PANACHE
Making Finance Life Easy

Date: 23/08/2019
23/08/2019

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

Dear Sir/ Madam,

Reference: NSE Symbol – PANACHE
Subject: Notice of 12th Annual General Meeting (AGM) and Book Closure of the Company pursuant to Regulations 34 and 42 of the SEBI (LODR) Regulations, 2015

This is to inform you that the 12th AGM of the Company is scheduled to be held on Friday, September 20, 2019 at 3:00 p.m. at Shangrila Resort, Mumbai-Nashik Highway, Bhiwandi By Pass End, Gangaram Pada, Vadpe, Bhiwandi, Thane - 421302, Maharashtra, India. We hereby enclose a copy of the Annual Report of the Company for the Financial Year ended March 31, 2019 including notice of 12th AGM for your reference.

This is to further inform you that the Register of Members and the Share Transfer Books of the Company will remain closed as mentioned below:

NSE Symbol	Type of Security	Book Closure		Purpose
		From	To	
PANACHE	Equity Share	14th September, 2019 (Saturday)	20th September, 2019 (Friday)	For the purpose of 12th Annual General Meeting

Also note that the cut-off date for determining the eligibility of members to vote through remote e-voting or poll is 13th September, 2019. Further the same is also available on the website of the Company at www.panachedigilife.com.

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

PANACHE DIGILIFE LIMITED

Jinkle Khimsaria
CS & Compliance Officer
Membership no.: A43987
Place: Mumbai

Cc: National Securities Depository Limited (NSDL)
Central Depository Services (India) Limited (CDSL)
Bigshare Services Private Limited (Registrar & Share Transfer Agent)

Encl.: As above

PANACHE®

Making Human Life Easy®

ANNUAL REPORT 2019

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Corporate Information

Panache Digilife Limited

Board of Directors

Amit Devchand Rambhia
Chairman & Managing Director

Nikit Devchand Rambhia
Joint Managing Director

Devchand Lalji Rambhia
Whole-Time Director

Gaurav Singh
Additional Independent Director (w.e.f 23rd July, 2019)

Meeta K. Mehta
Independent Director

Bhavin Vinod Adani
Independent Director

Rohit Mathur
Independent Director (till 15th August, 2019)

Key Managerial Personnel

Nitesh Savla
CFO

Jinkle Khimsaria
Company Secretary & Compliance Officer

Vishal Lalan
CEO

Listed on

NSE Emerge (Symbol – PANACHE)

Bankers

Canara Bank

Registered Office

Bldg.A3, 102-108 & 201-208, Babosa Industrial Park
Mumbai-Nashik Highway NH3, Saravali Village Bhiwandi
CIN: L72200MH2007PLC169415
(T): 022 2500 7002 / 7502
(E): info@panachedigilife.com
(W): www.panachedigilife.com

Factory

Daman: Survey No. 485/C, Furtado Compound, Near Dabhel, Check Post, Daman, UT - 396210

Bhiwandi: Bldg. A3, 102-108 & 201-208, Babosa Industrial park, Mumbai-Nashik Highway NH3, Saravali Village park, Taluka Bhiwandi, Dist. Thane - 421302

Share Registrars and Transfer Agents

Bigshare Services Private Limited
1st Flr, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai – 400059
(T): 022-40430200, 28470652, 62638200
(E): investor@bigshareonline.com
(W): www.bigshareonline.com

Auditors

KPB & Associates
Chartered Accountant

Secretarial Auditor

D M Zaveri & Co.,
Practicing Company Secretary

Internal Auditor

Sanket Sangoi & Associates

About the Company

Panache Digilife Limited is an ICT & IoT devices manufacturing, distribution and services company. Our Vision of “Making Human Life Easy” has led us to constantly innovate in technology space. The company is currently focused in solution space of Smart Computing Devices & Virtualization, Smart & Digital Classrooms, Smart & Connected Cars, Retail IoT and Smart Water.

Design philosophy for our smart devices is based on A, B, C, D of the technology. A being; Analytics & Artificial Intelligence, B is; Big Data, C is; Connected & Cloud, D is; Devices

The company has been listed on the NSE Emerge Platform in April 2017, headquartered in Mumbai along with manufacturing factory in Daman & Bhiwandi. With government reforms of Digital India and IoT taking over, our new factory at Bhiwandi will be contributing to the "Make In India" initiative which the company is highly promoting.

At Panache Digilife we live the philosophy of “Making Human Life Easy”. The new age revolution is powered by the symphony of smart solutions designing ‘experiences’ with IoT. With the ever-growing importance of technologies and platforms only those who can create and sustain world class experiences through them will thrive. Consumer ‘experiences’ are driving and disrupting industries like never before.

Leverage

Leveraging our rich experience to our strategic advantage

Our strong domain expertise has helped us develop a deep understanding of distinct markets and industries. Our ecosystem of good supply chain, our own manufacturing unit backed young & experienced internal teams provides us with a solid foundation to continuously innovate and stay competitive in our field

Grow

Growing by aligning our strategy with evolving market dynamics

We consciously adjust our solution offerings to reflect emerging and disruptive industry trends. Our growth strategy is based on a balanced emphasis on expansion and exploration—leveraging our existing capabilities and continuously scoping newer markets, solutions, and partnerships.

Thrive

Thriving by being focused on our vision “Making Human Life Easy”

With a long-term perspective in mind, we apply technology to achieve and even disrupt, existing industry trends. Panache Digilife strives to be a frontrunner by innovatively deploying technology, setting new industry standards and benchmarks, and solving problems that matter.

Recent Awards:

IoT Group Partner Award

IoT Group Partner Award

CRN Excellence Award

Under Category Big Data & Analytics 2018

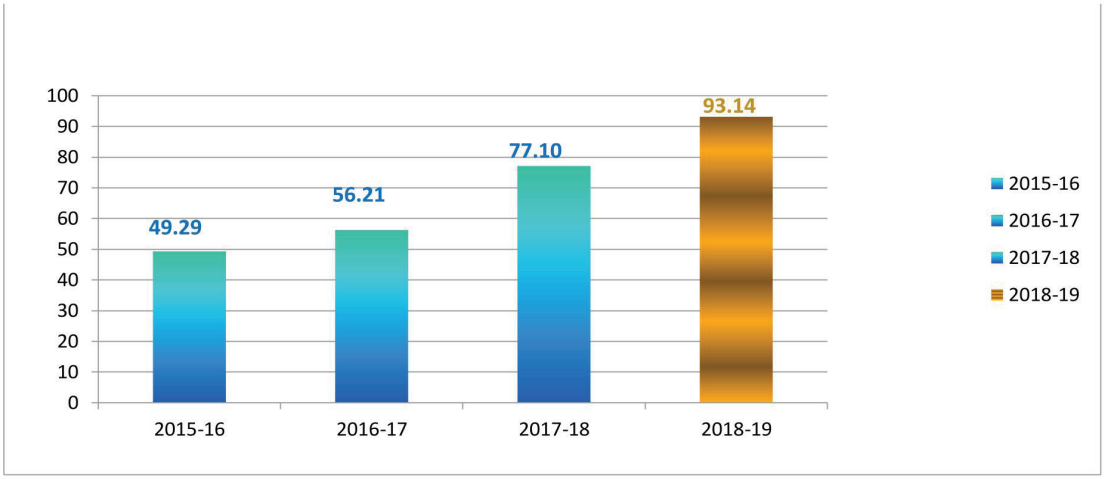
Vision : *Making Human Life Easy®*

Mission:

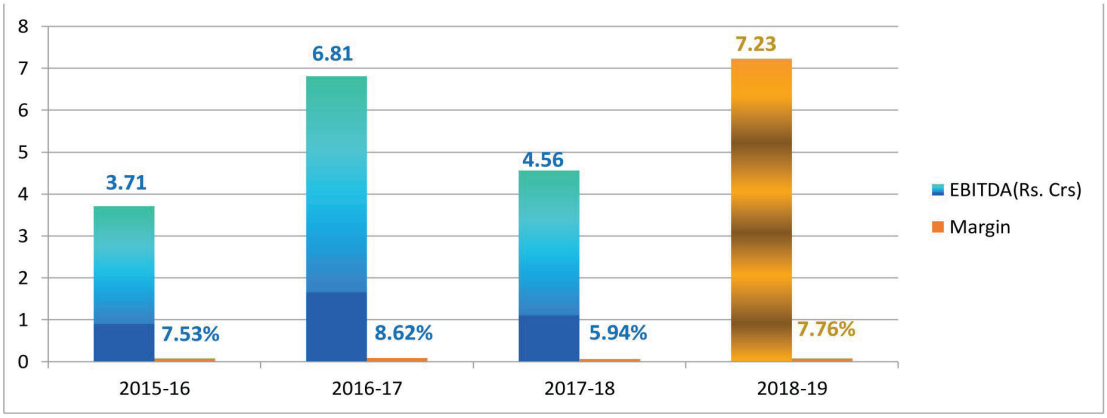
To be a market leader in ICT Manufacturing, Distribution and Services by providing world class quality Solutions at most competitive price with all-time best support

Annual Financial Highlights

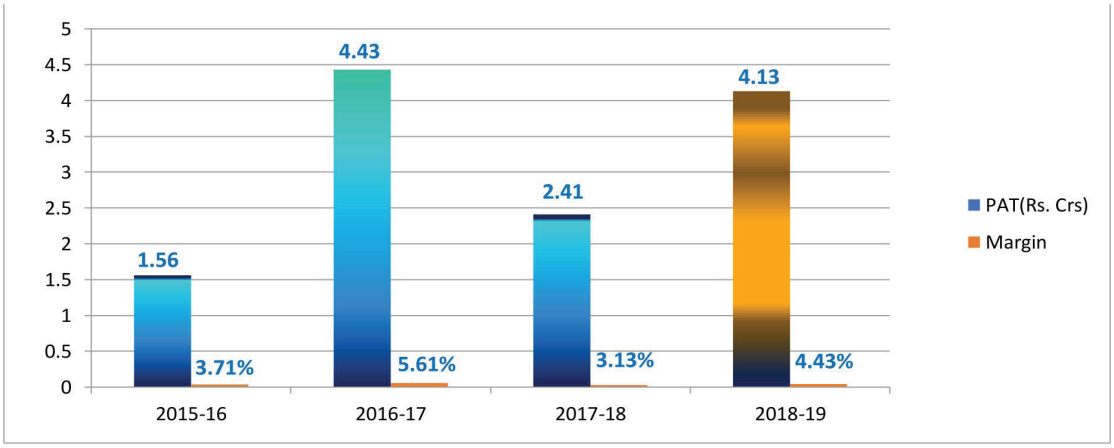
Net Revenue (Rs. Cr)



EBIDTA (Rs. Cr)*/Margin



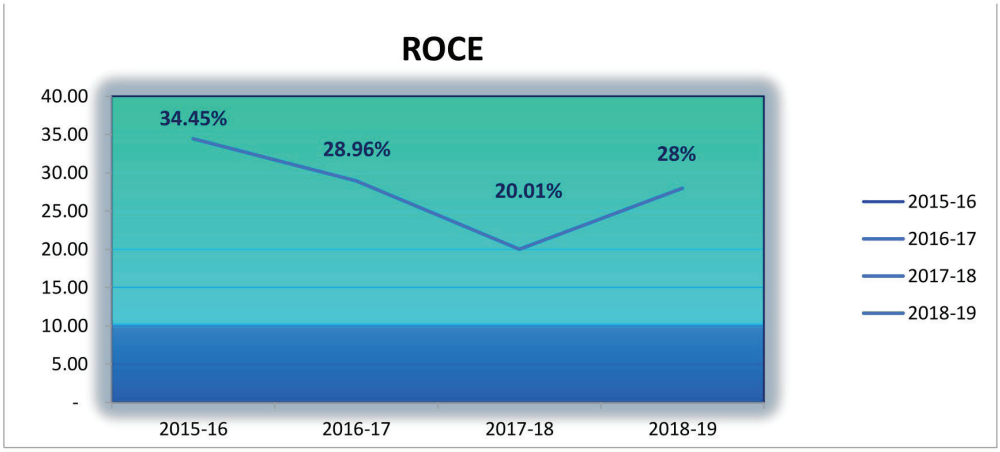
PAT ((Rs. Cr)*/Margin



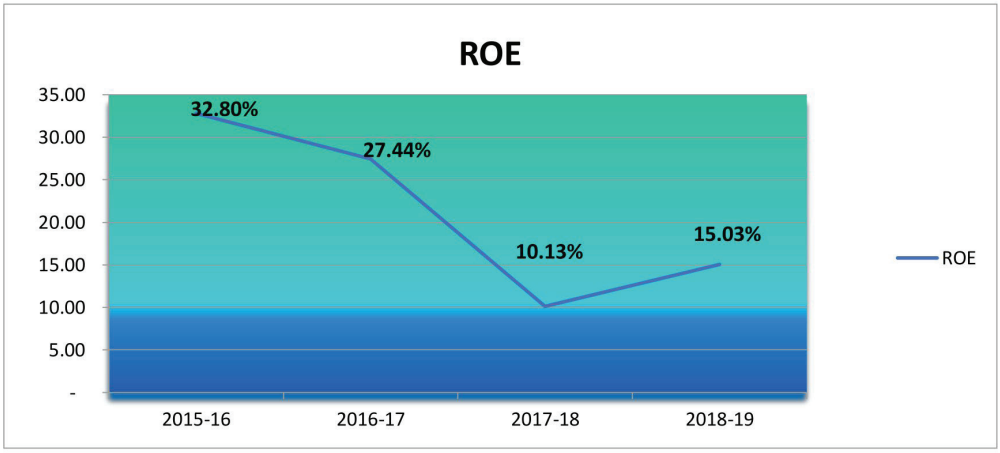
**Numbers have been Restated as per Indian Accounting Standards (Ind AS18)*

Key Return Ratios

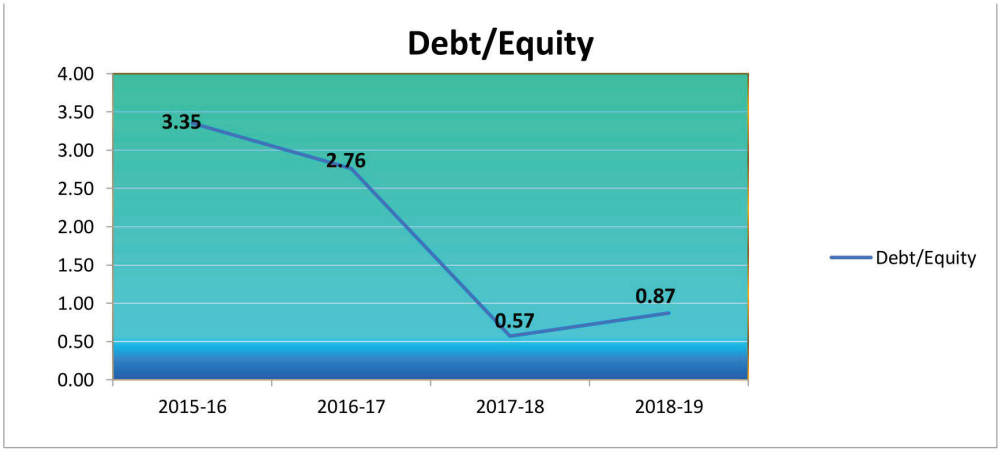
RoCE (%)



RoE (%)



Debt / Equity



**Numbers have been Restated as per Indian Accounting Standards (Ind AS18)*

Chairman's Letter

Dear Shareholders,

We are extremely happy to share that our company has successfully started the phased commercial production factory in Bhiwandi, Maharashtra. This facility will manufacture Smart Compute Devices, AV & Displays, Retail IoT & Smart Water Solutions and custom design devices. The manufacturing capacity is approximately five Lakh units annually. This new factory will also focus on improvising TQM (Total Quality Management), JIT (Just—in—Time) production, and DFM (Design for Manufacturability). This will help us to fulfil the growing demand from our customers. We remain confident in our capabilities that will take us closer to achieving our vision and in creating long term value for our company.

This year has been a mixed year for our company as our company has gone through some structural change the revenue growth was subdued due to delay in orders this year we are expecting positive inflow of orders as we are working in several projects which will accelerate our growth going forward.

We are extremely delighted to share that we have forayed into fast growing water purification segment with the launch of our product 'AquaTatva'. It is a step towards our Vision of "Making Human Life Easy." This product helps improving the quality of drinking water. The technology that is used in this product will bring in a significant change to the current water potability in India. We are confident that consumers would appreciate this technologically superior offering by Panache. We are taking a step forward to be a part of new generation of hydration and lifestyle.

Our Company has received CRN Excellence Award 2018 in the category of Big Data and Analytics. It's a real honour to receive this type of recognition. Our efforts to provide top quality IT solutions have clearly paid off and this award is an indication that we are working in the right direction.

Ours is a broad-based distribution model which comprises of multiple products and multiple brand strategy. The focus is always to capture sizable market share in each of the product category. Our Company's activities are aligned with growing industry where the demand for design and technology services continue to expand. This year the focus is on IoT based compute solutions and Smart Water solutions. We are also coming up with some interesting offering models for our clients.

We are set to consolidate, enhance and improve up on our strengths, values, customer orientation, brand and commitment to learnings. We will aim for continuous improvement, improving of focus on partnering with stakeholders in a way which is unique to us. I would like to thank entire team at 'Panache DigiLife' family for their efforts, drive and dedication. I would also like to thank our shareholders and stakeholders for the trust they have placed in us, which further drives and encourages us to achieve our targets and walk the extra mile.

Your Sincerely,

Amit D Rambhia

CMD

Panache Digilife Limited

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 Panache Digilife Limited 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 consolidated 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", "Panache" are to Panache Digilife Limited and its subsidiaries and associates.

ECONOMIC OVERVIEW

Global Economic

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year, reflecting a confluence of factors affecting major economies. China's growth declined following a combination of needed regulatory tightening to rein in shadow banking and an increase in trade tensions with the United States. Trade tensions increasingly took a toll on business confidence and, so, financial market sentiment worsened, with financial conditions tightening for vulnerable emerging markets in the spring of 2018 and then in advanced economies later in the year, weighing on global demand. Conditions have eased in 2019 as the US Federal Reserve signaled a more accommodative monetary policy stance and markets became more optimistic about a US–China trade deal, but they remain slightly more restrictive than in the fall.

Global Growth Is Set to Moderate in the Near Term, Then Pick Up Modestly

As a result of these developments, global growth is now projected to slow from 3.6 percent in 2018 to 3.3 percent in 2019, before returning to 3.6 percent in 2020. The current forecast envisages that global growth will level off in the first half of 2019 and firm up after that.

Beyond 2020, global growth is set to plateau at about 3.6 percent over the medium term, sustained by the increase in the relative size of economies, such as those of China and India, which are projected to have robust growth by comparison to slower-growing advanced and emerging market economies.

Source: https://www.imf.org/en/Publications/WEO/Issues/2019/03/28/world-economic-outlook-april-2019

India Economic Outlook

Market Size

India's IT & ITeS industry grew to US$ 181 billion in 2018-19. Exports from the industry increased to US$ 137 billion in FY19 while domestic revenues (including hardware) advanced to US$ 44 billion. Spending on Information

Technology in India is expected to grow over 9 per cent to reach US$ 87.1 billion in 2018.* Revenue from digital segment is expected to comprise 38 per cent of the forecasted US$ 350 billion industry revenue by 2025.

Investments/ Development

Indian IT's core competencies and strengths have attracted significant investments from major countries. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US$ 37.23 billion between April 2000 and March 2019 and ranks second in inflow of FDI, as per data released by the Department for Promotion of Industry and Internal Trade (DPIIT). Some of the major developments in the Indian IT and ITeS sector are as follows:

- Nasscom has launched an online platform which is aimed at up-skilling over 2 million technology professionals and skilling another 2 million potential employees and students.
- Revenue growth in the BFSI vertical stood at 6.80 per cent y-o-y between July-September 2018.
- As of March 2018, there were over 1,140 GICs operating out of India.
- PE investments in the sector stood at US$ 2,400 million in Q4 2018.
- Venture Capital (VC) investments in the IT & ITeS sector stood at US$ 53.0 million during Q4 2018.

Government Initiatives

Some of the major initiatives taken by government to promote IT and ITeS sector in India are as follows:

- The government has identified Information Technology as one of 12 champion service sectors for which an action plan is being developed. Also, the government has set up a Rs 5,000 crore (US$ 745.82 million) fund for realising the potential of these champion service sectors.
- As a part of Union Budget 2018-19, NITI Aayog is going to set up a national level programme that will enable efforts in AI^ and will help in leveraging AI^ technology for development works in the country.
- In the Interim Budget 2019-20, the Government of India announced plans to launch a national programme on AI* and setting up of a National AI* portal.
- National Policy on Software Products-2019 was passed by the Union Cabinet to develop India as a software product nation.

Achievements

Following are the achievements of the government during 2017-18:

- About 200 Indian IT firms are present in around 80 countries.
- IT exports from India are expected to reach highest ever mark of US$ 126 billion in 2017-18.
- Highest ever revenue was generated by Indian IT firms at US$ 181 billion in 2018-19.

Road Ahead

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Export revenue of the industry is expected to grow 7-9 per cent year-on-year to US$ 135-137 billion in FY19. The industry is expected to grow to US$ 350 billion by 2025 and BPM is expected to account for US$ 50-55 billion out of the total revenue.

Source: IBEF https://www.ibef.org/industry/information-technology-india.aspx

STANDALONE & CONSOLIDATED FINANCIAL OVERVIEW

The Standalone performance of the Company for the financial year ended March 31st, 2019 is as follows:
Total revenue from operations at Rs. 93.14 crore for the year ended March 31st, 2019, as against Rs.77.10 crore for the corresponding previous period, an increase of 20.81%

The cost of Raw Materials for the financial year ended March 31, 2019 were Rs 77.81 crore as against Rs 66.32 crore for the corresponding previous period, an Increase of 17.33%.
The Employee expenses for the financial year ended March 31st, 2019 were Rs. 4.87 crore as against Rs. 3.72 crore for the corresponding previous period, an increase of 30.91%.

