2019 and the Reports of the Board of Directors' and Auditor's thereon. (Ordinary Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0
Item 2: Declaration of final Dividend on Equity Shares at Rs. 0.50/- per share of Face Value Rs.10/- for the Financial Year ended 31st March, 2019. (Ordinary Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0
Item 3: Re-appointment of Mr. Devchand Rambhia (DIN:00165919) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0



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BS Dharmesh Zaveri
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		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
Item 4: Appointment of Mr. Gaurav Pratap Singh (DIN: 06747792) as an Independent Director of the Company for a period of five years. (Ordinary Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0
Item 5: Re-appointment of Mr. Amit Rambhia as Managing Director. (Special Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0
Item 6: Re-appointment of Mr. Nikit Rambhia as Joint Managing Director. (Special Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0
Item 7: Re-appointment of Mr. Devchand Rambhia as Whole-Time Director. (Special Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0
Item 8: Approval of Related Party Transactions. (Special Resolution)								
E-voting	1212800	7	1212800	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	1219200	8	1219200	100	0	0	0	0
Item 9: Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013. (Special Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0
Item 10: Approval of Panache Digilife Limited – Employee Stock Option Scheme, 2019 (PDL-ESOS 2019). (Special Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0



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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	Nos
Item 11: Approval for grant of options to the employees of the holding and subsidiary company (ies) under Panache Digilife Limited – Employee Stock Option Scheme, 2019 (PDL-ESOS 2019) . (Special Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0
Item 12: Approval for grant of options equal to or exceeding 1% of the issued capital of the company under Panache Digilife Limited – Employee Stock Option Scheme, 2019 (PDL-ESOS 2019). (Special Resolution)								
E-voting	9472000	14	9472000	100	0	0	0	0
Poll	6400	1	6400	100	0	0	0	0
Total	9478400	15	9478400	100	0	0	0	0

All the resolutions voted through under remote e-voting and ballot/poll were passed with requisite majority.

The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 12th Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)

Membership No.: 5418

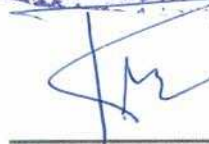
C.P. No.: 4363

Place: Mumbai

Date: 21st September, 2019



For PANACHE DIGILIFE LIMITED



Director



Mr. Amit Rambhia
Chairman of the meeting