The other expenses for the financial year ended March 31st, 2019 were Rs.3.22 crore as against Rs 2.47 crore for the corresponding previous period, an increase of 30.38%.

The EBIDTA (earnings before interest, depreciation and tax excluding other income) was Rs. 7.23 crore for the year ended March 31st, 2018, as against Rs. 4.58 crore for the corresponding previous period, an increase of 57.90%.

The depreciation for the financial year ended March 31st, 2019 was Rs. 0.20 crore, as against Rs. 0.15 crore for the corresponding previous period, an increase of 33.33%.

The EBIT (earnings before interest and tax) were Rs. 7.94 crore for the year ended March 31st, 2019, as against Rs.4.95 crore for the corresponding previous period, an increase of 60.40%.

The PAT (profit after tax) were Rs. 4.11 crore for the year ended March 31st, 2019, as against Rs.2.41 crore for the corresponding previous period, an increase of 70.54%.

The interest for the financial year ended March 31st, 2019 was Rs. 2.06 crore as against Rs. 1.19 crore for the corresponding previous period, an increase of 73.11%.

The EPS (Earning Per Share) for the financial year ended March 31st, 2019 was Rs. 6.85 for a face value of Rs 10 per share, as against Rs. 4.09 for the corresponding previous period.

RESOURCES AND LIQUIDITY

As on March 31st, 2019, the standalone net worth stood at Rs. 27.37 crore and the standalone debt was at Rs. 23.79 crore.

The cash and cash equivalents at the end of March 31st, 2019 were Rs. 4.70 crore.

The total debt to equity ratio of the Company stood at 0.87 as on March 31st, 2019.

BUSINESS PERFORMANCE

Panache Digilife Limited operates primarily in one business vertical, hence segmental reporting is not applicable.

RISKS AND CONCERNS

Like every business, the Company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted / mitigated to an acceptable level within the risk appetite of the organization.

The Company faces the following Risks and Concerns:

Credit Risk
To manage its credit exposure, Panache has determined a credit policy with credit limit requests and approval procedures. Company does its own research of client's financial health and project prospects before entering into agreement with them. Timely and rigorous process is followed up with clients for payments as per schedule. The Company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

Competition Risk
This risk arises from more players wanting a share in the same pie. Like in most other industries, opportunity brings with itself competition. We face different levels of competition in each segment, from domestic as well as multinational companies. The Company has created strong differentiators in project execution, quality and delivery which make it resilient to competition. Furthermore, the Company continues to invest in technology and its people to remain ahead of the curve. A strong, stable client base consisting of large and mid-sized corporations further

helps to insulate the Company from this risk. We counter this risk with our customer-centric approach and our ability to innovate customer specific solutions, focusing on pricing and aggressive marketing strategy, disciplined project executions, coupled with prudent financial and human resources management and better control over costs. Thus, we do not expect to be significantly affected by this risk.

Input Cost Risk

Our profitability and cost effectiveness may be affected due to change in the prices of raw materials, non-renewal of agreements, retention of human labor, etc. Some of the risks that are potentially significant in nature and need careful monitoring.

Liability Risk

This risk refers to our liability arising from any damage to cargo, equipment, life and third parties which may adversely affect our business. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

Technology Related Risk

The Company operates in an ever evolving and dynamic technology environment and therefore, it becomes important for the Company to continuously review and upgrade its technology, resources and processes to mitigate technology obsolescence. The Company is not dependent on any single technology or platform. Company has developed competencies in various technologies, platforms and operating environments and offers a wide range of technology options to clients to choose from, for their business needs.

OPPORTUNITIES

Changing consumer preferences and growing Industrial base

- With ever changing consumer needs and demands, today consumers are looking for a complete package with good quality product and experience.
- With rising income and urbanization, consumer prefers an overwhelming experience and after sales service which paves way to new innovations and techniques.

High Government Focus

- Goods and Service Tax (GST) as a unified tax regime is expected to lead to a re-evaluation of procurement and distribution arrangements
- Removal of excise duty on products would result in cash flow improvements

Technological Tie-ups & Research and development

- With many technological tie-ups and extensive R&D there's huge scope for new and innovative products to be distributed.
- Enhanced design capabilities, tools and technological know-how
- Development of new products and applications

Distribution agreements with renowned brands

- With government support and new technological advancements there is huge scope for ever-increasing demand of new and innovative products globally.
- More and more big brands want to come to India and want ready and modern distribution system covering the geographical territories of the country and serving customers on a PAN India basis which will grow their brand quicker.

THREATS

- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Input Cost risk
- Attraction and retention of human capital
- Technological Advancements

INTERNAL CONTROL SYSTEMS AND ADEQUACY

In view of the changes in the Companies Act, 2013 the Company has taken additional measures to strengthen its internal control systems. Additional measures in this regard are fraud risk assessment, mandatory leave for employees, strengthening background verification process of new joiners and strengthening the process of risk management. The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

The organization is well structured and the policy guidelines are well documented with pre-defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations.

The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported.

Recognizing the important role of internal scrutiny, the Company has an internal audit function which is empowered to examine the adequacy of, and compliance with, policies, plans and statutory requirements. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process.

Periodical audit and verification of the systems enables the various business groups to plug any shortcomings in time. As stated earlier the Company has improved effectiveness of the risk management process wherein it evaluates the Company's risk management system and suggests improvement in strengthening risk mitigation measures for all key operations, controls and governance process. In addition, the top management and the Audit committee of the Board periodically review the findings and ensure corrective measures are taken.

HUMAN RESOURCES

The Company has necessary policies / Code of Conduct Human Relations and Industrial Relations policies in force. These are reviewed and updated regularly in line with the Company's strategic plans. The Human Relations team continually conducts training programs for the development of employees.

The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's successful growth. The Company's employees' age bracket represents a healthy mix of experienced and willing-to-experience employees.

Human resources are the principal drivers of change. They push the levers that take futuristic businesses to the next level of excellence and achievement. The Company focuses on providing individual development and growth in a work culture that enables cross- pollination of ideas, ensures high performance and remains empowering.

As on March 31st, 2019, the Company had a workforce of 123 people on rolls.

OUTLOOK

Panache Digilife Limited is an ICT & IoT devices manufacturing, distribution and services company. Our Vision of "Making Human Life Easy" has led us to constantly innovate in technology space. The company is currently focused in solution space of Smart Computing Devices & Virtualization, Smart & Digital Classrooms, Smart & Connected Cars, Retail IoT and Smart Water. The Company has partnered with several renowned brands for distribution in the country with recent agreements with Intel Platinum, named partner of Microsoft and partnerships with other renowned global companies. The focus of the company remains in capturing a considerable market share in each of the product categories and make product offering complete to the channel partners. It also spreads Company's market risks arising out of fluctuation in the market shares of various brands besides helping them to achieve economies of scale.

Over the last couple of years, the Company has plugged gaps in their operating model and intend to continue doing so with the objective to cement out reputation as a one-stop shop. Panache has recruited more professionals to address our growing number of clients. Company has garnered superior margins by moderating the working

capital usage and interest outflow. They have segregated product delivery and reseller engagement touch points to strengthen the understanding of ground realities.

The Company believes in building relationship with the clients by repetitive and regular order flows. To retain existing customers, regular interactions with them and focus on gaining an insight into the additional customers are done. The Company intends to enhance brand image by developing business to customer relationship and by building customer loyalty by way of providing excellent customer services. Growing existing client relationship has helped the Company to leverage on domain expertise, understanding of target industry and close client relationships. The Company also provides value added services to vendors and customers of value businesses segment which are high yielding margin business and will continue to grow on this as well.

SIGNIFICANT CHANGES IN FINANCIAL RATIOS

During the year, on a standalone basis, 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;

Financial Ratio	**2017-18**	**2018-19**	**Change (%)**	**Reason for change**
Inventory Turnover	143 days	100 days	(30.16)	Better control over inventory
Debt Equity Ratio	0.57 ratio	0.87 ratio	52.90	Deployment of additional borrowed funds into working capital
Operating Profit Margin	6.62%	8.74%	31.94	Increase in turnover and profit margin
Net Profit Margin	3.13%	4.42%	41.14	Better Control on expenses and improved efficiency
Return on Net Worth	10.34%	15.03%	45.35	Due to overall betterment of company's performance

Boards' Report

To the Members of
Panache Digilife Limited

Your Directors are delighted to present the 12th Annual Report on the business and operations of the Company together with the Audited Standalone & Consolidated Financial Statement of Panache Digilife Limited ("the Company") for the financial year ended 31st March, 2019.

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 1st April, 2018 to 31st March, 2019 and other developments upto the date of the Board meeting held on 13th August, 2019 to approve this report, in respect of the Company and its Consolidated comprising the Company, its subsidiaries and associate companies.

STATE OF THE COMPANY'S AFFAIRS

Financial Performance

The summarized standalone and consolidated financial results of your Company are given below:

(₹ in lakhs)

Particulars	Financial Year Ended			
	Standalone		Consolidated	
	31/03/2019	31/03/2018	31/03/2019	31/03/2018
Revenue from operations (net)	9313.85	7709.61	9313.85	10250.26
Other income	90.79	52.65	90.79	52.65
Earnings before interest, tax, depreciation and amortization (EBITDA) and prior period adjustments	722.91	457.83	681.87	704.47
Depreciation and amortization expenses	19.60	15.48	19.60	15.48
Finance Cost	206.23	118.82	206.23	118.82
Profit before tax (PBT)	587.87	376.18	546.83	622.83
Profit after tax and minority interest (PAT)	411.28	241.21	371.55	485.90

***Previous year figures have been regrouped / rearranged wherever necessary.**

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 Act.

Standalone Performance

Your Company achieved total revenue of ₹ 9313.85 Lakhs as compared to ₹ 7709.61 Lakhs in the previous year, representing a year-on-year growth of 20.81%.

The Earnings before Interest, Depreciation, Tax and Appropriations (EBITDA) stood at ₹ 722.91 Lakhs in the current year as compared to ₹ 457.83 Lakhs during the previous year representing a year-on-year growth of 57.90%.

During the year under review, the Company registered growth of 70.51% in the Net Profit after Tax which stood at ₹ 411.28 Lakhs as compared to ₹ 241.21 Lakhs in the previous year.

Consolidated Performance

Your Company achieved total revenue of ₹ 9313.85 Lakhs as compared to ₹ 10250.26 Lakhs in the previous year.

The Earnings before Interest, Depreciation, Tax and Appropriations (EBITDA) stood at ₹ 681.87 Lakhs in the current year as compared to ₹ 704.47 Lakhs during the previous year.

The Net Profit after Tax stood at ₹ 371.55 Lakhs as compared to ₹ 485.90 Lakhs in the previous year.

DIVIDEND

Keeping in view the continued good performance, future fund requirements of the Company and policy of the Company for rewarding Members, your Directors are pleased to recommend a dividend of ₹ 0.50 per equity share of Face Value ₹ 10/- on 18,00,000 equity shares (excluding the Equity Share upon which the members have waived/forgone his/their right to receive the dividend by him/them for financial year 2018-19) for the financial year 2018-19 and record date for the same is 17th June, 2019. The dividend, if approved by the members of the Company in the 12th AGM, shall be subject to Dividend Distribution Tax to be paid by your Company but will be tax-free in the hands of the Members. The Final Dividend amount, if declared, shall be ₹ 9,00,000/- plus applicable Dividend Distribution Tax thereon.

Members belonging to the promoter group of your Company have waived their right to receive dividend for the Financial Year 2018-19 and hence the Dividend, if any, approved by the Members at the ensuing Annual General Meeting shall be only upon 18,00,000 Equity Shares.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there are no funds or shares which are required to be transferred to Investor Education and Protection Fund (IEPF).

As on 31st March, 2019, total unclaimed dividend stood ₹ 6,400/-.

TRANSFER TO RESERVE

Your Company does not propose to transfer any amount from the current year's profits to the General Reserve. (Previous year Nil).

SETTING UP A NEW FACILITY

Your company has set-up a new facility at Bhiwandi - Maharashtra, to meet the increased needs of IoT & Computing devices consumption. This facility has reduced the proximity with the Corporate Office aiming to achieve better operations functionally. The Facility was proposed to commission in a phased manner and accomplished its 1st phase by commencing its commercial production on 13th February, 2019. The new factory is aimed to focus on improvising TQM (Total Quality Management), JIT (Justin -Time) production, and DFM (Design for Manufacturability).

The demand of IoT & Computing Devices is ever increasing in India. With government reforms of Digital India and IoT taking over, the new factory is contributing to the "Make In India" initiative.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year, the company has altered the Main Object Clause of Memorandum of Association of the Company with a view to increase, expand and diversify the business of the Company backed with the objective of carrying on the business more efficiently and effectively. Approval of shareholders was obtained in the 11th AGM for the amendment in the object clause of the Memorandum of Association.

In the year 2019-20, the Company has altered the incidental or ancillary objects clause of the Memorandum of Association as Company is rapidly growing towards new revenue streams either through itself or in association with other entities which currently were not specifically covered and also certain objects which were no more required as

per the new format of the Companies Act, 2013 were deleted. Approval of shareholders was obtained through Postal Ballot on 11th July, 2019.

SHARE CAPITAL

During the year under review, there was no movement in Equity Capital and as on 31st March, 2019 the Paid-up Equity Share Capital of the Company stood as below:

Kind	No. of Shares	Face Value	Paid up value
Equity	60,00,000	₹10/-	₹6,00,00,000/-

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

During the year 2019-20, the Company has capitalized a sum of ₹ 6 Crores standing to the credit of Securities Premium Account by applying this sum of ₹ 6 Crores in issuing bonus shares in the ratio of 1:1 (i.e. 1 (one) Bonus equity share of ₹10/- each for every 1 (one) fully paid up equity share held by shareholders). The said bonus issue was approved by Board on 5th June,2019 followed by members approval on 11th July, 2019 and allotment was made on 23rd July, 2019. The Bonus shares were credited to the eligible shareholders as on the record date i.e. 19th July, 2019.

To accommodate the bonus issue, Company has increased its Authorised Share Capital from ₹ 7.00 Crore to ₹ 13 Crore by creating 60.00 lakh additional equity shares of ₹ 10/- each and consequently amended the Capital Clause (Clause V) of Memorandum of Association.

Thus, the Equity Capital as on the date of this report is as under:

Kind	No. of Shares	Face Value	Paid up value
Equity	1,20,00,000	₹10/-	₹12,00,00,000/-

Employee Stock Option Scheme

During the year 2019-20, the Board, subject to the necessary statutory approvals as required in compliance of the provisions of the Companies Act, 2013, Listing Regulations, 2015 and SEBI (Share based employee benefits) regulations, 2014, has approved on 13th August, 2019 Employee Stock Option Scheme titled 'Panache Digilife Limited – Employee Stock Option Scheme, 2019 (PDL-ESOS 2019)' as recommended by the Nomination and Remuneration Committee for an issue of options upto 6,00,000 to eligible employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and to eligible employees of the holding and subsidiary company(ies) (existing or future). The approval of members is proposed in the ensuing 12th AGM of the Company.

The Options under PDL-ESOS 2019 are proposed to be granted with a view to enhancing the employee's engagement to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them.

SUBSIDIARY & ASSOCIATE COMPANY AND CONSOLIDATION OF FINANCIAL STATEMENT

A list of bodies corporate which are subsidiaries/associates/joint ventures of your Company as on 31st March, 2019 is as follows;

*Wemart Global F.Z.E. (Ajman Free Zone, UAE)	Wholly Owned Subsidiary
**ICT Infratech Services Private Limited	Associate Company

**During the year under review, the Company entered into Joint Venture Agreement with M/s. Krish Intratrade Private Limited and pursuant to that Agreement acquired 50% of equity share capital of M/s. ICT Infratech Services Private Limited thereby making it an Associate Company. None of the Company's Subsidiary have ceased to be Company's subsidiary during the year under review.

The Board of Directors reviewed the affairs of the subsidiary and Associate Company. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared Consolidated Financial Statements of the Company, its Subsidiary and Associate Company in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), which forms part of this Annual Report. A statement containing the salient features of the financial position of the subsidiary Company and Associate Company in Form AOC-1 is annexed as Annexure A. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of subsidiary Company are also available on our website at www.panachedigilife.com and at the registered office of the Company during business hours on all working days except Saturdays, Sundays and public holidays up to the date of 12th AGM.

The Policy for determining material subsidiaries, amended on 25th May, 2019, may be accessed on the Company's website at www.panachedigilife.com.

In the year 2019-20, the Company has formed a Wholly Owned Subsidiary named Technofy Digital Private Limited on 4th June, 2019 for furtherance of the business of the Company to focus on establishing Manufacturing Infrastructure for IT and Electronics Products and Components along with Allied Ancillary activities.

**In the year 2019-20, the Board also noted that there has been no operative income in Wemart Global F.Z.E, since April, 2018 and accordingly the decision to initiate the process to close Wemart Global F.Z.E was taken by the Board as it is financially and operationally unviable to continue.*

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations and that such internal financial controls are adequate and were 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(3) read with para C of Schedule V is not applicable to the Company since it is listed on the SME Exchange.

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 form part of the Annual Report. Policy on Risk Management is available on the website of the Company www.panachedigilife.com.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY

All transactions entered into with the related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on arm's length pricing basis and necessary approvals of the Board of Directors and Audit Committee were taken from time to time, wherever required.

There were no materially significant transactions with the related parties during the financial year which needs to be disclosed and accordingly separate disclosure in Form AOC-2 is not applicable to the Company.

Further suitable disclosure as required by the Indian Accounting Standards (Ind AS 24) has been made in the notes to the Financial Statements.

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.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the year under review, 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

Your Company has adopted the "Code of Conduct on Prohibition of Insider Trading" (amended on 29th May, 2018 and further amended on 31st March, 2019 & effective from 1st April, 2019), "Code of practices and procedures for fair disclosure of unpublished price sensitive Information" (amended on 31st March, 2019 & effective from 1st April, 2019) and "Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information" (adopted on 31st March, 2019 & effective from 1st April, 2019) for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders.

The said codes & policies are also available on the website of the Company www.panachedigilife.com.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Changes in Directors during the period under review

- Mr. Nikit Devchand Rambhia (holding DIN: 00165678) was liable to retire by rotation and being eligible was re-appointed at the 11th Annual General Meeting held on 25th September, 2018.

- Mr. Rohit Mathur (holding DIN: 06583736) re-appointed as Independent Director for the second term of 5 years w.e.f. 17th February, 2018 upto 16th February, 2023 by the Members through Postal Ballot.

- Mrs. Meeta K. Mehta (holding DIN: 07515717) re-appointed as Independent Director for the second term of 5 years w.e.f. from 17th February, 2018 upto 16th February, 2023 by the Members through Postal Ballot.

- Mr. Bhavin Vinod Adani (holding DIN: 02919483) re-appointed as Independent Director for the second term of 5 years w.e.f. 17th February, 2018 upto 16th February, 2023 by the Members through Postal Ballot.

During the year 2019-20, following changes were made in the Directors of the Company:

- Board appointed Mr. Gaurav Pratap Singh (holding DIN: 06747792) as Additional Independent Director (Non-Executive), who shall hold office upto the date of ensuing AGM for a period of 5 years with effect from 23rd July, 2019 and the same is being proposed to the members for their approval in 12th AGM.

- Mr. Rohit Mathur (holding DIN: 06583736), Independent Director of the Company, resigned w.e.f. from 15th August, 2019.

Director Retiring by Rotation

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Devchand Lalji Rambhia (holding DIN: 00165851), is liable to retire by rotation at ensuing AGM and being eligible,

offers himself for reappointment. The Board recommends his reappointment as Director liable to retire by rotation at the ensuing AGM. All details pertaining to his appointment are detailed in the Notice of 12th AGM.

Re-appointment of Directors in the ensuing Annual General Meeting

As the tenure of Mr. Amit Rambhia (Managing Director), Mr. Nikit Rambhia (Joint Managing Director) and Mr. Devchand Rambhia (Whole-Time Director) is due to expire on 16th February, 2020, the Board of Directors at their meeting held on 13th August, 2019, re-appointed them for another term of 5 years with effect from 17th February, 2020 to 16th February, 2023, subject to the approval of the members. Accordingly, the matter with respect to the re-appointment of Mr. Amit Rambhia (Managing Director), Mr. Nikit Rambhia (Joint Managing Director) and Mr. Devchand Rambhia (Whole-Time Director) is proposed in the Notice of the 12th AGM. All details pertaining to their appointment and remuneration are detailed in the Notice of 12th 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, re-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. Amit Rambhia is Managing Director
- Mr. Nikit Rambhia is Joint Managing Director
- Mr. Devchand Rambhia is Whole-Time Director
- Ms. Jinkle Khimsaria is Company Secretary & Compliance Officer
- Mr. Nitesh Savla is Chief Financial Officer
- In the year 2019-20, Board appointed Mr. Vishal Lalan as the Chief Executive Officer (CEO) of the Company w.e.f. 5th July, 2019.

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. Date of the Board Meetings are decided and communicated to the Directors well in advance. In case of exigencies or urgency of 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 year under review, the Board of your Company met 6 (Six) times on 29th May, 2018; 13th August, 2018; 12th November, 2018; 19th December, 2018; 13th February, 2019 and 18th March, 2019. The details of attendance of each Director at the Board Meetings & 11th AGM are given below;

Sr. No.	Name of the Director	No. of Board Meetings eligible	No. of Board Meetings attended	Attendance at 11th AGM 25th September, 2018
1	Amit Rambhia	6	6	Yes
2	Nikit Rambhia	6	5	Yes
3	Devchand Rambhia	6	5	Yes
4	Rohit Mathur	6	5	No
5	Meeta K. Mehta	6	6	Yes
6	Bhavin Adani	6	6	Yes

During the year under review there was one General Meeting held on 25th September, 2018 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 following committees, viz.

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

Audit committee:

During the year under review, the Audit Committee comprised of the following Directors;

Sr. No.	Name of the Committee Member	Position in the Committee
1	Meeta K. Mehta	Chairperson
2	Rohit Mathur	Member
3	Amit Rambhia	Member
4	* Bhavin Vinod Adani	Member

*The Audit Committee was reconstituted on 28th May, 2018 vide Circular Resolution passed by the Board of Directors for adding Mr. Bhavin Vinod Adani to the Committee.

During the year under review there were 6 (Six) Meetings held on 29th May, 2018; 13th August, 2018; 12th November, 2018; 19th December, 2018; 13th February, 2019 and 18th March, 2019. The details of attendance of each member at the Audit Committee Meetings are given below;

Sr. No.	Name of the Member	No. of Committee Meetings eligible	No. of Committee Meetings attended
1	Meeta K. Mehta	6	6
2	Rohit Mathur	6	5
3	Amit Rambhia	6	6
4	Bhavin Vinod Adani	6	6

During the year 2019-20, pursuant to Changes in the Directors, the Audit Committee was again reconstituted on 23rd July, 2019 as follows;

Sr. No.	*Name of the Committee Member*	*Position in the Committee*
1	*Meeta K. Mehta*	*Chairperson*
2	*Gaurav Pratap Singh*	*Member*
3	*Amit Rambhia*	*Member*
4	*Bhavin Vinod Adani*	*Member*

Nomination & Remuneration Committee

During the year under review, the Nomination & Remuneration Committee comprised of the following Members;

Sr. No.	Name of the Committee Member	Position in the Committee
1	Bhavin Vinod Adani	Chairman
2	Meeta K. Mehta	Member
3	Rohit Mathur	Member

During the year under review there were 2 (Two) Meetings held on 29th May, 2018 and 13th February, 2019. The details of attendance of each member at the Nomination & Remuneration Committee Meetings are given below

Sr. No.	Name of the Member	No. of Committee Meetings eligible	No. of Committee Meetings attended
1	Bhavin Vinod Adani	2	2
2	Meeta K. Mehta	2	2
3	Rohit Mathur	2	1

During the year 2019-20, pursuant to Changes in the Directors, the Nomination & Remuneration Committee was reconstituted on 23rd July, 2019 as follows;

Sr. No.	*Name of the Committee Member*	*Position in the Committee*
1	*Bhavin Vinod Adani*	*Chairman*
2	*Meeta K. Mehta*	*Member*
3	*Gaurav Pratap Singh*	*Member*

Stakeholders' Relationship Committee

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

Sr. No.	Name of the Committee Member	Position in the Committee
1	Rohit Mathur	Chairman
2	Nikit Rambhia	Member
3	Bhavin Adani	Member

During the year under review there was 1 (One) Meeting held on 13th February, 2019. The details of attendance of each Member at the Stakeholders' Relationship Committee Meetings are given below;

Sr. No.	Name of the Member	No. of Committee Meetings eligible	No. of Committee Meetings attended
1	Rohit Mathur	1	1
2	Nikit Rambhia	1	0
3	Bhavin Adani	1	1

During the year 2019-20, pursuant to Changes in the Directors, the Stakeholders' Relationship Committee was reconstituted on 23rd July, 2019 as follows;

Sr. No.	*Name of the Committee Member*	*Position in the Committee*
1	*Gaurav Pratap Singh*	*Chairman*
2	*Nikit Rambhia*	*Member*
3	*Bhavin Adani*	*Member*

The details of complaints received and resolved during the Financial Year 2018-19 are given in the table below:

Particulars	No. of Complaints
Opening as on 1st April, 2018	-
Received during the year	-
Resolved during the year	-
Closing as on 31st March, 2019	-

Annual Evaluation process

Pursuant to Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has "*Directors Performance Evaluation Policy*" in place which got amended on 13th February, 2019. In accordance with the said Policy, all the Directors had filled up Questioner 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 13th February, 2019.

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 13th February, 2019 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;

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

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

HUMAN RESOURCE

During the year under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance. The total number of employees on the rolls of the Company were 123 (One Hundred and Twenty-Three) as on 31st March, 2019. 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.

AUDITORS AND AUDITORS' REPORT

Statutory Auditor

M/s. KPB & Associates, the Statutory Auditor of the Company for the Financial Year 2018-19 have conducted the audit for the said period. There are no qualifications, reservations or adverse remarks made by M/s. KPB & Associates, in their report and hence do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. Further the specific notes forming part of the Accounts referred to in the Auditor's Report read with the notes to financial statements as referred to therein, are self-explanatory and give complete information and addresses the observations, if any.

Secretarial Audit

The Secretarial Audit Report as issued by M/s. D. M. ZAVERI & CO., Practicing Company Secretaries, Secretarial Auditor of the Company, forms part of this Director's Report and is marked as "Annexure B". There were no

qualifications reservations or adverse remarks made by the Secretarial Auditor in their report and hence do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, the Board of Directors of the Company have appointed M/s. Sanket Sangoi & Associates, to conduct internal audit for the Company.

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, Company is exempted from applicability of maintenance of cost records and Cost Audit.

MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to Regulation 34(2)(e) and para B of Schedule V of SEBI (LODR) Regulations 2015, Management Discussion & Analysis Report forms a part of the Annual Report and is provided elsewhere in the Annual Report.

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 Chairman of Audit Committee. The said policy is amended on 31st March, 2019 and effective from 1st April, 2019 in order to incorporate the amendments as per Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019.

The Whistle Blower Policy has been posted on the Company's website at www.panachedigilife.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 there under. 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. The Company has not received any complaint of sexual harassment during the financial year 2018-19.

Deposits

There were no public deposits accepted during the year under review 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 31st March, 2019.

Further, in compliance with 1st proviso of Rule (2)(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014 read with amendment rules thereto, during the year under review the Company has accepted loans from directors

for business purpose along with a declaration in writing from them to the effect that the said loan amount is not being given out of funds acquired by borrowing or accepting loans or deposits from others.

Sr. No.	Name of the person	Relation with the Company	Amount received during the year in ₹	Amount Outstanding as on 31/03/2019 (in ₹)
1	Amit Rambhia	Managing Director	28,50,000	0
2	Devchand Rambhia	Whole- Time Director	3,00,000	0

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 under review. Details of the Loans, Investments and guarantees covered under the provisions of Section 186 of the Companies Act, 2013 form a part of notes to the Standalone 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 the Companies (Accounts) Rules, 2014, is provided as Annexure C which forms part of this Report.

Extract of Annual Return

In accordance with the provisions of Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, an extract of the Annual Return of the Company for the year ended 31st March, 2019, is provided in the prescribed Form MGT – 9 as Annexure D which forms part of Directors Report and also available at website of the Company at www.panachedigilife.com.

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 E and forms part of this 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 obtaining the same may write to the Company Secretary at the Registered Office of the Company. The said information is 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 12th AGM.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

During the year under review, no significant and material orders have been passed against the Company by any Regulators or Courts or Tribunals impacting the Company's going concern status and operations in future.

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

Issue of Bonus Shares

During the year 2019-20, the Company has capitalized a sum of ₹ 6 Crores by issuing bonus shares, the details for the same is being provided under the head "Share Capital" in this Director's Report.

Board approval on Closure of Wemart Global FZE – Wholly Owned Subsidiary of the Company

The Board in its meeting held on 05th July, 2019, decided to initiate the process of closure of Wemart Global FZE, Wholly Owned Subsidiary of the Company, the details for the same is being provided under the head "Subsidiary & Associate Company and Consolidation of Financial Statement" of this Director's Report.

PROCESS OF MIGRATION FROM NSE EMERGE TO THE MAIN BOARD OF NSE LTD

The Equity shares of the Company have been listed on the NSE EMERGE, SME Platform of National Stock Exchange of India Limited (NSE) since 25th April, 2017. The Company has completed its initial 2 years of Listing on NSE Emerge and is eligible to migrate from NSE EMERGE, SME Platform to Main Board of NSE Platform, subject to necessary compliances. Accordingly, the Board in its meeting held on 5th June, 2019 recommended for members approval for migration and accorded their approval via Postal Ballot on 11th July, 2019. The Company is in process making necessary compliances in order to migrate to Main Board of NSE Platform, subject to necessary approvals.

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.panachedigilife.com.

The Nomination and Remuneration Policy of the Company has been formulated in terms of Section 178 of the Companies Act, 2013 ("the Act"). This Policy governs policy relating to Director's, Key Managerial Personnel's and other employee's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director. The complete disclosure of the said policy is available on the Company's website - www.panachedigilife.com.

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 had 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 profit and 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 this Act 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 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.

CAUTIONARY STATEMENT

Statements in this Report and the Management Discussion and Analysis 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.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Government of India, Governments of various countries, concerned State Governments, other Government Authorities, Departments and Agencies, the Stakeholders, Business Associates, Banks, Financial Institutions, Customers, Vendors and Service Providers 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

For and on behalf of the Board of Directors of
Panache Digilife Limited

Amit Devchand Rambhia
Chairman & Managing Director
DIN: 00165919

Date: 13/08/2019
Place: Mumbai

FORM AOC-1

(Pursuant to first proviso to section 129(3) read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures u/s 129(3)

Part A – Subsidiary

₹ in lakhs

Sr. No.	Particulars	Details
1	Name of the subsidiary	Wemart Global F.Z.E.
2	The date since when subsidiary was acquired	21st November, 2016
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR 69.1713 per USD
5	Share capital	₹ 34.87
6	Reserves & surplus	₹ 493.93
7	Total assets	₹ 618.76
8	Total Liabilities	₹ 618.76
9	Investments	NIL
10	Turnover	NIL
11	Profit before taxation	₹ (41.04)
12	Provision for taxation	-
13	Profit after taxation	₹ (41.04)
14	Proposed Dividend	-
15	% of shareholding	100%

- None of the subsidiaries of the Company as on 31st March, 2019 are yet to commence business operations.
- None of subsidiaries of the Company have been liquidated or sold during the period 2018-19.

Part "B": Associates and Joint Ventures

₹ in lakhs

Sr. No.	Particulars	Details
1	Name	ICT Infratech Services Private Limited
2	Latest audited Balance Sheet	31st March, 2019
3	Date on which the Associate or Joint Venture was associated or acquired	7th January, 2019
4	Shares of Joint Venture held by the Company on the year end	
a	- Number	15,000 Equity Shares of Face Value ₹10/-
b	- Amount of Investment in Associates/Joint Venture	₹1.50
c	- Extend of Holding %	50%
5	Description of how there is significant influence	Extent of equity holding in the associate company exceeds 20% along with Joint Venture Agreement
6	Reason why the joint venture is not consolidated	Not Applicable
7	Profit/Loss for the year	₹25.85
a	- Considered in consolidation	₹1.30
b	- Not Considered in consolidation	₹24.55

- None of the associates or joint ventures of the Company as on 31st March, 2019 are yet to commence business operations.
- None of associates or joint ventures of the Company have been liquidated or sold during the period 2018-19.

For and on behalf of the Board of Directors of
Panache Digilife Limited

Amit Devchand Rambhia
Chairman & Managing Director
DIN: 00165919

Date: 13/08/2019
Place: Mumbai

Secretarial Audit Report

Form No. MR-3

For the Financial year ended 31st March, 2019

[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,
Panache Digilife Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Panache Digilife 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 Panache Digilife 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 31st March, 2019, 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 31st March, 2019 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
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;
d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not relevant / applicable, since there are no share based benefits to employees during the year)
e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not relevant / applicable, since there is no issue of debt securities during the year)**
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) (Amendment) Regulations, 2018; **(Not relevant / applicable, since there is no delisting of equity shares during the year)**
h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not relevant / applicable, since there is no buyback of equity shares during the year)**
i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Relevant upto the extent as applicable to a SME Company)

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:

- Secretarial Standards issued by The Institute of Company Secretaries of India;
- The SME Listing Agreement entered into by the Company with National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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 decision at the 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.

For D. M. Zaveri & Co
Company Secretaries

Dharmesh Zaveri
(Proprietor)

FCS. No.: 5418
CP No.: 4363

Place: Mumbai
Date: 13/08/2019

Information under Section 134(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 31st March, 2019

i. 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 & factory and therefore the scope of energy conservation is limited. Nevertheless, in its newly installed Manufacturing Facility at Bhiwandi, the Company has installed low energy consumption Electric installations like LED Tube light etc. to reduce electricity consumption. 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 equipments	NIL

ii. 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 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 under review, the Company has undertaken Research and Development activity for development of a new product for ₹ 25.39 Lakhs. The expenses incurred are not written off but capitalised as deferred expenditure which will be considered as expenditure upon completion of the Product development.

iii. Foreign exchange earnings and Outgo

Particulars	INR
Foreign Exchange earnings	2,01,03,823
Foreign Exchange expenditure	14,83,43,977

For and on behalf of the Board of Directors of
Panache Digilife Limited

Amit Devchand Rambhia
Chairman & Managing Director
DIN: 00165919

Date: 13/08/2019
Place: Mumbai

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31/03/2019

of

PANACHE DIGILIFE LIMITED

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L72200MH2007PLC169415
2.	Registration Date	30/03/2007
3.	Name of the Company	Panache Digilife Limited
4.	Category/Sub-category of the Company	Public Company limited by Shares
5.	Address of the Registered office & contact details	(A): Bldg.A3, 102-108 & 201-208, Babosa Industrial Park, Mumbai-Nashik Highway NH3, Saravali Village, Bhiwandi, Thane – 421302, Maharashtra, India (E): info@panachedigilife.com (C): 022 2500 7002 (W): www.panachedigilife.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited (A): 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai – 400059 (E): investor@bigshareonline.com (F): 022-28475207 (C): 022-40430200, 28470652, 62638200 (W): www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of computers and peripheral equipment	262	88.92%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable section
1	**Wemart Global F.Z.E** SM-Office – C1 – 1119 F Ajman, U.A.E.	N.A. (Foreign Subsidiary)	Subsidiary	100%	2(87)
2	**ICT Infratech Services Private Limited** 8/161, Malhar Bhuvan, Sir Bhalchandra Road Hindu Colony, Dadar [East], Mumbai – 400014, Maharashtra, India	U74110MH2007PTC168503	Associate	50%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

Category of shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	Promoters									
1	Indian									
	a) Individual / HUF	2800000	0	2800000	46.67	2800000	0	2800000	46.67	0
	b) Central Government	0	0	0	0	0	0	0	0	0
	c) State Government	0	0	0	0	0	0	0	0	0
	d) Bodies Corporate	0	0	0	0	0	0	0	0	0
	e) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
	f) Any Other (Director's Relatives)	1400000	0	1400000	23.33	1400000	0	1400000	23.33	0
	Sub-total (A)(1)	4200000	0	4200000	70	4200000	0	4200000	70	0
2	Foreign									
	a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
	b) Other - Individuals	0	0	0	0	0	0	0	0	0
	c) Bodies Corporate	0	0	0	0	0	0	0	0	0
	d) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
	e) Any Other	0	0	0	0	0	0	0	0	0
	Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	**4200000**	**0**	**4200000**	**100.00**	**4200000**	**0**	**4200000**	**100.00**	**0**
B	PUBLIC SHAREHOLDING									
1	Institutions									
	a) Mutual Funds	0	0	0	0	0	0	0	0	0
	b) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
	c) Central Governments	0	0	0	0	0	0	0	0	0
	d) State Governments	0	0	0	0	0	0	0	0	0
	e) Venture Capital Funds	0	0	0	0	0	0	0	0	0

	f) Insurance Companies	0	0	0	0	0	0	0	0	0
	g) Foreign Institutional Investors (FII)	0	0	0	0	0	0	0	0	0
	h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
	i) Others (Specify)	0	0	0	0	0	0	0	0	0
	Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
2	Non-Institutions									
	a) Bodies Corporate									
	i) Indian	73600	0	73600	1.23	38400	0	38400	0.64	(0.59)
	ii) Overseas	0	0	0	0	0	0	0	0	0
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	243200	0	243200	4.05	254400	0	254400	4.24	0.19
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1307200	0	1307200	21.79	1414400	0	1414400	23.57	1.79
	c) Others Specify									
	1. NRI	0	0	0	0	0	0	0	0	0
	2. Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
	3. Foreign Nationals	0	0	0	0	0	0	0	0	0
	4. Clearing Members	176000	0	176000	2.93	92800	0	92800	1.55	(1.39)
	5. Trusts	0	0	0	0	0	0	0	0	0
	6. Foreign Bodies - D.R.	0	0	0	0	0	0	0	0	0
	Sub-total (B)(2)	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B) = (B)(1)+(B)(2)	**1800000**	**0**	**1800000**	**30.00**	**1800000**	**0**	**1800000**	**30.00**	**0**
C	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C)	**6000000**	**0**	**6000000**	**100.00**	**6000000**	**0**	**6000000**	**100.00**	**0**

B. Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Promoter								
1	AMIT D RAMBHIA	14,00,000	23.3333	0	14,00,000	23.3333	0	0
2	NIKIT D RAMBHIA	14,00,000	23.3333	0	14,00,000	23.3333	0	0
Promoter Group								
1	RAMBHIA D L	13,99,580	23.3263	0	13,99,580	23.3263	0	0
2	DEEPA AMIT RAMBHIA	70	0.0012	0	70	0.0012	0	0
3	KAVITA N RAMBHIA	70	0.0012	0	70	0.0012	0	0
4	JAYA D RAMBHIA	140	0.0023	0	140	0.0023	0	0
5	DEVCHAND L RAMBHIA (HUF)	140	0.0023	0	140	0.0023	0	0

C. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year		Change during the year				Cumulative Shareholding during the year		Shareholding at the End of the year	
		No. of Shares	% of total Shares of the Company	Date of increase or decrease	No. of Shares	% of total Shares of the Company	Reason	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Amit D Rambhia	1400000	23.3333	No Change						1400000	23.3333
2	Nikit D Rambhia	1400000	23.3333	No Change						1400000	23.3333
3	Rambhia D L	1399580	23.3263	No Change						1399580	23.3263
4	Deepa Amit Rambhia	70	0.0012	No Change						70	0.0012
5	Kavita N Rambhia	70	0.0012	No Change						70	0.0012
6	Jaya D Rambhia	140	0.0023	No Change						140	0.0023
7	Devchand L Rambhia (HUF)	140	0.0023	No Change						140	0.0023

D. Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year		Change during the year				Cumulative Shareholding during the year		Shareholding at the End of the year	
		No. of Shares	% of total Shares of the Company	Date of increase or decrease	No. of Shares	% of total Shares of the Company	Reason	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Aakash Deepak Savla	1,56,800	2.61	No Change						1,56,800	2.61
2	Deepak Meghji Savla	1,56,800	2.61	No Change						1,56,800	2.61
3	Vandana Deepak Savla	1,56,800	2.61	No Change						1,56,800	2.61
4	Pantomath Stock Brokers Private Limited	1,34,400	2.24	6-Apr-18	4800	0.08	Transfer	1,39,200	2.32	92,800	1.55
				13-Apr-18	-4800	(0.08)	Transfer	1,34,400	2.24		
				1-Jun-18	1600	0.03	Transfer	1,36,000	2.27		
				8-Jun-18	3200	0.05	Transfer	1,39,200	2.32		
				15-Jun-18	-3200	(0.05)	Transfer	1,36,000	2.27		
				30-Jun-18	-4800	(0.08)	Transfer	1,31,200	2.19		
				6-Jul-18	4800	0.08	Transfer	1,36,000	2.27		
				3-Aug-18	1600	0.03	Transfer	1,37,600	2.29		
				24-Aug-18	9600	0.16	Transfer	1,47,200	2.45		
				14-Sep-18	-1600	(0.03)	Transfer	1,45,600	2.43		
				21-Sep-18	-1600	(0.03)	Transfer	1,44,000	2.40		
				25-Sep-18	-1600	(0.03)	Transfer	1,42,400	2.37		
				28-Sep-18	4800	0.08	Transfer	1,47,200	2.45		
				12-Oct-18	12800	0.21	Transfer	1,60,000	2.67		
				26-Oct-18	19200	0.32	Transfer	1,79,200	2.99		
				2-Nov-18	-56600	(0.94)	Transfer	1,22,600	2.04		
				16-Nov-18	16600	0.28	Transfer	1,39,200	2.32		
				14-Dec-18	-22000	(0.37)	Transfer	1,17,200	1.95		
				21-Dec-18	-1600	(0.03)	Transfer	1,15,600	1.93		
				31-Dec-18	-11200	(0.19)	Transfer	1,04,400	1.74		
				4-Jan-19	3200	0.05	Transfer	1,07,600	1.79		
				11-Jan-19	23200	0.39	Transfer	1,30,800	2.18		
				25-Jan-19	400	0.01	Transfer	1,31,200	2.19		
				1-Feb-19	-4800	(0.08)	Transfer	1,26,400	2.11		
				8-Feb-19	3200	0.05	Transfer	1,29,600	2.16		
				15-Feb-19	3200	0.05	Transfer	1,32,800	2.21		
				30-Mar-19	-40000	(0.67)	Transfer	92,800	1.55		
5	Deepak Meghji Savla	1,31,200	2.19	No change						1,31,200	2.19

6	Vikram - Jayantilal HUF	0	0	28-Sep-18	78400	1.31	Transfer	78400	1.31	78400	1.31
7	Jecky Manilal Savla	64,000	1.07	No change						64,000	1.07
8	Mukul Avanish Varma	43,200	0.72	13-Apr-18	16000	0.27	Transfer	59,200	0.99	59,200	0.99
9	FRR Shares And Securities Limited	78,400	1.31	14-Sep-18	1600	0.03	Transfer	80,000	1.33	0	0
				28-Sep-18	-80000	(1.33)	Transfer	0	0		
10	Nandu Hemant Shantilal	48,000	0.80	No Change						48,000	0.80
11	Mukul Avanish Varma (HUF)	0	0	9-Nov-18	33325	0.56	Transfer	33,325	0.56	40,000	0.67
				16-Nov-18	6675	0.11	Transfer	40,000	0.67		
12	Nandu Anura Hemant	38,400	0.64	No Change						38,400	0.64

E. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year		Change during the year				Cumulative Shareholding during the year		Shareholding at the End of the year	
		No. of Shares	% of total Shares of the Company	Date of increase or decrease	No. of Shares	% of total Shares of the Company	Reason	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Amit Devchand Rambhia	14,00,000	23.3333	No change						14,00,000	23.3333
2	Nikit Devchand Rambhia	14,00,000	23.3333	No change						14,00,000	23.3333
3	Devchand Lalji Rambhia	13,99,580	23.3263	No change						13,99,580	23.3263

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excl. deposits (₹)	Unsecured Loans (₹)	Deposits (₹)	Total Indebtedness (₹)
Indebtedness at the beginning of the financial year				
i) Principal Amount	12,97,53,087	25,00,000	-	13,22,53,087
ii) Interest due but not paid	-	3,64,500		3,64,500
iii) Interest accrued but not paid	-	-	-	-
Total (i+ii+iii)	**12,97,53,087**	**28,64,500**	**-**	**13,26,17,587**
Change in Indebtedness during the financial year				
Addition	12,53,81,646	2,85,48,723	-	15,39,30,369
Reduction	(3,26,24,609)	(1,60,48,723)	-	(4,86,73,332)
Net Change	**9,27,57,037**	**1,25,00,000**	**-**	**10,52,57,037**
Indebtedness at the end of the financial year				
i) Principal Amount	22,25,10,124	1,50,00,000	-	23,75,10,124
ii) Interest due but not paid	-	3,64,500	-	3,64,500
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**22,25,10,124**	**1,53,64,500**	**-**	**23,78,74,624**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹)

Sr. No.	Particulars of Remuneration	Amit D Rambhia (Chairman & MD)	Nikit D Rambhia (Joint MD)	Devchand L Rambhia (WTD)	Total Amount
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	42,00,000	42,00,000	15,00,000	**99,00,000**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	**-**
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	**-**
2	Stock Option	-	-	-	**-**
3	Sweat Equity	-	-	-	**-**
4	Commission - as % of profit - others, specify	 - -	 - -	 - -	 **-** **-**
5	Others, please specify	-	-	-	**-**
	Total	**42,00,000**	**42,00,000**	**15,00,000**	**99,00,000**
Ceiling as per the Act (Schedule V)				₹*60.00 Lakh p.a. per director	

*As per Special Resolution passed by Shareholders

B. Remuneration to other directors: (₹)

Sr. No.	Particulars of Remuneration	Rohit Mathur	Meeta K. Mehta	Bhavin Vinod Adani	Total Amount
1	Independent Directors				
	(a) Fee for attending board / committee meetings	25,000	30,000	30,000	**85,000**
	(b) Commission	-	-	-	**-**
	(c) Others, please specify	-	-	-	**-**
	Total (1)	**25,000**	**30,000**	**30,000**	**85,000**
2	Other Non-Executive Directors				
	(a) Fee for attending board / committee meetings	-	-	-	**-**
	(b) Commission	-	-	-	**-**
	(c) Others, please specify	-	-	-	**-**
	Total (2)	**-**	**-**	**-**	**-**
	Total (1)+(2)	**25,000**	**30,000**	**30,000**	**85,000**

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD: (₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Jinkle Khimsaria CS	Nitesh Savla CFO	Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,90,752	14,76,912	**19,67,664**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	**-**
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	**-**
2	Stock Option	-	-	**-**
3	Sweat Equity	-	-	**-**
4	Commission - as % of profit - others, specify	 - -	 - -	 **-** **-**
5	Others, please specify	-	-	**-**
	Total	**4,90,752**	**14,76,912**	**19,67,664**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	**NIL**				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	**NIL**				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	**NIL**				
Punishment					
Compounding					

For and on behalf of the Board of Directors of
Panache Digilife Limited

Amit Devchand Rambhia
Chairman & Managing Director
DIN: 00165919

Date: 13/08/2019
Place: Mumbai

DETAILS OF DIRECTORS AND EMPLOYEE REMUNERATION

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:

Sr. No.	Particulars	Details
1	The ratio of the remuneration of each director to the median employees of the Company for the financial year	➢ Amit Rambhia, Managing Director – 29.12x ➢ Nikit Rambhia, Joint Managing Director – 29.12x ➢ Devchand Rambhia, Whole-Time Director – 10.40x
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	➢ Amit Rambhia, Managing Director – 40% ➢ Nikit Rambhia, Joint Managing Director – Not increased ➢ Devchand Rambhia, Whole-Time Director – 25% ➢ Nitesh Savla, CFO – 23.08% ➢ Jinkle Khimsaria, Company Secretary – 45.34%
3	The percentage increase in the median remuneration of employees in the financial year	(51.92) %. Due to increase in number of employments at lower level, there is a downward shift in the median remuneration.
4	The number of permanent employees on the rolls of company	123 employees
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	➢ Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year – (27.41)% ➢ Average percentile increase already made in the salaries of the managerial personnel in the last financial year – 17.86% ➢ The Managerial remuneration has not increased substantially. However, due to increase in number of employments at lower level the effect of average percentile of increment in the salaries of employees other than managerial personnel is negative.
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.

For and on behalf of the Board of Directors of
Panache Digilife Limited

Amit Devchand Rambhia
Chairman & Managing Director
DIN: 00165919

Date: 13/08/2019
Place: Mumbai

Standalone Financial Statement

INDEPENDENT AUDITOR REPORT

To,
The Shareholders of
M/s. Panache Digilife Limited
(Formerly Known as Vardhaman Technology Limited)
(Earlier Vardhaman Technology Private Limited)

Opinion

We have audited the accompanying standalone financial statements of **M/s Panache Digilife Limited, *(Formerly Known as Vardhaman Technology Limited) (Earlier Known as Vardhaman Technology Private Limited)*** (the "Company"), which comprise the Balance Sheet as at March 31, 2019, 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 "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 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, 2019 and its profit/loss, total comprehensive income/loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone 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 Standalone 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 standalone 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 standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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 Standalone Financial Statements and Auditor's Report

The respective Board of Directors of the Company are 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 standalone financial statements and our auditor's report.

Our opinion on the standalone 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 standalone financial statements,

our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these standalone 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 respective Companies 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 are also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 standalone 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 standalone 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 standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the standalone financial statements of such entities included in the standalone financial statements.

Materiality

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 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 Standalone 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 31st March 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019, 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 standalone 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
[ICAI FRNo: 114841W]

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

Place : Mumbai
Dated : 25.05.2019

ANNEXURE - A TO THE AUDITOR'S REPORT FOR THE Y. E. 31ST MARCH, 2019
(Referred to in Paragraph (1) of our Report of even date)

(i)

a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The fixed assets are physically verified by the management in a phased manner over a period of 2 years; which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) Based on the information & explanation given to us and the records examined by us and based on the examination of registered sale deed/transfer deed/conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings (Including land whose title deeds have been pledged as security against loan taken by the company), are held in the name of the Company as at balance sheet date.

(ii)

a) The physical verification of inventory & spares has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such verification between physical stock and book records.

(iii) In our opinion and according to the information and explanations given to us, the Company has not given any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

(iv) In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been duly complied.

(v) According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to Section 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are applicable.

(vi) According to the information and explanations given to us, the Company is not required to maintain any cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

(vii)

a. According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, Income tax, VAT, CST, custom duty, Cess, GST and any other statutory dues with the appropriate authorities during the year.

b. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding, as on 31st March, 2019 for a period of more than six months from the date they became payable.

(viii) On the basis of our examination and according to the information and explanations given to us, the Company has not defaulted in re-payment of its dues to the Banks and no amounts were borrowed by the Company through Debentures from any financial institution.

(ix) On the basis of our examination and according to the information and explanations given to us, the Company has utilized all loans for the purpose for which it is obtained.

(x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

(xi) In our opinion and according to the information and explanations given to us, the company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

(xii) In our opinion and according to the information and explanation given to us, the company is not a nidhi company and hence reporting under paragraph 3(xii) of the Order is not applicable to our company.

(xiii) All the transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For KPB &Assosciates
Chartered Accountants
[FRNo: 114841W]

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

Place : Mumbai
Dated : 25.05.2019

ANNEXURE -B TO THE AUDITOR'S REPORT FOR THE Y. E. 31ST MARCH, 2019
(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 Panache Digilife Limited ("the Company")*(Formerly known as Vardhaman Technology Private Limited)*as of 31st March 2019 in conjunction with our audit of the Standalone 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 standalone 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 standalone 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 standalone 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 standalone 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 31st March 2019, 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
Dated : 25.05.2019

Balance Sheet

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(All amounts in INR)

Sl. No.	PARTICULARS		NOTE NO.	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
I.	**ASSETS**				
1	**NON-CURRENT ASSETS**				
(a)	Property, Plant & Equipments	...	2	1,58,36,890	70,45,789
(b)	Capital Work-In-Progress	...	3	18,34,843	1,33,600
(c)	Investment Properties	...	4	2,52,50,539	2,56,90,604
(d)	Goodwill	...		0	0
(e)	Other Intangible Assets	...	5	2,04,780	2,62,986
(f)	Intangible Assets Under Development	...		0	0
(g)	Biological Assets Other than Bearer Plants	...		0	0
(h)	Financial Assets				
	(i) Investments	...	6	34,20,663	32,70,663
	(ii) Loans	...	7	10,00,000	10,00,000
	(iii) Other Financial Assets	...	8	38,67,465	38,99,288
(i)	Deferred Tax Assets	...		0	0
(j)	Other Non-Current Assets	...	9	2,96,76,187	56,85,109
2	**CURRENT ASSETS**				
(a)	Inventories	...	10	25,49,70,393	30,21,85,872
(b)	Financial Assets				
	(i) Investments	...		0	0
	(ii) Trade Receivables	...	11	57,81,58,328	42,66,65,794
	(iii) Cash and Cash Equivalents	...	12	4,70,28,809	1,04,04,334
	(iv) Bank Balances other than Cash & Cash Equivalents	...	13	0	90,55,108
	(v) Loans	...		0	0
	(vi) Other Financial Assets	...		0	0
(c)	Other Current Assets	...	14	4,82,76,371	5,20,10,377
	TOTAL ASSETS			1,00,95,25,268	84,73,09,523
II.	**EQUITY AND LIABILITIES**				
1	**EQUITY**				
(a)	Equity Share Capital	...	15	6,00,00,000	6,00,00,000
(b)	Other Equity	...	16	21,36,89,183	17,32,99,067
2	**LIABILITIES**				
A	**Non-Current Liabilities**				
(a)	Financial Liabilities				
	(i) Borrowings	...	17	13,62,376	58,01,943
	(ii) Trade Payables	...		0	0
	(iii) Other Financial Liabilities	...	18	16,80,123	15,41,739
(b)	Provisions	...	19	47,01,507	33,75,000
(c)	Deferred Tax Liabilities(Net)	...	20	21,07,747	19,88,283
(d)	Other Non-Current Liabilities	...	21	69,242	1,56,707
B	**Current Liabilities**				
(a)	Financial Liabilities				
	(i) Borrowings	...	22	23,65,12,248	12,68,15,644
	(ii) Trade Payables	...	23	45,80,51,511	45,00,41,080
	(iii) Other Financial Liabilities	...		0	0
(b)	Other Current Liabilities	...	24	1,79,45,707	91,35,625
(c)	Provisions	...	25	38,21,412	23,93,003
(d)	Current Tax Liabilities(Net)	...	26	95,84,211	1,27,61,432
	TOTAL EQUITY AND LIABILITIES			1,00,95,25,268	84,73,09,523
Significant Accounting Policies & Notes to the Accounts.			1		

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

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE DIGILIFE LIMITED

MR. AMIT D. RAMBHIA
MANAGING DIRECTOR
DINO:- 00165919

MR. NIKIT D. RAMBHIA
JOINT MANAGING DIRECTOR
DINO:- 00165678

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

MR.NITESH M. SAVLA
CFO

MS.JINKLE KHIMSARIA
CS & COMPLIANCE OFFICER
MEM. NO. A43987

PLACE: MUMBAI
DATED: 25.05.2019

PLACE: MUMBAI
DATED: 25.05.2019

Statement on Profit & Loss

STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2019

(All amounts in INR)

SR. No.	PARTICULARS		NOTE NO.	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
A.	**CONTINUING OPERATIONS**				
I.	**REVENUE**				
	Revenue From Operations	...	27	93,13,85,242	77,09,61,331
	Other Income	...	28	90,78,933	52,65,479
	Other Gains / (Losses) - net	...		0	0
	TOTAL INCOME			94,04,64,175	77,62,26,810
II.	**EXPENSES**				
	Cost of Materials Consumed	...	29	73,09,23,926	81,49,27,569
	Changes in Inventories of Work-in-Progress,Stock-in-Trade and Finished Goods	...	30	4,72,15,479	(15,16,90,821)
	Employee Benefit Expenses	...	31	4,87,06,360	3,72,06,471
	Finance Costs	...	32	2,06,22,837	1,18,82,226
	Depreciation and Amortisation Expenses	...	33	19,60,098	15,47,665
	Other Expenses	...	34	3,22,48,432	2,47,34,825
	TOTAL EXPENSES			88,16,77,132	73,86,07,935
III.	**Profit Before Exceptional items & Tax**	...		5,87,87,043	3,76,18,875
	Exceptional Items	...	35	(1,241)	57,620
IV.	**Profit Before Tax From Continuing Operations**	...		5,87,85,802	3,76,76,495
	Income Tax Expense				
	-Current Tax	...	36	1,76,70,947	1,45,17,364
	-Deferred Tax	...	36	(13,995)	(9,61,934)
A.	**PROFIT FROM CONTINUING OPERATIONS**			4,11,28,850	2,41,21,065
B.	**OTHER COMPREHENSIVE INCOME**				
I.	Items that will not be reclassified to Profit or Loss A/c	...		4,79,725	0
	Income Tax Relating to items that will not be reclassified to Profit or Loss A/c	...		(1,33,459)	0
II.	Items that will be reclassified to Profit or Loss A/c	...		0	0
	Income Tax Relating to items that will be reclassified to Profit or Loss A/c	...		0	0
B.	**OTHER COMPREHENSIVE INCOME FOR THE PERIOD**			3,46,266	0
	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD [(A)+(B)]			4,14,75,115	2,41,21,065
	EARNINGS PER SHARE				
	Basic EPS	...	37	6.85	4.09
	Diluted EPS	...	37	6.85	4.09

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

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE DIGILIFE LIMITED

MR. AMIT D. RAMBHIA
MANAGING DIRECTOR
DINO:- 00165919

MR. NIKIT D. RAMBHIA
JOINT MANAGING DIRECTOR
DINO:- 00165678

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

MR.NITESH M. SAVLA
CFO

MS.JINKLE KHIMSARIA
CS & COMPLIANCE OFFICER
MEM. NO. A43987

PLACE: MUMBAI
DATED: 25.05.2019

PLACE: MUMBAI
DATED: 25.05.2019

Statement of Changes in Equity

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

a. EQUITY SHARE CAPITAL

Balance as at 01st April 2017	Changes in Equity Share Capital During FY 2017-18	Balance as at 31st March 2018
4,20,00,000	1,80,00,000	6,00,00,000

Balance as at 01st April 2018	Changes in Equity Share Capital During FY 2018-19	Balance as at 31st March 2019
6,00,00,000	0	6,00,00,000

b OTHER EQUITY

(All amounts in INR)

PARTICULARS	SHARE APPLICATION MONEY PENINDG FOR ALLOTMENT	RESERVES & SURPLUS				EQUITY INSTRUMENTS THROUGH OTHER COMPREHENSIVE INCOME	ACTURIAL GAINS/(LOSSES) ON DEFINED BENEFIT OBLIGATIONS	TOTAL
		CAPITAL RESERVE	SECURITIES PREMIUM RESERVE	OTHER RESERVE (SPECIFY NATURE)	RETAINED EARNINGS			
Balance at the beginning of the reporting Period as at 01st April 2017	0	0	0	0	2,34,88,165	0	0	2,34,88,165
Change in accounting Policy & Prior Period errors Restated balance at the beginning of the reporting period.	0	0	0	0	56,275	0	0	56,275
Profit for the year	0	0	0	0	2,41,21,065	0	0	2,41,21,065
Comprehensive Income for the Year	0	0	0	0	0	0	0	0
Dividends	0	0	0	0	(18,00,000)	0	0	(18,00,000)
Dividend Distribution Tax	0	0	0	0	(3,66,438)	0	0	(3,66,438)
Transfer to Reserves	0	0	0	0	0	0	0	0
Issue of Bonus Shares	0	0	0	0	0	0	0	0
Premium on Issue of Shares	0	0	12,78,00,000	0	0	0	0	12,78,00,000
Balance as at 31st March 2018	0	0	12,78,00,000	0	4,54,99,067	0	0	17,32,99,067
Change in accounting Policy & Prior Period errors Restated balance at the beginning of the reporting period.	0	0	0	0	0	0	0	0
Profit for the year	0	0	0	0	4,11,28,850	0	0	4,11,28,850
Total Comprehensive Income for the Year	0	0	0	0			3,46,266	3,46,266
Dividends	0	0	0	0	(9,00,000)	0	0	(9,00,000)
Dividend Distribution Tax					(1,85,000)			(1,85,000)
Transfer to Reserves	0	0	0	0				0
Premium on Issue of Shares	0	0	0	0	0	0	0	0
Balance as at 31st March 2019	0	0	12,78,00,000	0	8,55,42,917	0	3,46,266	21,36,89,183

AS PER OUR REPORT OF EVEN DATE
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PARTNER
(MEM NO. 106451)

PLACE: MUMBAI
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PLACE: MUMBAI
DATED: 25.05.2019

Cash Flow Statements

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019		FOR THE YEAR ENDED 31ST MARCH 2018	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax as per Profit & Loss A/c		5,87,85,802		3,76,76,495
Adjustments for Non-cash Items				
Depreciation on Fixed Assets	19,60,098		15,47,665	
Finance Charges on Financial Instruments (unwinding of Discount)	(1,11,500)		(63,210)	
Amortisation of Fair Value Changes in Security Dep	1,48,626		73,804	
Provision for Gratuity	18,68,828		34,58,077	
Miscellaneous Expenses Written Off	12,45,028		12,45,028	
		51,11,080		62,61,364
		6,38,96,882		4,39,37,859
Adjustments for Non-Operating Items				
Interest on Investment	(9,93,906)		(9,33,126)	
Interest Paid	1,95,88,926		1,15,88,776	
Rent Income From Investment Property	(31,45,750)		(37,91,740)	
Bank Charges on Finance	10,33,911		2,93,450	
Profit On Sale of Assets	0		(67,100)	
		1,64,83,181		70,90,260
Operating Profit before Working Capital Changes		8,03,80,063		5,10,28,119
Adjusted for Change in Working Capital:				
Inventories	4,72,15,479		(15,16,90,821)	
Trade Receivable	(15,14,92,534)		(21,74,07,865)	
Other Current Assets	46,73,239		(4,45,74,549)	
Other Non-Current Assets	(2,63,44,820)		(22,905)	
Other Financial Assets	(1,47,818)		(20,39,550)	
Trade Payable	80,10,431		31,51,25,996	
Other Financial Liabilities (Non-Current)	50,000		12,000	
Provisions (Long Term)	(62,596)		(83,077)	
Provisions (Short Term)	14,28,409		(62,356)	
Other Current Liability	88,10,082	(10,78,60,127)	(87,55,206)	(10,94,98,333)
Cash Generated from Operations		(2,74,80,064)		(5,84,70,215)
Taxed Paid		2,08,48,168		1,00,79,025
Net Cash Flow from Operations **(A)**		(4,83,28,232)		(6,85,49,240)
CASH FLOW FROM INVESTING ACTIVITIES				
Cash Inflow				
Redemption of Deposits with Bank	90,55,108		0	
Interest on Investments	9,93,906		9,33,126	
Rent Income from Investment Property	31,45,750		37,91,740	
Sale of Fixed Assets	0		99,000	
Loans Repaid by Parties	21,16,968	1,53,11,732	6,72,012	54,95,878
Cash Outflow				
Purchase of Fixed Assets	1,19,54,171		21,04,368	
Investment in Subsidiary	0		23,54,012	
Investment in Associate (Joint Venture)	1,50,000		0	
Investment in FD	0		62,90,520	
Investment in RD	0		12,51,828	
Loans Given	18,04,052	1,39,08,223	26,65,999	1,46,66,727
Net Cash Flow from Investing Activities **(B)**		14,03,508		(91,70,849)

Continued .....

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019		FOR THE YEAR ENDED 31ST MARCH 2018	
CASH FLOW FROM FINANCING ACTIVITIES				
Cash Inflow				
Share Capital Issued	0		1,80,00,000	
Premium Collected on Share Issue	0		12,78,00,000	
Long Term Borrowing	0		19,94,504	
Short Term Borrowing	3,67,09,351	3,67,09,351	2,88,64,833	17,66,59,337
Cash Outflow				
Long Term Borrowing Settled	44,39,567		8,37,21,941	
Short Term Borrowing Settled	3,06,85,042		10,11,382	
Interest Paid	1,95,88,926		1,15,88,776	
Bank Charges	10,33,911		2,93,450	
Dividend Paid	9,00,000		18,00,000	
Dividend Distribution Tax Paid	1,85,000		3,66,438	
Miscellaneous Expenses Incurred	0	5,68,32,446	47,02,835	10,34,84,822
Net Cash Flow from Financing Activities (C)		(2,01,23,095)		7,31,74,515
CASH FLOW FROM ALL ACTIVITIES (A+B+C)		(6,70,47,819)		(45,45,574)
Cash and Cash Equivalents at the Beginning				
Cash in Hand	6,63,310		6,05,504	
Balance in Bank	(8,60,03,025)	(8,53,39,715)	(8,13,99,646)	(8,07,94,142)
Cash and Cash Equivalents at the End		(15,23,87,535)		(8,53,39,715)
Closing Balance as per accounts				
Cash in Hand		8,49,918		6,63,310
Balance in Bank		(15,32,37,453)		(8,60,03,025)
		(15,23,87,535)		(8,53,39,715)

Notes :

1 Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 "Statement of Cash Flows" as specified in
2 Purchase of Fixed Assets represents additions to Property,Plant and Equipments,Capital Work-in-progress and Other Intangible Assets.
3 Cash & Cash Equivalents included in the statement of Cash Flows comprises of the following.

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Cash balance Disclosed under Current Financial Assets - Note No.12	8,49,918	6,63,310
Balances With Bank		
Fixed Deposits With Bank Disclosed under Current Financial Assets - Note No.12	3,55,98,254	73,09,620
Current Deposits with Bank Disclosed under Current Financial Assets - Note No.12	1,05,80,637	24,31,404
Cash Credit with Bank Disclosed under Current Financial Liabilities - Note No.22	(19,94,16,344)	(9,57,44,049)
Cash & Cash Equivalents as per Balance Sheet	(15,23,87,535)	(8,53,39,715)

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PLACE: MUMBAI
DATED: 25.05.2019

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Notes to Financial Statements

A Significant Accounting Policies, practices annexed to & forming part of accounts for the year ending on 31st March 2019

1 Basis of Preparation

The company's Financial Statements have been prepared 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 financials for the year ended 31st March 2019 of the company are prepared in compliance with Ind AS.

2 System of Accounting :

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

2.2 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.

2.3 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

c) Level 3 inputs are unobservable inputs for the valuation of assets/liabilities.

3 Going Concern

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

4 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).

5 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.

6 Prior Period Errors

Prior Period Errors have been 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.

Accordingly, the company has rectified the prior period error occurred in case of treatment of fair valuation of deposits, wherein the difference between the fair value and carrying value of deposits were originally charged to Profit & Loss Account entirely, which has now been carried forward in the Balance sheet of the company as 'Advance Payable/Recoverable Other than in Cash'. Such Advance shall now be charged to profit/loss on a straight line basis over the period of lease.

The Effect of such rectification on the various components of the Financial Statements presented for the year ended 31st March 2018 are as follows:-

PARTICULARS	EFFECT OF RECTIFICATION	AMOUNT
Changes to Assets		
Effect on Non- Current Assets	Increase	6,20,854
Effect on Current Assets	Increase	2,28,758
Total Effect on Asset		8,49,612
Changes to Equities & Liabilities		
Effect on Profit/Loss Account	Increase	5,49,165
Effect on Opening Reserves	Increase	56,275
Effect on Non-Current Liabilities	Increase	1,56,707
Effect on Current Liabilities	Increase	87,465
Total Effect on Equities & Liabilities		8,49,612

7 Employee Benefits

7.1 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.

7.2 Post-Employment Benefits

a) Defined Contribution Plans

The company's contributions to state governed provident fund scheme is the only defined contribution plan of 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. Gains or losses on settlement of any defined benefit plan 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.

8 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.

8.1 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.

b) 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.

c) Impairment of Finanical 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 Standalone Balance Sheet and the estimated collectible amount.

8.2 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.

9 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 payments or receipts. Such Practice is not consistent with the provisions of Ind AS 21,"The Effects of Changes in Foreign Exchange Rates". However for costing purposes, such practice is consistently followed over the years.

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

10 Recoverability of Trade Receivables

Judgements 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.

11 Revenue Recognition

Effective from 01st April,2018, the company adopted Ind AS 115,'Revenue from Contracts with Customers' using the cumulative catch up transition method applied to contracts that were not completed as at 01st April,2018. In accordance with the cumulative cath-up transition method, the comparatives have not been retrospectively adjusted. The effect of the adoption of Ind AS 115 on the Company's Financial Statements were negligible.The adoption of Ind AS 115 required enhanced disclosures about the nature,amount,timing and uncertainity of revenue and cash flows arising from the entity's contracts with customers. The details of such disclosure are available in Note No.27-'Revenue from Operations' of this Standalone Financial Statements.

12 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.

12.1 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.

12.2 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.

13 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 Group, the Chief Operating Decision Maker could not identify any operating Segment.

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

Sales Made to Major Customer	Total Sales Made During the Year	% of Sales Made to Major
Rs. 53,64,08,921	Rs. 93,13,85,242	57.59%

14 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 Balance Sheet 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.

15 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.

16 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.1,02,00,000/- for the year or not less than Rs.8,50,000/- per month, if employed for part of the year.

2 Outstanding balances as at 31st March, 2019 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 IT Hardware & its peripherals, Alkaline Water Ionizers, GPS Tracking Units and Consumer Electronic Goods etc. Day to day Quantitative Stock Records have been maintained properly.

4 All the Directors have drawn remuneration for the Accounting Year 2018-19 aggregating to Rs.99,00,000/-

C Recent Accounting Pronouncements

a) Impact of Ind AS 116-"Leases"

Ind AS 116: On 30th March, 2019 the Ministry of Corporate Affairs has notified Ind AS 116,Leases. Ind AS 116 will replace the exiting lease standard, Ind AS 17,Leases.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. Currently, operating lease expenses are charged to the statement of Profit & Loss. The standard also contains enhanced disclosure requirements for lessees.Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

Ind AS 116 'Leases' will be effective in the Company's financial statements for the accounting period commencing 01st April,2019.The Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of Application (01st April 2019).Accordingly, Comparatives for the year ended 31st March,2019 will not be retrospectively adjusted.

For pre-Ind AS 116 operating leases, the rental charge is replaced by depreciation of the right of use asset and interest on the lease liability. Ind AS 116 therefore results in an increase to operating profit, which is reported prior to interest being deducted. Depreciation is charged on a straight-line basis, however, interest is charged on outstanding lease liabilities and therefore reduces over the life of the lease. As a result,the impact on the income statement below operating profit is highly dependent on average lease maturity. For an immature portfolio, depreciation and interest are higher than the rental charge they replace and therefore Ind AS 116 is dilutive to EPS. For a mature portfolio, they are lower and therefore Ind AS 116 is accretive.

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.

The Company has elected to apply the practical expedient, not to reassess whether a contract is, or contains, a lease on transition. The company has elected to recognise payments for short-term leases and leases of low value assets on a straight-line basis as an expense in the income statement.

The company is still evaluating the impact of applying Ind AS 116. However, the company considers that Ind AS 116 will have a significant impact on reported assets, liabilities and the income statement of the company, as well as the classification of cash flows relating to lease contracts. The standard will impact a number of key measures such as operating profit and cash generated from operations, as well as a number of alternative performance measures used by the company.

b) Appendix C to Ind AS 12 - Uncertainity over Income Tax Treatments

On 30th March,2019 , the Ministry of Corporate Affairs has notified Appendix C to Ind AS 12, Uncertainity over Income Tax Treatments, which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainity over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of tax treatment when determining taxable profit (or loss) , tax bases, unused tax losses, unused tax credits and tax rates.

The effective date for adoption of Appendix C to Ind AS 12, is annual periods beginning on or after 01st April, 2019. The company will adopt the standard from 01st April, 2019 and has elected to adjust the cumulative effect in equity on the date of initial application i.e 01st April, 2019 without adjusting the comparatives

The effect of adoption of Appendix C to Ind AS 12, is estimated to be negligible in the Standalone Financial Statements of the Company

c) Amendments to Ind AS 12 - Income Taxes

On 30th March, 2019, the Ministry of Corporate Affairs issued amendments to the guidance on Ind AS 12, Income Taxes in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequence of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after 01st April,2019. The standalone Financial Statements of the company is not expected to be affected by such amendment.

d) Amendments to Ind AS 19 - Employee Benefits

On 30th March, 2019, the Ministry of Corporate Affairs issued amendments to Ind AS 19,Employee Benefits, in connection with accounting for plan amendments, curtailments, and settlements.

The amendments require an entity to:

- use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of asset ceiling.

Effective date of this amendment is annual period beginning on or after 01st April, 2019. The company does not have any impact on account of this amendment.

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

NOTE NO. 2
PROPERTY, PLANT & EQUIPMENTS

(a) Method Of Valuation Of Property,Plant & Equipment :-

Property,Plant & Equipment (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.

(b) Value of Property,Plant & Equipment :-

The value of Property,Plant & Equipment in the books of Panache Digilife Limited as at 31st March 2019 is as follows :-

PARTICULARS	GROSS BLOCK				DEPRECIATION (S.L.M)				NET BLOCK	
	Cost as on 01.04.18	Additions	Deductions (sales / W/off)	Cost as on 31.03.19	Upto 01.04.18	Additions	Deductions	As at 31.03.19	As at 01.04.18	As at 31.03.19
Buildings										
Leasehold Improvements	0	30,93,676	0	30,93,676	0	46,299	0	46,299	0	30,47,377
Furnitures & Fixtures :										
Class I	17,95,453	2,93,250	0	20,88,703	9,43,757	1,78,970	0	11,22,727	8,51,696	9,65,976
Class II	0	34,24,868	0	34,24,868	0	51,256	0	51,256	0	33,73,612
Plant & Machinery :										
Air Conditioner	7,06,099	21,83,411	0	28,89,510	5,72,283	88,896	0	6,61,179	1,33,816	22,28,331
Plant & Machinery	28,83,478	9,25,656	0	38,09,134	10,24,250	1,96,798	0	12,21,048	18,59,228	25,88,086
Mould	1,57,500	0	0	1,57,500	1,28,604	21,023	0	1,49,627	28,896	7,873
Other Assets										
Office Equipments	3,61,256	1,10,000	0	4,71,256	3,13,165	17,395	0	3,30,560	48,091	1,40,696
Mobile Handset	3,88,539	41,982	0	4,30,521	1,56,557	1,01,740	0	2,58,297	2,31,982	1,72,224
Camera	2,30,337	0	0	2,30,337	61,083	14,819	0	75,902	1,69,254	1,54,435
Lift	1,68,200	0	0	1,68,200	64,392	11,179	0	75,571	1,03,808	92,629
Networking Devices	1,02,061	0	0	1,02,061	96,088	692	0	96,780	5,973	5,281
Motor Car	42,19,587	0	0	42,19,587	11,12,849	4,86,968	0	15,99,817	31,06,738	26,19,770
Computers & Laptop	12,79,584	1,15,085	0	13,94,669	7,73,277	1,80,791	0	9,54,068	5,06,307	4,40,601
	1,22,92,094	1,01,87,928	0	2,24,80,022	52,46,305	13,96,827	0	66,43,132	70,45,789	1,58,36,890

(c) Depreciation

Depreciation on PPE is recognised using Straight Line Method so as to write off the cost of assets less their residual values over their useful life.In case of PPE purchased/sold during the year, Depreciation has been provided on pro-rata basis.

The Useful Life of PPE adopted by the management for calculating Depreciation to be charged on different classes of PPE's for the current year are as follows:-

CLASS OF ASSET	USEFUL LIFE ADOPTED (IN YEARS)	
	FOR ASSETS KEPT IN OLD FACTORY & OFFICE PREMISES	FOR ASSETS KEPT IN NEW LEASED FACTORY
Leasehold Improvements	N.A.	8
Furnitures & Fixtures - Class I	10	10
Furniture & Fixtures - Class II	N.A.	8
Air Conditioner	5	5
Plant & Machinery	15	15
Mould	8	N.A.
Office Equipments	5	5
Mobile Handset	3	N.A.
Camera	15	N.A.
Lift	15	N.A.
Networking Devices	6	N.A.
Motor Car	6	N.A.
Computers & Laptop	3	3

The estimated useful life and residual values are also reviewed at end of each financial year and the effect of any change in the estimates of useful life/residual value is accounted for,on prospective basis as per Ind AS-8.

(d) Impairment Losses

As at the end of each accounting year, the company reviews the carrying amounts of its Property,Plant & Equipment, to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of PPE exceeds its recoverable amount. Recoverable amount is determined in the case of :-

(i) an individual asset, at the higher of the net selling price and the value in use; and

(ii) a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

If the recoverable amount of a PPE (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the PPE (or cash generating unit) is reduced to its recoverable amount.

NOTE NO. 3
CAPITAL WORK-IN-PROGRESS

(a) Manner of Classification

PPE not ready for intended use on the date of Balance sheet are disclosed as ' Capital work-in-progress'.

(b) Value of Capital Work-in-progress

The value of Capital Work-in-Progress in the books of Panache Digilife Limited as at 31st March 2019 is as follows :-

PARTICULARS	GROSS BLOCK				DEPRECIATION (S.L.M)				NET BLOCK	
	Cost as on 01.04.18	Additions	Deductions (sales / W/off)	Cost as on 31.03.19	Upto 01.04.18	Additions	Deductions	As at 31.03.19	As at 01.04.18	As at 31.03.19
Set up of plant at Bhiwandi	1,33,600	0	1,33,600	0	0	0	0	0	1,33,600	0
Machine under Development	0	18,34,843	0	18,34,843	0	0	0	0	0	18,34,843
	1,33,600	18,34,843	1,33,600	18,34,843	0	0	0	0	1,33,600	18,34,843

NOTE NO. 4
INVESTMENT PROPERTIES

(a) Method Of Valuation Of Investment Properties

Properties, including those under construction, held to earn rentals and/or capital appreciation are classified as investment property and measured and reported at cost, including transaction costs.

(b) Value Of Investment Property

The value of Investment Property in the books of Panache Digilife Limited as at 31st March 2019 is as follows :-

PARTICULARS	GROSS BLOCK				DEPRECIATION (S.L.M)				NET BLOCK	
	Cost as on 01.04.18	Additions	Deductions (sales / W/off)	Cost as on 31.03.19	Upto 01.04.18	Additions	Deductions	As at 31.03.19	As at 01.04.18	As at 31.03.19
Land & Building										
Office Premises	2,78,03,000	0	0	2,78,03,000	21,12,396	4,40,065	0	25,52,461	2,56,90,604	2,52,50,539
	2,78,03,000	0	0	2,78,03,000	21,12,396	4,40,065	0	25,52,461	2,56,90,604	2,52,50,539

(c) Depreciation

Depreciation on Investment Property is recognised using straight line method so as to write off the cost of asset less the residual value over its useful life specified in Schedule- II of the Companies Act,2013.

The Useful Life of Investment Property adopted by the management from Schedule II of Companies Act,2013; for calculating Depreciation to be charged on such Investment property for the current year is as follows:-

CLASS OF ASSET	USEFUL LIFE ADOPTED (IN YEARS)
Office Premises	60

The estimated useful life and residual values are also reviewed at end of each financial year and the effect of any change in the estimates of useful life/residual value is accounted for,on prospective basis as per Ind AS-8.

(d) Impairment Losses

As at the end of each accounting year, the company reviews the carrying amounts of its Investment Property, to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined in the case of :-

(i) an individual asset, at the higher of the net selling price and the value in use; and

(ii) a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

If the recoverable amount of a Investment Property (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the Investment Property (or cash generating unit) is reduced to its recoverable amount.

(e) Disclosure Pursuant to Ind AS-40 " Investment Property"

Amount Recognised in the Statement of Profit and Loss for Investment Property

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Rental Income Derived From Investment Property	28,95,750	23,41,740
Interest on Loan	(25,153)	(3,19,880)
Office Maintenance Charges	(1,79,154)	(1,39,402)
Property Tax	(1,19,088)	(1,17,600)
TOTAL	25,72,355	17,64,858

NOTE NO. 5
OTHER INTANGIBLE ASSETS

(a) 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.

(b) Value of Intangible Assets

The value of Intangible Assets in the books of Panache Digilife Limited as at 31st March 2019 is as follows :-

PARTICULARS	GROSS BLOCK				AMORTISATION (S.L.M)				NET BLOCK	
	Cost as on 01.04.18	Additions	Deductions (sales / W/off)	Cost as on 31.03.19	Upto 01.04.18	Additions	Deductions	As at 31.03.19	As at 01.04.18	As at 31.03.19
Intangible Assets										
Software	3,99,495	65,000	0	4,64,495	1,36,509	1,23,206	0	2,59,715	2,62,986	2,04,780
	3,99,495	65,000	0	4,64,495	1,36,509	1,23,206	0	2,59,715	2,62,986	2,04,780

(c) Amortisation

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

Based on Technical evaluation considering the business specific needs & the potency of assets to generate future cash flows, the useful life of different class of intangible assets have been determined by the management, which is as follows:-

CLASS OF ASSET	USEFUL LIFE ADOPTED (IN YEARS)
Software	3

The method of amortisation and useful life are reviewed at the end of each financial year with the effect of any changes in the estimate being accounted for prospectively.

(d) Impairment Losses

As at the end of each accounting year, the company reviews the carrying amounts of its Intangible Assets, to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any. Intangible assets with indefinite life (if any) will be tested for impairment each year.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

NOTE NO. 6
INVESTMENTS (NON CURRENT)

(a) List of Subsidiaries/Associates/Joint Ventures

NAME	RELATION WITH THE COMPANY	COUNTRY	INCORPORATION DATE	METHOD OF VALUATION	% HOLDING
Wemart Global FZE	Subsidiary	Dubai (U.A.E.)	21st Novemeber 2016	Cost	100%
ICT Infratech Services Private Limited	Joint Venture	India	08th March 2007	Cost	50%

(b) Value of Investments

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

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Investment in Subsidiary (Wemart Global FZE)	....	....	32,70,663	32,70,663
ICT Infratech Services Private Limited	....	....	1,50,000	0
			34,20,663	32,70,663

c) Investment in Joint Venture

Looking forward to the growth Prospects of the Group, it has entered into a joint venture for a company called 'ICT Infratech Services Private Limited' from 07th January 2019. The joint venture is into the business of trading in IT Hardware & peripherals with 'Air PC' being its major product.

NOTE NO. 7
LOANS (NON CURRENT)

(a) Measurement

Financial Assets represented by Loans & advances given to parties under the terms, wherein such Loans & advances 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 loans & advances to be the best estimate of its Fair Value.

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Loans & Advances	....	....	10,00,000	10,00,000
			10,00,000	10,00,000

NOTE NO. 8
OTHER FINANCIAL ASSETS (NON CURRENT)

(a) Measurement Basis

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

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

DEPOSIT	PERIOD	SOURCE	RATE
Daman Factory Deposit	3	Government Bonds	7.75%
Mumbai Office Deposit	5	Government Bonds	7.75%
Bhiwandi office Deposit	*8	Government Bonds	7.75%
Electricity Deposit	8	Government Bonds	7.75%

** The contract period for the deposit has been re-estimated from 5 Years to 8 Years, based on recent developments and management's intentent to renew the agreement after its termination. The effect of such re-estimation has been accounted for, prospectively as per Ind AS 8 as the same has been considered as a change in estimate.*

(b) Value of Other Financial Assets

Considering the above measurement basis, the value of Other Financial assets are as follows :-

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Deposits				
Daman Office Deposit	....	....	2,80,220	2,60,065
Mumbai Office Deposit	....	....	11,62,784	10,79,150
Bhiwandi factory Deposit	....	....	12,28,197	14,25,944
Electricity Deposit	....	....	1,66,095	43,960
Rent Deposit	....	....	0	30,000
Bangalore Office Deposit	....	....	0	30,000
Shree Rajlaxmi Textiles Park Ltd.	....	....	10,00,000	10,00,000
Telephone Deposit	....	....	5,169	5,169
Sales Tax Deposit	....	....	25,000	25,000
			38,67,465	38,99,288

NOTE NO. 9
OTHER NON-CURRENT ASSETS

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Income Tax Refundable	....	....	1,90,768	1,90,768
VAT Refundable	....	....	0	27,180
Advance for Property	....	....	2,63,72,000	0
Advance Recoverable other than in Cash	....	....	7,57,168	6,20,854
Miscellaneous Expenditure	....	....	23,56,251	48,46,307
			2,96,76,187	56,85,109

NOTE NO. 10
INVENTORIES

(a) Valuation Method

Inventories comprise of IT Hardware & its peripherals, Alkaline Water Ionizers,GPS Tracking Units and Other Consumer Electronic Goods which have been measured at weighted average cost or Net Realisable Value whichever is lower as per Ind AS-2.Cost of Inventories consist of its purchase price, cost of conversion 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 reproting periods are as follows:-

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Closing Stock / Inventories	....	....	25,49,70,393	30,21,85,872
			25,49,70,393	30,21,85,872

NOTE NO. 11
TRADE RECEIVABLES

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Secured, Considered good	....	....	0	0
Unsecured, Considered good	....	....	57,01,17,060	37,62,08,094
Doubtful	....	....	6,53,461	0
			57,07,70,521	37,62,08,094
Less: Allowance for Bad and Doubtful Debts (Expected Credit Losses)		...	6,53,461	0
			57,01,17,060	37,62,08,094
Receivable from related Parties (Refer Note No.42)	....	....	80,41,268	5,04,57,700
			57,81,58,328	42,66,65,794

NOTE NO. 12
CASH AND CASH EQUIVALENTS

Investments in Fixed Deposits have been considered by the management to be short term in nature, made against letter of credit facility and buyers credit from the Bank and hence they are valued at cost plus accrued interest on it.

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Balance with Banks	....	....	1,05,80,637	24,31,404
Cash on Hand	....	....	8,49,918	6,63,310
Fixed Deposits with Bank	....	....	3,55,98,254	73,09,620
			4,70,28,809	1,04,04,334

NOTE NO. 13
BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
RD With Bank	....	....	0	78,03,280
FD With Bank with maturity more than 3 months	....	....	0	12,51,828
			0	90,55,108

NOTE NO. 14
OTHER CURRENT ASSETS

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Prepaid Expenses &Others	....	....	34,37,939	2,95,738
Loans & Advances to staff	....	....	3,74,779	6,87,695
Reimbursement receivable from Subsidiary	....	....	10,19,931	9,59,075
Interest Receivable	....	....	1,99,430	91,430
Advances To Creditors	....	....	1,58,03,424	1,57,33,963
Tender registration Deposit	....	....	0	35,00,000
Input Credit of GST	....	....	2,51,77,223	3,05,13,717
Miscellanous Expenses	....	....	12,45,028	0
Advance Recoverable Other than in Cash	....	....	2,35,879	2,28,758
MEIS Duty Scrips	....	....	7,82,738	0
			4,82,76,371	5,20,10,377

NOTE NO. 15
EQUITY SHARE CAPITAL

a. Capital Structure of the Company

PARTICULARS OF CAPITAL	AS AT 31ST MARCH 2019		AS AT 31ST MARCH 2018	
	NO.OF SHARES	TOTAL VALUE	NO.OF SHARES	TOTAL VALUE
AUTHORISED				
Equity Shares of Rs.10/- each	70,00,000	7,00,00,000	70,00,000	7,00,00,000
	70,00,000	7,00,00,000	70,00,000	7,00,00,000
ISSUED, SUBSCRIBED & FULLY PAID-UP :				
Equity Shares of Rs.10/- each	60,00,000	6,00,00,000	60,00,000	6,00,00,000
	60,00,000	6,00,00,000	60,00,000	6,00,00,000
ISSUED, SUBSCRIBED AND NOT FULLY PAID-UP :	0	0	0	0
	0	0	0	0

b. Details of Shareholding

Shareholders holding more than 5% of Equity Shares :

SR. NO	NAME OF SHAREHOLDER		NO.OF SHARES AS ON 31.03.19	PERCENTAGE HOLDING	NO.OF SHARES AS ON 31.03.18	PERCENTAGE HOLDING
A.	**EQUITY SHARES**					
1.	Amit Devchand Rambhia	... ...	14,00,000	23.33%	14,00,000	23.33%
2.	Nikit Devchand Rambhia	... ...	14,00,000	23.33%	14,00,000	23.33%
3.	Devchand Rambhia	... ...	13,99,580	23.33%	13,99,580	23.33%

c. Reconciliation of the number of Equity Shares outstanding

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Number of Shares at the beginning of the year :			60,00,000	42,00,000
(+) Bonus shares issued	...	...	0	0
(+) Fresh issue made	...	...	0	18,00,000
(-) Shares forfeited	...	...	0	0
Number of Shares at the end of the year			60,00,000	60,00,000

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 per shar

e. Capital Management

The company adheres to a disciplined Capital Management Framework in order to safeguard it's 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 :-

(i) Maintaining Diversity of Sources of Financing and spreading the maturity across periods in order to minimise liquidity risk.

(ii) Analysing and managing its financial market risks like foreign exchange, interest rates and commodity prices, and minimise the impact or market volatility on earnings.

(iii) 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.

(iv) 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 2019	AS AT 31ST MARCH 2018
Gross Debt	23,78,74,624	13,26,17,587
Less: Liquid Assets	1,14,30,555	30,94,713
Net Debt	22,64,44,069	12,95,22,874
Total Equity (As Per Balance Sheet)	27,36,89,183	23,32,99,067
Net Gearing Ratio	82.74%	55.52%

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

NOTE NO. 16
OTHER EQUITY

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Securities Premium		
Opening Balance	12,78,00,000	0
Add: Premium Collected on Issue of Shares	0	12,78,00,000
Closing Balance	12,78,00,000	12,78,00,000
Retained Earnings		
Opening Balance	4,54,99,067	2,34,88,165
Add/(Less): Adjustments for Prior Period Errors	0	56,275
Add: Surplus As per Profit & Loss Account	4,11,28,850	2,41,21,065
Less: Appropriations		
Dividends Paid	9,00,000	18,00,000
Dividend Distribution Tax Paid	1,85,000	3,66,438
Bonus Issue	0	0
Closing Balance	8,55,42,917	4,54,99,067
Other Comprehensive Income		
a) Acturial Gains or Losses on Defined Benefit Plans		
Opening Balance	0	0
Add/(Less): Changes for the Year	3,46,266	0
Closing Balance	3,46,266	0
	21,36,89,183	17,32,99,067

NOTE NO. 17
BORROWINGS (NON CURRENT)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Secured Borrowings	....	....	9,97,876	29,37,443
Unsecured Borrowings				
Loans & advances from Related Parties	....	....	0	0
Deposits	....	....	0	0
Other Unsecured Borrowings	....	....	3,64,500	28,64,500
			13,62,376	58,01,943

Terms of Repayment of Secured Borrowings

Car Loan of Rs. 10,00,000 (Sanction Amount) is secured by way of exclusive first charge created by hypothecation of concerned Car.The Balance loan as on March 31, 2019 is repayable in 47 monthly installments of Rs.20,517 each. Interest to be serviced as and when debited.Interest @ 8.50% is applicable on the said loan.

Car Loan of Rs. 9,99,000 (Sanction Amount) is secured by way of exclusive first charge created by hypothecation of concerned Car.The Balance loan as on March 31, 2019 is repayable in 31 monthly installments of Rs.20,730 each. Interest to be serviced as and when debited.Interest @ 9.66% is applicable on the said loan.

NOTE NO. 18
OTHER FINANCIAL LIABILITIES (NON CURRENT)

(a) Measurement Basis

Security deposits taken have been measured at fair value by discounting the deposits over the tenure of lease.Deposit against rental systems taken from parties for a short period, have been measured at actual amounts taken/received, as the management considers that the Fair Value of such deposits does not materially defer from the actual amounts taken/received.

The Discount Rate used for discounting security Deposits taken is 7.75%, taken after considering the yield on government bonds over the period equivalent to the tenure of lease.

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Deposit against Goods on Rent	....	....	4,51,302	4,01,302
Office Rent Deposit	....	....	12,28,821	11,40,437
			16,80,123	15,41,739

NOTE NO. 19
PROVISIONS (NON CURRENT)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Provision for Gratuity	....	....	47,01,507	33,75,000
			47,01,507	33,75,000

Disclosure

Provision for Gratuity has been made based on present value of obligation under defined benefit plan determined through actuarial valuation carried out by an Actuary using Projected Unit Credit Method. The Details of the same have been elaborated in Note No.41

NOTE NO. 20
DEFERRED TAX LIABILITIES(NET)

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
Balance as on 01.04.2017		29,50,216	0	29,50,216
For the Year 2017-18				
Carrying Value of Property Plant & Equipment	98,09,571	30,31,158	0	
Provision for Gratuity	(33,75,000)	(10,42,875)	0	
(DTA)/DTL as on 31.03.2018		19,88,283	0	19,88,283
For the Year 2018-19				
Carrying Value of Property Plant & Equipment	96,18,938	26,75,989	0	
Provision for Gratuity	18,68,828	(5,19,908)	0	
Acturial Gains on Employee Benefit Expenses	(4,79,725)	0	1,33,459	
Expected Credit Losses	6,53,461	(1,81,793)	0	
				0
(DTA)/DTL as on 31.03.2019		19,74,288	1,33,459	21,07,747

NOTE NO. 21
OTHER NON-CURRENT LIABILITIES

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Advance Payable other than in Cash	....	....	69,242	1,56,707
			69,242	1,56,707

NOTE NO. 22
BORROWINGS (CURRENT)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Secured Borrowings				
Cash Credit	....	....	19,94,16,344	9,57,44,049
Other borrowings	....	....	2,20,95,904	3,10,71,595
Unsecured Borrowings				
Loans & advances from Related Parties	....	....	0	0
Deposits	....	....	0	0
Other Unsecured Borrowings	....	....	1,50,00,000	0
			23,65,12,248	12,68,15,644

NOTE NO. 23
TRADE PAYABLES (CURRENT)

PARICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Trade Payables	....	....	43,17,53,048	42,69,57,558
Trade Payables to Related Parties (Refer Note No 42)	....	....	8,40,150	15,53,720
Due to Micro Small & Medium Enterprises (On the Basis of Information & records available with the Management).		....	2,54,58,313	2,15,29,803
			45,80,51,511	45,00,41,080

NOTE NO. 24
OTHER CURRENT LIABILITIES

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Statutory Liabilities	....	....	1,56,60,782	15,95,863
Advances From Debtors	....	....	17,62,026	64,91,476
Others	....	....	5,22,899	10,48,286
			1,79,45,707	91,35,625

NOTE NO. 25
PROVISIONS (CURRENT)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Electricity Charges Payable	....	....	60,160	0
Clearing Charges Payable	....	....	1,32,397	0
Freight Charges Payable	....	....	18,103	0
Salary Payable	....	....	34,64,219	21,25,420
Credit Card Expenses Payable	....	....	43,159	1,25,682
Interest payable	....	....	9,509	51,236
Dividend Payable	....	....	6,400	3,200
Advance Payable other than in Cash	....	....	87,465	87,465
			38,21,412	23,93,003

NOTE NO. 26
CURRENT TAX LIABILITIES(NET)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Direct Taxes	....	....	95,84,211	1,27,61,432
			95,84,211	1,27,61,432

NOTE NO. 27
REVENUE FROM OPERATIONS

(a) **Recognition of Revenue**

The company derives revenue primarily from sale of IT Hardware & its peripherals, Alkaline Water Ionizers and other Consumer Electronic Goods. It also derives revenue from sale or renting of GPS Tracking units.

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 uncertainity as to measurement or collectibility of consideration, is recognised as per the percentage of completion method.When there is uncertainity as to the measurement of ultimate collectibility, revenue recognition is postponed until such uncertainity is resolved.Maintenace revenue is recognized over the term of underlying maintenance agreement.

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			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Net Sales	....	....	92,30,54,056	76,82,69,953
Service Charges	....	....	40,88,249	38,54,148
Rental Charges	....	....	40,54,783	17,29,320
Transportation Charges	....	....	1,88,154	847
			93,13,85,242	77,38,54,268
Less: Excise Duty (Net)	....	....	0	28,92,937
			93,13,85,242	77,09,61,331

(b) Disaggregation of Revenue

The table below presents disaggregated Revenue from contracts with customers by offerings and geography. The company believes that this disaggregation best depicts how the nature, amount, timing and uncertainity of the company's revenues and cash flows are affected by industry, market and other economic factors.

I. Revenues by Offerings

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019			
	SALES	SERVICE	RENTALS	TOTAL
IT Hardware & Peripherals	82,59,75,906	15,82,125	6,05,083	82,81,63,114
Alkaline Water Ionizers	2,72,94,159	2,966	4,26,600	2,77,23,725
GPS Tracking Units	11,53,479	25,03,158	30,23,101	66,79,737
Other Electronic Goods	6,88,18,667	0	0	6,88,18,667
Total Revenue from all offerings	92,32,42,210	40,88,249	40,54,783	93,13,85,242

II. Revenues by Geography

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019
Revenue from India	91,06,24,077
Revenue from HongKong	2,07,61,166
Total Revenue from all Geographical areas	93,13,85,242

(c) 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. However there are no performance obligations that are completely or partially unsatisfied as at 31st March, 2019 .

NOTE NO. 28
OTHER INCOME

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Discounts Received	....	....	1,83,745	4,59,814
Incentives Received	....	....	40,616	17,589
Additional CST Collected from Customers	....	....	4,39,752	0
Rent on Investment Property	....	....	28,95,750	23,41,740
Reimbursement of Lease Rent Paid	....	....	2,50,000	14,50,000
Support Service Charges	....	....	41,63,664	0
Finance Charges	....	....	1,11,500	63,210
Interest Income	....	....	9,93,906	9,33,126
			90,78,933	52,65,479

Measurement of Other Incomes

(i) Interest Income is accrued on a time basis by reference to the principal amount outstanding and the effective interest rate.

(ii) Rent income is recognized on a periodic basis as and when the company becomes entitled to receive the amount as per the agreement between the contracting parties.

(iii)

Revenue from support services are recognized on a completed contract basis, i.e after satisfaction of each of its performance obligations.

NOTE NO. 29
COST OF MATERIALS CONSUMED

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Net Purchase	....	....	73,19,51,449	81,45,11,487
Service Charges	....	....	3,21,747	16,65,688
Frieght charges	....	....	14,993	1,23,020
Consumables & Others	....	....	3,97,856	80,937
			73,26,86,045	81,63,81,132
Less: Stock converted to Fixed Asset	....	....	0	(5,80,896)
Less: Transitional CGST credit	....	....	(17,62,119)	(8,72,667)
			73,09,23,926	81,49,27,569

NOTE NO. 30
CHANGES IN INVENTORIES OF WORK-IN-PROGRESS,STOCK-IN-TRADE AND FINISHED GOODS

PARICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Opening Stock / Inventories	....	....	30,21,85,872	15,04,95,051
Less: Closing Stock / Inventories	....	....	25,49,70,393	30,21,85,872
			4,72,15,479	(15,16,90,821)

NOTE NO. 31
EMPLOYEE BENEFIT EXPENSES

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Director's Remuneration	....	....	99,00,000	84,00,000
Salary & Bonus to Employees	....	....	3,63,77,973	2,48,42,702
Employers Contribution to Provident Fund	....	....	2,49,054	1,84,863
Staff Welfare Expenses	....	....	3,10,505	3,20,829
Contribution to and Provision for Gratuity	....	....	18,68,828	34,58,077
			4,87,06,360	3,72,06,471

NOTE NO. 32
FINANCE COSTS

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Bank Charges on Finance	....	....	10,33,911	2,93,450
Interest Expenses	....	....	1,95,88,926	1,15,88,776
			2,06,22,837	1,18,82,226

NOTE NO. 33
DEPRECIATION AND AMORTISATION EXPENSES

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Depreciation on Property,Plant & Equipment	....	....	13,96,827	10,67,663
Depreciation on Investment Property	....	....	4,40,065	4,40,065
Amortisation of Intangible Assets	....	....	1,23,206	39,937
			19,60,098	15,47,665

NOTE NO. 34
OTHER EXPENSES

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Administrative Expenses	....	....	4,34,320	4,68,829
Bank Charges	....	....	1,40,271	1,43,282
Certification Charges	....	....	2,10,620	1,95,000
Central Sales Tax Paid	....	....	20,746	3,823
Clearing Charges	....	....	70,551	4,24,254
Cloud Services	....	....	1,18,299	1,24,553
Commission Expenses	....	....	5,36,131	3,54,500
Conveyance	....	....	5,05,561	4,69,763
Daman Guest House Expenses	....	....	43,083	94,026
Electricity Charges	....	....	9,51,046	8,77,386
Insurance Charges	....	....	6,84,942	6,10,957
Installation Charges	....	....	0	45,081
Interest on Late Payment of TDS	....	....	73,353	49,244
Interest on Late Payment of GST	....	....	16,364	0
Labour Charges	....	....	79,360	2,78,130
(Profit) / Loss Due To Foreign Exchange Fluctuation	....	....	(2,01,164)	(3,93,061)
Loading & Unloading Expenses	....	....	1,17,080	0
Loss due to Damage of Stock	....	....	5,789	0
Manpower Services	....	....	2,66,182	1,69,295
Manufacturing Expenses	....	....	4,05,182	3,75,750
Preliminary Expenditure W/off	....	....	12,45,028	12,45,028
Office & Factory Maintenance Charges	....	....	1,61,553	59,540
Office Maintenance Charges on Investment Property	....	....	1,79,154	1,39,402
Property Tax on Investment Property	....	....	1,19,088	1,17,600
Octroi Charges	....	....	0	39,375
Payment to Auditor's	....	....	3,20,000	2,95,000

Printing & Stationery	....	....	3,75,847	1,57,943
Professional Fees	....	....	30,86,067	24,07,250
Provision for Expected Credit Losses	....	....	6,53,461	0
Amortisation of Fair Value Changes in Security Deposits	....	....	1,48,626	73,804
R & D Expenses	....	....	86,141	9,474
Rent, Rates & taxes	....	....	88,54,963	75,85,735
Rates,Taxes and others	....	....	13,650	2,69,128
Repairs & Maintenance	....	....	2,10,883	1,31,298
Royalty Paid	....	....	9,33,500	5,38,745
Sales Promotion & Advt Expenses	....	....	1,84,859	10,13,094
Service Expenses	....	....	4,21,600	5,20,823
Service Tax Paid	....	....	25,217	4,48,273
Software Expenses	....	....	1,49,150	50,654
Stamp duty and Registration Charges	....	....	6,08,500	73,470
Sundry Expenses	....	....	3,14,355	3,23,405

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Telephone & Mobile Charges	....	....	83,541	1,10,192
Tender Registration Fees	....	....	12,071	0
Testing Charges	....	....	2,000	0
Trainee Expenses	....	....	95,995	1,74,834
Transportation Charges	....	....	50,40,158	17,50,807
Travelling Expenses	....	....	34,01,505	23,97,936
VTS Expenses	....	....	10,11,649	5,01,243
Value Added Tax Paid	....	....	30,672	3,956
Website Development Charges	....	....	1,484	6,005
			3,22,48,432	2,47,34,825

NOTE NO. 34.1

DETAILS OF PAYMENTS TO AUDITORS

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

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Payment to Auditors				
Statutory Audit	....	....	1,25,000	1,25,000
Tax Audit	....	....	75,000	50,000
Internal Audit	....	....	1,20,000	1,20,000
	....	....		
Total Payments to Auditors			3,20,000	2,95,000

NOTE NO. 35

EXCEPTIONAL ITEMS

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Profit on sale of Fixed Assets	....	....	0	67,100
Assessment tax dues	....	....	(1,241)	(9,480)
			(1,241)	57,620

NOTE NO. 36
INCOME TAX EXPENSE

A. Disclosure Pursuant to Ind AS 12

(a) Major Components of Income Tax

Sr. No.	PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
(a)	**Tax on Items Routed Through Profit or Loss Section**		
	(i) Income Tax		
	Current Tax under Income Tax Act,1961	1,63,96,969	1,35,27,108
	Adjustments in respect of income tax of previous years.	12,73,978	9,90,256
	(ii) Deferred Tax		
	Tax Expense on Origination & Reversal of Temporary Difference	(13,995)	(9,61,934)
	Tax Expense Reported in statement of Profit or Loss [(i) +(ii)]	1,76,56,952	1,35,55,429
(b)	**Tax on Items Routed Through Other Comprehensive Income**		
	(i) Income Tax	0	0
	(ii) Deferred Tax	1,33,459	0
	Tax Expense Reported in Other Comprehensive Income [(i) +(ii)]	1,33,459	0

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

PARTICULARS		FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Profit Before Tax	(A)	5,87,85,802	3,76,76,495
Corporate Tax Rate as per Income Tax Act,1961	(B)	27.82%	33.06%
Tax on Accounting Profit	**[(A)*(B)]**	1,63,54,210	1,24,56,979
Adjustments as per Income Tax			
Add: Tax on Expenses not Deductible as per Income Tax Act,1961		13,52,991	18,93,741
Less: Tax on Rental income Taxable Separately		(8,05,598)	(7,74,249)
Less: Tax on Expenses allowable not Debited to Books		(10,38,364)	(4,58,359)
Act,1961		1,58,63,240	1,31,18,113
Add: Tax on Rental Income		5,33,729	4,08,995
Net Income Tax Payable by the company	**(C)**	1,63,96,969	1,35,27,108
Incremental Deferred Tax Liability/(Asset) on account of PPE and Intangible Assets,Employee Benefits & Expected Credit Losses		(13,995)	(9,61,934)
Incremental Deferred Tax Liability/(Asset) due Defined Benefit Obligations		1,33,459	0
Net Deferred Tax Expense/(Benefit)	**(D)**	1,19,465	(9,61,934)
Total Tax Expense Recognised for the Year	**(E) = [(C)+(D)]**	1,65,16,434	1,25,65,173
Effective Tax Rate	**[(E)/(A)*100]**	28.10	33.35

C. Calculation of Corporate Tax Rate

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Basic Tax Rate Applicable to the Company as per Income Tax Act	25%	30%
Surcharge Applicable	7%	7%
Education Cess	4%	3%
Corporate Tax Rate as per Income Tax Act,1961	27.82%	33.06%

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	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Calculation of Basic EPS		
A. Profit From Continuing Operations (Numerator)	4,11,28,850	2,41,21,065
B. Equity Shares Outstanding as on Balance sheet Date		
a. Weighted Average Number of Equity Shares	60,00,000	59,01,370
Total Equity Shares for Calculation of Basic EPS (Denominator)	60,00,000	59,01,370
Basic Earnings Per Share(EPS) [(A) / (B)]	**6.85**	**4.09**
Calculation of Diluted EPS		
A. Profit From Continuing Operations (Numerator)	4,11,28,850	2,41,21,065
B. Equity Shares Outstanding as on Balance sheet Date		
a. Weighted Average Number of Equity Shares	60,00,000	59,01,370
b. Potential Equity shares	0	0
Total Equity Shares for Calculation of Diluted EPS (Denominator)	60,00,000	59,01,370
Diluted Earnings Per Share(EPS) [(A) / (B)]	**6.85**	**4.09**

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, diclosures regarding current assets which are expected to be recovered within twelve months and after twelve months from the reporting date are as follows:-

PARTICULARS	AS AT 31ST MARCH 2019			AS AT 31ST MARCH 2018		
	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL
Inventories	25,49,70,393	0	25,49,70,393	30,21,85,872	0	30,21,85,872
Trade Receivables	57,81,58,328	0	57,81,58,328	42,66,65,794	0	42,66,65,794
Other Current Assets	4,82,76,371	0	4,82,76,371	5,20,10,377	0	5,20,10,377

B. Basis of classification of Current Liabilities

The company classifies a liability as current libility 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

b. Credit Period for Current Liabilities

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

PARTICULARS	AS AT 31ST MARCH 2019			AS AT 31ST MARCH 2018		
	Within Twelve Months	After Twelve Months	Total	Within Twelve Months	After Twelve Months	Total
Borrowings (Current)	23,65,12,248	0	23,65,12,248	12,68,15,644	0	12,68,15,644
Trade Payables	45,80,51,511	0	45,80,51,511	45,00,41,080	0	45,00,41,080
Other Current Liabilities	1,79,45,707	0	1,79,45,707	91,35,625	0	91,35,625
Provisions	38,21,412	0	38,21,412	23,93,003	0	23,93,003
Current Tax Liabilities	95,84,211	0	95,84,211	1,27,61,432	0	1,27,61,432

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 defence 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

In General, the company is a net payer of Foreign Currency.Accordingly, changes in exchange rates and in particular a strengthening of Indian rupee will positively affect the Company's net results as expressed in Indian Rupees.The currency towards which the company is exposed to risk is US Dollars & Great Britain Pound.

The Quantitative Summary about the company's exposure to currency risk as on different reporting date are as follows:-

PARTICULARS	AS AT 31ST MARCH 2019			
	USD	EQUIVALENT IN INR	GBP	EQUIVALENT IN INR
Reimbursement receivable Subsidiary	14,745.00	10,19,931	0.00	0
Dollars in Hand	3,923.00	2,71,359	0.00	0
Trade Receivables	12,188.00	8,53,600	6,675.00	6,05,083
Trade Payables	22,79,317.67	15,76,63,366	0.00	0

PARTICULARS	AS AT 31ST MARCH 2018			
	USD	EQUIVALENT IN INR	OTHER CURRENCIES	EQUIVALENT IN INR
Reimbursement receivable Subsidiary	14,745.00	9,59,075	0	0
Dollars in Hand	2,936.00	1,91,251	0	0
Trade Payables	5,26,724.81	3,43,10,854	0	0

Sensitivity Analysis

A reasonable possible strengthening/weakening of foreign currencies to which the company is exposed to, against all other currencies as at reporting date would have affected the measurement of financial exposure denominated in a foreign currency and would have affected equity and profit or loss by the amounts shown below.This analysis assumes that all other variables remain constant and ignores any impact on forecast sales and purchases.

SENSITIVITY TO MOVEMENT IN FOREIGN CURRENCY	% MOVEMENT IN RUPEE (ASSUMED)	PROFIT OR (LOSS) AFTER TAX	
		STRENGTHENING OF RUPEE	WEAKENING OF RUPEE
As at 31st March 2019			
US DOLLAR	1%	11,22,608	(11,22,608)
Great Britain Pound	1%	(4,367)	4,367
As at 31st March 2018			
US DOLLAR	1%	2,21,630	(2,21,630)

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 is not exposed to any such kind of interest rate risk.

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 is a combination of fixed rate and 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).

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

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Canara Bank Cash Credit	19,94,16,344	9,57,44,049
Term Loan	0	9,43,999
	19,94,16,344	9,66,88,048

Sensitivity Analysis

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

SENSITIVITY TO MOVEMENT IN INTEREST RATES	FOR THE YEAR ENDED 31ST MARCH 2019		
	ASSUMED INTEREST RATE MOVEMENT IN BPS	IMPACT ON PROFIT OR LOSS AFTER TAX	
		INCREASE	DECREASE
Change in Interest Cost			
Canara Bank Cash Credit *	10 bps	(1,99,416)	1,99,416
Less: Tax Effect on Interest Cost		55,478	(55,478)
Net Effect on Profit & Loss Account		(1,43,939)	1,43,939

** Holding all other variables constant*

SENSITIVITY TO MOVEMENT IN INTEREST RATES	FOR THE YEAR ENDED 31ST MARCH 2018		
	ASSUMED INTEREST RATE MOVEMENT IN BPS	IMPACT ON PROFIT OR LOSS AFTER TAX	
		INCREASE	DECREASE
Effect on Change in Interest Cost			
Canara Bank Cash Credit *	10 bps	(95,744)	95,744
Term Loan *	10 bps	(943)	943
		(96,687)	96,687
Less: Tax Effect on Interest Cost		31,968	(31,968)
Net Effect on Profit & Loss Account		(64,719)	64,719

** 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.

Trade Receivable and other financial assets

The company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. 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 tereof, 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 2019	AS AT 31ST MARCH 2018
Opening Balance	0	0
Changes in Loss Allowance		
Loss Allowance for the year, based on ECL Model.	6,53,461	0
Write Off as Bad Debts	0	0
Closing Balance reproted under Note No.11	6,53,461	0

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 bank balances 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 2019

NON-DERIVATIVE FINANCIAL LIABILITIES	CONTRACTUAL CASH FLOWS		
	PAYABLE WITHIN ONE YEAR	PAYABLE AFTER ONE YEAR	TOTAL
Borrowings	23,65,12,248	13,62,376	23,78,74,624
Trade Payables	45,80,51,511	0	45,80,51,511
Other Financial Liabilities	4,51,302	12,28,821	16,80,123

As at 31st March 2018

NON-DERIVATIVE FINANCIAL LIABILITIES	CONTRACTUAL CASH FLOWS		
	PAYABLE WITHIN ONE YEAR	PAYABLE AFTER ONE YEAR	TOTAL
Borrowings	12,68,15,644	58,01,943	13,26,17,587
Trade Payables	45,00,41,080	0	45,00,41,080
Other Financial Liabilities	4,01,302	11,40,437	15,41,739

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 acquried, 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 Standalone Statement of Profit and Loss over the lease term.

i) Where the Company is a Lessor :-

The lease rentals received during the year are as follows :-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Lease Rentals Received	31,45,750	37,91,740

The Company has given its office premise under non-cancellable operating lease, however the lock-in period of the agreement has ceased before the reporting date.

The operating lease agreements are renewable on a period basis, and these lease agreements are also subjected to price escalation clauses.

ii) Where the Company is a Lessee

The lease rentals charged during the year are as follows :-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Lease rentals Charged during the period	88,54,963	75,85,735

The obligations on long-term, non-cancellable operating lease payable as per the rentals stated in the respective agreements are as follows :-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Future Lease Payments		
Not Later than 1 Year	37,76,220	35,96,400
Later than 1 Year but not Later than 5 Years	1,13,66,412	1,51,42,632
Later than 5 Years	0	0

The operating lease agreements are renewable on a period basis, and these lease agreements are also subjected to price escalation clauses.

NOTE NO. 41
EMPLOYEE BENEFIT EXPENSES

(a) Disclosures pursuant to Ind AS-19

i. Defined Contribution Plans

The company has only one defined contribution plan such i.e provident fund, wherein specified percentage is contributed.

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Employer's Contribution to Provident Fund	2,49,054	1,84,863

ii. Defined Benefit Plans.

The company's gratuity plan to provide post employement 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 2019	AS AT 31ST MARCH 2018
Present Value of Defined Benefit Obligation		
Wholly Funded	0	0
Wholly Unfunded	47,01,507	33,75,000
	47,01,507	33,75,000
Less: Fair Value of Plan Assets	0	0
Amounts recognised as Liability (See Note No.19)	47,01,507	33,75,000

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Current Service Cost	15,44,428	2,73,287
Interest Cost	3,24,400	2,08,351
Past Service Cost	0	29,76,439
Actuarial Losses/(gains)	(4,79,725)	0
Expenses included in Employee Benefits (See Note No.31)	13,89,103	34,58,077

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Opening Balance of present value of Defined Benefit Obligation	33,75,000	0
Add: Current Service Cost	15,44,428	2,73,287
Add: Interest Cost	3,24,400	2,08,351
Add: Past Service Cost	0	29,76,439
Add/(less): Actuarial Losses/(gains)	(4,79,725)	0
	47,64,103	34,58,077
Less: Benefits Paid	62,596	83,077
	47,01,507	33,75,000

(d) **Actuarial Assumptions**

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

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Discount Rate (per anum)	7.70%	7.00%
Salary Growth Rate (per anum)	6.00%	6.50%
Retirement Age	60 Years	60 Years

NOTE NO. 42
RELATED PARTY DISCLOSURES

a. List of Related Parties on whom control is established by the Company

NAME OF RELATED PARTY	RELATIONSHIP WITH THE COMPANY
Wemart Global FZE	Subsidiary

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:-

NAME OF THE PERSON / ENTITY	RELATION WITH THE COMPANY	NATURE OF TRANSACTION	VOLUME OF TRANSACTION IN FY 18-19
Amit D Rambhia	Director	Remuneration	42,00,000
Nikit D Rambhia	Director	Remuneration	42,00,000
Devchand Rambhia	Director	Remuneration	15,00,000
Deepa A Rambhia	Relative of Director	Remuneration	18,00,000
Kavita N Rambhia	Relative of Director	Remuneration	12,00,000
Nitesh M. Savla	CFO	Remuneration	14,76,912
Jinkle Khimsaria	Company Secretary	Remuneration	4,90,752
Amit D Rambhia	Director	Interest on Unsecured Loan	87,140
Devchand Rambhia	Director	Interest on Unsecured Loan	8,581

ICT Infratech Services Pvt Ltd	Joint Venture	Sales	22,750
ICT Infratech Services Pvt Ltd	Joint Venture	Purchase	30,000
ICT Infratech Services Pvt Ltd	Joint Venture	Services Availed	12,78,500
ICT Infratech Services Pvt Ltd	Joint Venture	Software Purchase	65,000
Panache Innovations Limited	Company Having Common Director	Sales	1,27,650
Panache Innovations Limited	Company Having Common Director	Purchases	15,67,460
Panache Innovations Limited	Company Having Common Director	Rent Income	2,50,000
Rambhia IPR Services LLP	Firm in Which Director is a Partner	Royalty Paid	9,33,500
Eddy & Andy International Limited	Company Having Common Director	Sales	2,07,61,166

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

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Amounts Receivable from Related Parties		
Receivables for Sales & Services Provided		
Panache Innovations Limited	20,04,725	4,48,01,007
ICT Infratech Services Private Limited	51,82,943	56,56,693
Eddy & Andy International Limited	8,53,600	0
	80,41,268	5,04,57,700
Loans & Advances Recoverable		
Recoverable from Subsidiary		
Wemart Global FZE	10,19,931	9,59,075
	10,19,931	9,59,075
Total Receivables from Related Parties	90,61,199	5,14,16,775
Amounts Payable to Related Parties		
Payables for Purchases & Services Availed		
ICT Infratech Services Private Limited	0	7,53,150
Rambhia IPR Services LLP	8,40,150	8,00,570
	8,40,150	15,53,720
Payables to KMP and their Relatives as Remuneration		
Nitesh Savla	1,04,496	96,010
Jinkle Khimsaria	38,016	29,800
	1,42,512	1,25,810
Total Payables to Related Parties	9,82,662	16,79,530

NOTE NO. 43

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	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Financial Assets		
Measured at Amortised Cost		
Loans	10,00,000	10,00,000
Trade Receivables	57,81,58,328	42,66,65,794
Other Financial Assets	38,67,465	38,99,288
Cash & Cash Equivalents	4,70,28,809	1,04,04,334
Bank Balances Other Cash & Cash Equivalents	0	90,55,108
Total financial Assets Measured at Amortised Cost (I)	63,00,54,602	45,10,24,523
Measured at Fair Value Through Other Comprehensive Income (FVTOCI)	0	0
Total Value of Financial Assets [(I)+(II)]	63,00,54,602	45,10,24,523
Financial Liabilities		
Measured at Amortised Cost		
Borrowings	23,78,74,624	13,26,17,587
Trade Payables	45,80,51,511	45,00,41,080
Other Financial Liabilities	16,80,123	15,41,739
Total of Financial Liabilities Measured at Amortised Cost	69,76,06,258	58,42,00,406
Total Value of Financial Liabilities	69,76,06,258	58,42,00,406

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Net gains/(losses) on financial assets and Financial liabilities measured at amortised cost :-		
(i) Exchange Difference Gains/ (Losses) on revalutation or settlement of items denominated in Foreign Currency (Trade Receivables, Loans Given,etc.)	2,01,164	3,93,061
(ii) Amortisation of Fair Value Changes in Security Deposits	1,48,626	73,804
(iii) Finance Charges (Net)	1,11,500	63,210
(iv) Interest Income	9,93,906	9,33,126
(v) Interest Expense	(1,95,88,926)	(1,15,88,776)
Total	(1,81,33,730)	(1,01,25,575)
Net gains/(losses) on financial assets measured at Fair Value Through Other Comprehensive	0	0

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

AS AT 31ST MARCH 2019	CARRYING VALUE IN BOOKS	LEVEL OF INPUT USED FOR FAIR VALUATION		
		LEVEL 1	LEVEL 2	LEVEL 3
Other Financial Assets				
Security Deposits	27,93,336	--	27,93,336	--

AS AT 31ST MARCH 2018	CARRYING VALUE IN BOOKS	LEVEL OF INPUT USED FOR FAIR VALUATION		
		LEVEL 1	LEVEL 2	LEVEL 3
Other Financial Assets				
Security Deposits	27,65,159	--	27,65,159	--

Valuation Method by using Level 2 inputs

Security Deposits have been measured by discounting the Future Cash Flows using Government security rates as at the reporting date.

Consolidated Financial Statement

INDEPENDENT AUDITOR REPORT

To,
The Shareholders of
M/s. Panache Digilife Limited
(Formerly Known as Vardhaman Technology Limited)
(Earlier Vardhaman Technology Private Limited)

Opinion

We have audited the accompanying consolidated financial statements of **M/s Panache Digilife Limited, *(Formerly Known as Vardhaman Technology Limited) (Earlier Known as Vardhaman Technology Private Limited)*** (the "Parent"), and its Subsidiary ("the Parent" and its Subsidiary and Associates collectively referred to as "the Group") and its share of the net profit/(loss) after tax and total comprehensive income / loss of its Associate (Joint Venture) for the year ended 31st March, 2019 ('statement"), being submitted by the Parent which comprise the Balance Sheet as at March 31, 2019, 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 "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 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, 2019 and its profit/loss, total comprehensive income/loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated 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 Consolidated 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 consolidated 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 consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 Consolidated Financial Statements and Auditor's Report

The respective Board of Directors of the Company are 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 consolidated financial statements and our auditor's report.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the other information of the joint operations, subsidiaries, joint ventures and associates audited by other auditors to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the joint operations, subsidiaries, joint ventures and associates, is traced from their financial statements audited by the branch auditors and other auditors and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or

our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these consolidated 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 respective Companies 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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 are also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements.

Materiality

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

Emphasis of Matter - Our opinion is not qualified in respect of this matter

1.1. The consolidated financial statements includes the audited financial statements/ financial information of Wemart Global FZE, subsidiary, whose financial statements/ financial information reflect total assets of Rs.618.76 Lakhs as at 31st March, 2019, total revenue of Rs. NIL, total profit/(net loss) after tax of Rs.(41.04) Lakhs , total comprehensive income/ (loss) of Rs. (41.04) Lakhs and cash flows (net) of Rs. (25.77) Lakhs for the year ended on that date, as considered in the consolidated financial results, whose financial statements are not audited by us. This financial statement have been audited by other auditors, whose report have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of other auditors and procedures performed by us as stated in paragraph above.

1.2. The consolidated financial results also includes the Associate (Joint Venture) share of net profit/(loss) after tax of Rs.1.3 Lakhs and total comprehensive income of Rs. 1.3 Lakhs for the year ended 31st March, 2019, as considered in the consolidated financial results, in respect of ICT Infratech Services Pvt Ltd, Associate(Joint Venture), whose financial statements / financial information have not been audited by us. This financial statement have been audited by other auditors, whose report have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this Associate(Joint Venture) is based solely on the reports of other auditors and procedures performed by us as stated in paragraph above.

Our opinion on the Statement is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that based on our audit and on the consideration of the report of other auditor on separate financial statement of the Foreign subsidiary, referred in the other matters paragraph above, we report to the extent applicable 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 of the aforesaid Consolidated Financial Statements;

b. In our opinion, proper books of accounts as required by law relating to the preparation and presentation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of relevant books & records, returns and the report of the other auditor.

c. The Consolidated Balance Sheet and the Consolidated Statement of Profit & Loss(including Other Comprehensive Income), Statement of Changes in
equity & Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid Consolidated 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 of the Holding Company as on 31st March 2019 taken on record by the Board of Directors of the Holding Company and based on the report of the Statutory auditor of its subsidiary, none of the directors is disqualified as on 31st March 2019, 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-A',** which is based on auditor's reports of the Holding company and its Foreign subsidiary.

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 in respect of the Holding Company and its Foreign Subsidiary which would impact its consolidated financial position.

(ii) The Holding Company and its Foreign Subsidiary did not have any long term contracts for which there were any material foreseeable losses;

(iii) The Holding 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
Dated : 25.05.2019

ANNEXURE - A TO THE AUDITOR'S REPORT FOR THE Y. E. 31ST MARCH, 2019
(Referred to in Paragraph (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 Panache Digilife Limited ("hereinafter referred to as the Parent Company")*(Formerly known as Vardhaman Technology Private Limited)*as of 31st March 2019 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The management of the Parent Company 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 Parent 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 consolidated 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 Consolidated 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 Parent company;
(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated 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 authorizations of management and directors of the Parent company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Parent company's assets that could have a material effect on the consolidated 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 Parent 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 31st March 2019, based on the internal control over financial reporting criteria established by the Parent 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.

Other Matter Paragraph

Our report on the Operating Effectiveness of Internal Financial Control's of the Group is limited only to the extent of Parent Company's controls, as the subsidiaries included in the group are Foreign Subsidiary for whom, such requirements are not applicable as per the relevant statutes of those countries.

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

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

Place : Mumbai
Dated : 25.05.2019

Balance Sheet

(All amounts in INR)

Sl. No.	PARTICULARS	NOTE NO.	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
I.	**ASSETS**			
1	**NON-CURRENT ASSETS**			
(a)	Property, Plant & Equipments ...	2	1,58,36,890	70,45,789
(b)	Capital Work-In-Progress ...	3	18,34,843	1,33,600
(c)	Investment Properties ...	4	2,52,50,539	2,56,90,604
(d)	Goodwill ...		0	0
(e)	Other Intangible Assets ...	5	2,04,780	2,62,986
(f)	Intangible Assets Under Development ...		0	0
(g)	Biological Assets Other than Bearer Plants ...		0	0
(h)	Financial Assets			
	(i) Investments Accounted for Using the equity method ...	6	2,80,248	0
	(ii) Other Investments ...		0	0
	(iii) Loans ...	7	10,00,000	10,00,000
	(iv) Other Financial Assets ...	8	38,67,465	38,99,288
(i)	Deferred Tax Assets ...		0	0
(j)	Other Non-Current Assets ...	9	2,96,76,187	56,85,109
2	**CURRENT ASSETS**			
(a)	Inventories ...	10	25,49,70,393	30,21,85,872
(b)	Financial Assets			
	(i) Investments ...		0	0
	(ii) Trade Receivables ...	11	63,89,49,191	48,57,80,810
	(iii) Cash and Cash Equivalents ...	12	4,81,09,089	1,40,62,336
	(iv) Bank Balances other than Cash & Cash Equivalents ...	13	0	90,55,108
	(v) Loans ...		0	0
	(vi) Other Financial Assets ...		0	0
(c)	Other Current Assets ...	14	4,72,61,633	5,19,20,151
	TOTAL ASSETS		1,06,72,41,258	90,67,21,654
II.	**EQUITY AND LIABILITIES**			
1	**EQUITY**			
(a)	Equity Share Capital ...	15	6,00,00,000	6,00,00,000
(b)	Other Equity ...	16	26,25,16,800	22,37,06,806
2	**LIABILITIES**			
A	**Non-Current Liabilities**			
(a)	Financial Liabilities			
	(i) Borrowings ...	17	13,62,376	58,01,943
	(ii) Trade Payables ...		0	0
	(iii) Other Financial Liabilities ...	18	16,80,123	15,41,739
(b)	Provisions ...	19	47,01,507	33,75,000
(c)	Deferred Tax Liabilities(Net) ...	20	30,20,635	20,13,304
(d)	Other Non-Current Liabilities ...	21	69,242	1,56,707
B	**Current Liabilities**			
(a)	Financial Liabilities			
	(i) Borrowings ...	22	23,65,12,248	12,68,15,644
	(ii) Trade Payables ...	23	46,60,26,996	45,90,20,451
	(iii) Other Financial Liabilities ...		0	0
(b)	Other Current Liabilities ...	24	1,79,45,707	91,35,625
(c)	Provisions ...	25	38,21,412	23,93,003
(d)	Current Tax Liabilities(Net) ...	26	95,84,211	1,27,61,432
	TOTAL EQUITY AND LIABILITIES		1,06,72,41,258	90,67,21,654
	Significant Accounting Policies & Notes to the Accounts.	1		

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

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE DIGILIFE LIMITED

MR. AMIT D. RAMBHIA
MANAGING DIRECTOR
DINO:- 00165919

MR. NIKIT D. RAMBHIA
JOINT MANAGING DIRECTOR
DINO:- 00165678

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

MR.NITESH M. SAVLA
CFO

MS.JINKLE KHIMSARIA
CS & COMPLIANCE OFFICER
MEM. NO. A43987

PLACE: MUMBAI
DATED: 25.05.2019

PLACE: MUMBAI
DATED: 25.05.2019

Statement on Profit & Loss

(All amounts in INR)

SR. No.	PARTICULARS		NOTE NO.	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
A.	**CONTINUING OPERATIONS**				
I.	**REVENUE**				
	Revenue From Operations	...	27	93,13,85,242	1,02,50,25,724
	Other Income	...	28	90,78,933	52,65,480
	Other Gains / (Losses) - net	...		0	0
	TOTAL INCOME			94,04,64,175	1,03,02,91,205
II.	**EXPENSES**				
	Cost of Materials Consumed	...	29	73,09,23,926	1,04,02,85,743
	Changes in Inventories of Work-in-Progress,Stock-in-Trade and Finished Goods	...	30	4,72,15,479	(15,16,90,821)
	Employee Benefit Expenses	...	31	4,99,14,299	3,72,06,471
	Finance Costs	...	32	2,06,22,837	1,18,82,226
	Depreciation and Amortisation Expenses	...	33	19,60,098	15,47,665
	Other Expenses	...	34	3,51,44,406	2,87,76,888
	TOTAL EXPENSES			88,57,81,044	96,80,08,172
III.	**Profit Before Exceptional items & Tax**	...		5,46,83,131	6,22,83,032
	Exceptional Items	...	35	(1,241)	57,620
IV.	**Profit Before Tax From Continuing Operations**	...		5,46,81,890	6,23,40,652
	Income Tax Expense				
	-Current Tax	...	36	1,76,70,947	1,45,17,363
	-Deferred Tax	...	36	(13,995)	(7,67,182)
A.	**PROFIT FROM CONTINUING OPERATIONS**			3,70,24,938	4,85,90,471
Add:	Share of Profit/(loss) from Joint Venture			1,30,248	0
	TOTAL PROFIT FROM CONTINUING OPERATIONS			3,71,55,186	4,85,90,471
B.	**OTHER COMPREHENSIVE INCOME**				
I.	Items that will not be reclassified to Profit or Loss A/c	...	37	4,79,725	0
	Income Tax Relating to items that will not be reclassified to Profit or Loss A/c	...		(1,33,459)	0
II.	Items that will be reclassified to Profit or Loss A/c	...	37	32,81,409	80,975
	Income Tax Relating to items that will be reclassified to Profit or Loss A/c	...		(8,87,867)	(25,021)
B.	**OTHER COMPREHENSIVE INCOME FOR THE PERIOD**			27,39,808	55,954
	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD [(A)+(B)]			3,98,94,994	4,86,46,425

Profit for the year attributable to :				
(a) Owners of the Company			3,70,24,938	4,85,90,471
(b) Non-Controlling Interest			0	0
			3,70,24,938	4,85,90,471
Other Comprehensive Income for the year attributable to :				
(a) Owners of the Company			27,39,808	55,954
(b) Non-Controlling Interest			0	0
			27,39,808	55,954
Total Comprehensive Income for the year attributable to :				
(a) Owners of the Company			3,98,94,994	4,86,46,425
(b) Non-Controlling Interest			0	0
			3,98,94,994	4,86,46,425
EARNINGS PER SHARE				
Basic EPS	...	38	6.17	8.23
Diluted EPS	...	38	6.17	8.23

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

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE DIGILIFE LIMITED

MR. AMIT D. RAMBHIA
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MS.JINKLE KHIMSARIA
CS & COMPLIANCE OFFICER
MEM. NO. A43987

PLACE: MUMBAI
DATED: 25.05.2019

PLACE: MUMBAI
DATED: 25.05.2019

Statement of Changes in Equity

a. EQUITY SHARE CAPITAL

Balance as at 01st April 2017	Changes in Equity Share Capital During FY 2017-18	Balance as at 31st March 2018
4,20,00,000	1,80,00,000	6,00,00,000

Balance as at 01st April 2018	Changes in Equity Share Capital During FY 2018-19	Balance as at 31st March 2019
6,00,00,000	0	6,00,00,000

b OTHER EQUITY

(All amounts in INR)

PARTICULARS	SHARE APPLICATION MONEY PENINDG FOR ALLOTMENT	RESERVES & SURPLUS				GAINS/LOSSES ON TRANSLATING FINANCIAL STATEMENTS OF FOREIGN OPERATIONS	ACTURIAL GAINS/(LOSSES) ON DEFINED BENEFIT OBLIGATIONS	TOTAL
		CAPITAL RESERVE	SECURITIES PREMIUM RESERVE	OTHER RESERVE (SPECIFY NATURE)	RETAINED EARNINGS			
Balance at the beginning of the reporting Period as at 01st April 2017	0	0	0	0	4,98,06,056	(4,35,512)	0	4,93,70,544
Change in accounting Policy & Prior Period errors Restated balance at the beginning of the reporting period.	0	0	0	0	56,275	0	0	56,275
Profit for the year	0	0	0	0	4,85,90,471	0	0	4,85,90,471
Comprehensive Income for the Year	0	0	0	0	0	55,954	0	55,954
Dividends	0	0	0	0	(18,00,000)	0	0	(18,00,000)
Dividend Distribution Tax	0	0	0	0	(3,66,438)	0	0	(3,66,438)
Transfer to Reserves	0	0	0	0	0	0	0	0
Issue of Bonus Shares	0	0	0	0	0	0	0	0
Premium on Issue of Shares	0	0	12,78,00,000	0	0	0	0	12,78,00,000
Balance as at 31st March 2018	0	0	12,78,00,000	0	9,62,86,364	(3,79,558)	0	22,37,06,806
Change in accounting Policy & Prior Period errors Restated balance at the beginning of the reporting	0	0	0	0				0
Profit for the year	0	0	0	0	3,71,55,186	0	0	3,71,55,186
Total Comprehensive Income for the Year	0	0	0	0		23,93,542	3,46,266	27,39,808
Dividends	0	0	0	0	(9,00,000)	0	0	(9,00,000)
Dividend Distribution Tax					(1,85,000)			(1,85,000)
Transfer to Reserves	0	0	0	0				0
Premium on Issue of Shares	0	0	0	0	0	0	0	0
Balance as at 31st March 2019	0	0	12,78,00,000	0	13,23,56,550	20,13,984	3,46,266	26,25,16,800

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

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE DIGILIFE LIMITED

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

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MEM. NO. A43987

PLACE: MUMBAI
DATED: 25.05.2019

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DATED: 25.05.2019

Cash Flow Statements

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019		FOR THE YEAR ENDED 31ST MARCH 2018	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax as per Profit & Loss A/c		5,46,81,890		6,23,40,652
Adjustments for Non-cash Items				
Depreciation on Fixed Assets	19,60,098		15,47,665	
Finance Charges on Financial Instruments (unwinding of Discount)	(1,11,500)		(63,210)	
Amortisation of Fair Value Changes in Security Dep	1,48,626		73,804	
Provision for Gratuity	18,68,828		34,58,077	
Miscellaneous Expenses Written Off	12,45,028		12,45,028	
		51,11,080		62,61,364
		5,97,92,970		6,86,02,016
Adjustments for Non-Operating Items				
Interest on Investment	(9,93,906)		(9,33,126)	
Interest Paid	1,95,88,926		1,15,88,776	
Rent Income From Investment Property	(31,45,750)		(37,91,740)	
Bank Charges	10,33,911		2,93,450	
Profit On Sale of Assets	0		(67,100)	
		1,64,83,181		70,90,260
Operating Profit before Working Capital Changes		7,62,76,151		7,56,92,276
Adjusted for Change in Working Capital:				
Inventories	4,72,15,479		(15,16,90,821)	
Trade Receivable	(15,31,68,381)		(5,48,96,193)	
Other Current Assets	50,80,195		(4,46,18,152)	
Other Non-Current Assets	(2,63,44,820)		(22,905)	
Other Financial Assets	(1,47,818)		(20,39,550)	
Trade Payable	70,06,545		12,87,75,266	
Other Financial Liabilities (Non-Current)	50,000		12,000	
Provisions (Long Term)	(62,596)		(83,077)	
Provisions (Short Term)	14,28,409		(62,356)	
Other Current Liability	88,10,082	(11,01,32,904)	(87,55,206)	(13,33,80,994)
Cash Generated from Operations		(3,38,56,753)		(5,76,88,718)
Taxed Paid		2,08,48,168		1,00,79,025
Net Cash Flow from Operations **(A)**		(5,47,04,921)		(6,77,67,743)
CASH FLOW FROM INVESTING ACTIVITIES				
Cash Inflow				
Redemption of FD	90,55,108		0	
Interest on Investments	9,93,906		9,33,126	
Rent Income from Investment Property	31,45,750		37,91,740	
Sale of Fixed Assets	0		99,000	
Foreign Currency Translation Reserve	32,81,409		80,975	
Loans Repaid by Parties	8,30,472	1,73,06,645	6,72,012	55,76,853
Cash Outflow				
Purchase of Fixed Assets	1,19,54,171		21,04,368	
Investment in Associate	1,50,000		0	
Investment in FD	0		62,90,520	
Investment in RD	0		12,51,828	
Loans Given	0	1,21,04,171	22,24,480	1,18,71,196
Net Cash Flow from Investing Activities **(B)**		52,02,473		(62,94,343)

Continued .....

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019		FOR THE YEAR ENDED 31ST MARCH 2018	
CASH FLOW FROM FINANCING ACTIVITIES				
Cash Inflow				
Share Capital Issued	0		1,80,00,000	
Premium Collected on Share Issue	0		12,78,00,000	
Long Term Borrowing	0		19,94,504	
Short Term Borrowing	3,67,09,351	3,67,09,351	2,88,64,833	17,66,59,337
Cash Outflow				
Long Term Borrowing Settled	44,39,567		8,37,21,941	
Short Term Borrowing Settled	3,06,85,042		10,11,382	
Interest Paid	1,95,88,926		1,15,88,776	
Bank Charges	10,33,911		2,93,450	
Dividend Paid	9,00,000		18,00,000	
Dividend Distribution Tax Paid	1,85,000		3,66,438	
Miscellaneous Expenses Incurred	0	5,68,32,446	47,02,835	10,34,84,822
Net Cash Flow from Financing Activities (C)		(2,01,23,095)		7,31,74,515
CASH FLOW FROM ALL ACTIVITIES (A+B+C)		(6,96,25,543)		(8,87,571)
Cash and Cash Equivalents at the Beginning				
Cash in Hand	15,32,374		6,05,504	
Balance in Bank	(8,32,14,086)	(8,16,81,713)	(8,13,99,646)	(8,07,94,142)
Cash and Cash Equivalents at the End		(15,13,07,255)		(8,16,81,713)
Closing Balance as per accounts				
Cash in Hand		14,10,368		15,32,374
Balance in Bank		(15,27,17,623)		(8,32,14,086)
		(15,13,07,255)		(8,16,81,713)

Notes :

1 Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 "Statement of Cash Flows" as specified in the Companies(Indian Accounting Standard Rules),2015.

2 Purchase of Fixed Assets represents additions to Property,Plant and Equipments,Capital Work-in-progress and Other Intangible As

3 Cash & Cash Equivalents included in the statement of Cash Flows comprises of the following.

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Cash balance Disclosed under Current Financial Assets - Note No.12	14,10,368	15,32,374
Balances With Bank		
Fixed Deposits With Bank Disclosed under Current Financial Assets - Note No.12	3,55,98,254	73,09,620
Current Deposits with Bank Disclosed under Current Financial Assets - Note No.12	1,11,00,467	52,20,342
Cash Credit with Bank Disclosed under Current Financial Liabilities - Note No.22	(19,94,16,344)	(9,57,44,049)
Cash & Cash Equivalents as per Balance Sheet	(15,13,07,255)	(8,16,81,713)

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

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE DIGILIFE LIMITED

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PLACE: MUMBAI
DATED: 25.05.2019

PLACE: MUMBAI
DATED: 25.05.2019

Notes to Financial Statements

NOTE NO. 1

GENERAL NOTES TO ACCOUNTS ON CONSOLIDATED FINANCIAL STATEMENTS

A Significant Accounting Policies, practices annexed to & forming part of accounts for the year ending on 31st March 2019

1 Basis of Preparation

The Group's Financial Statements have been prepared 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.

2 System of Accounting :

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

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

2.3 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 Group 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.

3 Going Concern

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

4 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).

5 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.

6 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Parent Company,its subsidiaries, associates and joint ventures. The Parent Company together with its subsidiaries, associates and joint ventures constitute a Group.

6.1 Consolidation Process for Subsidiaries

An entity which is, directly or indirectly, controlled by the Parent Group is treated as subsidiary. Control exists when the Parent Group, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Parent Group, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Group, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss from the date the Parent Group, directly or indirectly, gains control until the date when the Parent Group, directly or indirectly, ceases to control the subsidiary.

The consolidated financial statements of the Group combines financial statements of the Parent Company and its subsidiaries line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-group assets, liabilities, income, expenses and unrealised profits/losses on intra-group transactions are eliminated on consolidation. The accounting policies of subsidiaries have been harmonised to ensure the consistency with the policies adopted by the Parent Company. The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company's standalone financial statements.

6.2 Consolidation Process for Joint Ventures & Associates

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint ventures are accounted for using the equity method.

Associates are companies over which the Parent Company exerts significant influence, generally through an ownership interest between 20% and 50%. Investments in associates are accounted for using the equity method and recognized at cost on the acquisition date. The carrying amount is subsequently increased or decreased to recognize Parent Compnay's share of profit or loss and other comprehensive income of the associate. Intra-group profits on transactions with associates accounted for using the equity method are eliminated against the investment to the extent of Parent Company's equity interest in the associates. Intra-group losses are eliminated in the same way as intra-group profits unless there is evidence of impairment.

7 Prior Period Errors

Prior Period Errors have been 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.

Accordingly, the Group has rectified the prior period error occurred in case of treatment of fair valuation of deposits, wherein the difference between the fair value and carrying value of deposits were originally charged to Profit & Loss Account entirely, which has now been carried forward in the Balance sheet of the Group as 'Advance Payable/Recoverable Other than in Cash'. Such Advance shall now be charged to profit/loss on a straight line basis over the period of lease.

The Effect of such rectification on the various components of the Financial Statements presented for the year ended 31st March 2018 are as follows:-

PARTICULARS	EFFECT OF RECTIFICATION	AMOUNT
Changes to Assets		
Effect on Non- Current Assets	Increase	6,20,854
Effect on Current Assets	Increase	2,28,758
Total Effect on Asset		8,49,612
Changes to Equities & Liabilities		
Effect on Profit/Loss Account	Increase	5,49,165
Effect on Opening Reserves	Increase	56,275
Effect on Non-Current Liabilities	Increase	1,56,707
Effect on Current Liabilities	Increase	87,465
Total Effect on Equities & Liabilities		8,49,612

8 Employee Benefits

8.1 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.

8.2 Post-Employment Benefits

a) Defined Contribution Plans

The Group's contributions to state governed provident fund scheme is the only defined contribution plan of the Group. 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 Group 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. Gains or losses on settlement of any defined benefit plan 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 Group recognises related restructuring costs or termination benefits.

9 Financial Instruments

Financial assets and/or financial liabilities are recognised when the Group 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.

9.1 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.

b) 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 Group 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 Group has transferred substantially all the risks and rewards of the asset, or b) the Group 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.

c) Impairment of Finanical Assets

The Group 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.

9.2 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) methoFinancial 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) Subseququent 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.

10 Foreign Currencies

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

b) Transactions in currencies other than the Group's functional currency occurred during the year are translated into Rupees at the exchange rate prevailing on the date of respective payments or receipts. Such Practice is not consistent with the provisions of Ind AS 21,"The Effects of Changes in Foreign Exchange Rates". However for costing purposes, such practice is consistently followed over the years.

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

d) Financial statements of foreign operations whose functional currency is different than Indian Rupee are translated into Indian Rupee as follows:

i) Assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that Balance Sheet;

ii) Income and expenses for each income statement are translated at average exchange rates; and

iii) All resulting exchange differences are recognised in other comprehensive income and accumulated in equity for subsequent reclassification to profit or loss on disposal of such foreign operations.

11 Recoverability of Trade Receivables

Judgements 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.

12 Revenue Recognition

Effective from 01st April,2018, the Group adopted Ind AS 115,'Revenue from Contracts with Customers' using the cumulative catch up transition method applied to contracts that were not completed as at 01st April,2018. In accordance with the cumulative cath-up transition method, the comparatives have not been retrospectively adjusted. The effect of the adoption of Ind AS 115 on the Group's Financial Statements were negligible. The adoption of Ind AS 115 required enhanced disclosures about the nature,amount,timing and uncertainity of revenue and cash flows arising from the entity's contracts with customers. The details of such disclosure are available in Note No.27-'Revenue from Operations' of this Consolidated Financial Statements.

13 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.

13.1 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.

13.2 Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Group'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 Group expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

14 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 Group to make decisions for performance assessment and resource allocation.

Considering the nature and scope of business of the Group, the Chief Operating Decision Maker could not identify any operating Segment.

However, a report on Group's reliance on Major customers is as follows:-

Sales Made to Major Customer	Total Sales Made During the Year	% of Sales Made to Major Customers
Rs. 53,64,08,921	Rs. 93,13,85,242	57.59%

15 Provisions, Contingent Liabilities and Contingent Assets.

Provisions are recognised only when:

a) The Group 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 Balance Sheet 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.

16 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.

17 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

B Accounting Transactions

1 None of the employees were in receipt of or are entitled to receive remuneration aggregating to not less than Rs.1,02,00,000/- for the year or not less than Rs.8,50,000/- per month, if employed for part of the year.

2 Outstanding balances as at 31st March, 2019 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 Current and Non-current Assets, Loans & Advances are recorded approximately at the value as if realised in the ordinary course of the business. The provision for depreciation and all known liabilities are adequate and are not in excess of the amounts reasonably necessary.

4 In the opinion of the Group, it is dealing in different varieties of IT Hardware & its peripherals, Alkaline Water Ionizers, GPS Tracking Units and Consumer Electronic Goods etc. Day to day Quantitative Stock Records have been maintained properly.

5 All the Directors have drawn remuneration for the Accounting Year 2018-19 aggregating to Rs.99,00,000/-

C Recent Accounting Pronouncements

a) Impact of Ind AS 116-"Leases"

Ind AS 116: On 30th March, 2019 the Ministry of Corporate Affairs has notified Ind AS 116,Leases. Ind AS 116 will replace the exiting lease standard, Ind AS 17,Leases.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. Currently, operating lease expenses are charged to the statement of Profit & Loss. The standard also contains enhanced disclosure requirements for lessees.Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

Ind AS 116 'Leases' will be effective in the Group's financial statements for the accounting period commencing 01st April,2019.The Group is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of Application (01st April 2019).Accordingly, Comparatives for the year ended 31st March,2019 will not be retrospectively adjusted.

For pre-Ind AS 116 operating leases, the rental charge is replaced by depreciation of the right of use asset and interest on the lease liability. Ind AS 116 therefore results in an increase to operating profit, which is reported prior to interest being deducted. Depreciation is charged on a straight-line basis, however, interest is charged on outstanding lease liabilities and therefore reduces over the life of the lease. As a result,the impact on the income statement below operating profit is highly dependent on average lease maturity. For an immature portfolio, depreciation and interest are higher than the rental charge they replace and therefore Ind AS 116 is dilutive to EPS. For a mature portfolio, they are lower and therefore Ind AS 116 is accretive.

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.

The Group has elected to apply the practical expedient, not to reassess whether a contract is, or contains, a lease on transition. The Group has elected to recognise payments for short-term leases and leases of low value assets on a straight-line basis as an expense in the income statement.

The Group is still evaluating the impact of applying Ind AS 116. However, the Group considers that Ind AS 116 will have a significant impact on reported assets, liabilities and the income statement of the Group, as well as the classification of cash flows relating to lease contracts. The standard will impact a number of key measures such as operating profit and cash generated from operations, as well as a number of alternative performance measures used by the Group.

b) Appendix C to Ind AS 12 - Uncertainity over Income Tax Treatments

On 30th March,2019 , the Ministry of Corporate Affairs has notified Appendix C to Ind AS 12, Uncertainity over Income Tax Treatments, which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainity over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of tax treatment when determining taxable profit (or loss) , tax bases, unused tax losses, unused tax credits and tax rates.

The effective date for adoption of Appendix C to Ind AS 12, is annual periods beginning on or after 01st April, 2019. The Group will adopt the standard from 01st April, 2019 and has elected to adjust the cumulative effect in equity on the date of initial application i.e 01st April, 2019 without adjusting the comparatives.

The effect of adoption of Appendix C to Ind AS 12, is estimated to be negligible in the Consolidated Financial Statements of the Group.

c) Amendments to Ind AS 12 - Income Taxes

On 30th March, 2019, the Ministry of Corporate Affairs issued amendments to the guidance on Ind AS 12, Income Taxes in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequence of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after 01st April,2019. The Consolidated Financial Statements of the Group is not expected to be affected by such amendment.

d) Amendments to Ind AS 19 - Employee Benefits

On 30th March, 2019, the Ministry of Corporate Affairs issued amendments to Ind AS 19,Employee Benefits, in connection with accounting for plan amendments, curtailments, and settlements.

The amendments require an entity to:

- use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of asset ceiling.

Effective date of this amendment is annual period beginning on or after 01st April, 2019. The Group does not have any impact on account of this amendment.

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

NOTES FORMING PART OF BALANCE SHEET

NOTE NO.2
PROPERTY, PLANT & EQUIPMENTS

(a) Method Of Valuation Of Property,Plant & Equipment :-

Property,Plant & Equipment (hereinafter referred to as PPE) is recognised when it is probable that future economic benefits associated with the item will flow to the Group 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.

(b) Value of Property,Plant & Equipment :-

The value of Property,Plant & Equipment in the books of Panache Digilife Limited as at 31st March 2019 is as follows :-

PARTICULARS	GROSS BLOCK				DEPRECIATION (S.L.M)				NET BLOCK	
	Cost as on 01.04.18	Additions	Deductions (sales / W/off)	Cost as on 31.03.19	Upto 01.04.18	Additions	Deductions	As at 31.03.19	As at 01.04.18	As at 31.03.19
Buildings										
Leasehold Improvements	0	30,93,676	0	30,93,676	0	46,299	0	46,299	0	30,47,377
Furnitures & Fixtures										
Class I	17,95,453	2,93,250	0	20,88,703	9,43,757	1,78,970	0	11,22,727	8,51,696	9,65,976
Class II	0	34,24,868	0	34,24,868	0	51,256	0	51,256	0	33,73,612
Plant & Machinery :										
Air Conditioner	7,06,099	21,83,411	0	28,89,510	5,72,283	88,896	0	6,61,179	1,33,816	22,28,331
Plant & Machinery	28,83,478	9,25,656	0	38,09,134	10,24,250	1,96,798	0	12,21,048	18,59,228	25,88,086
Mould	1,57,500	0	0	1,57,500	1,28,604	21,023	0	1,49,627	28,896	7,873
Other Assets										
Office Equipments	3,61,256	1,10,000	0	4,71,256	3,13,165	17,395	0	3,30,560	48,091	1,40,696
Mobile Handset	3,88,539	41,982	0	4,30,521	1,56,557	1,01,740	0	2,58,297	2,31,982	1,72,224
Camera	2,30,337	0	0	2,30,337	61,083	14,819	0	75,902	1,69,254	1,54,435
Lift	1,68,200	0	0	1,68,200	64,392	11,179	0	75,571	1,03,808	92,629
Networking Devices	1,02,061	0	0	1,02,061	96,088	692	0	96,780	5,973	5,281
Motor Car	42,19,587	0	0	42,19,587	11,12,849	4,86,968	0	15,99,817	31,06,738	26,19,770
Computers & Laptop	12,79,584	1,15,085	0	13,94,669	7,73,277	1,80,791	0	9,54,068	5,06,307	4,40,601
	1,22,92,094	1,01,87,928	0	2,24,80,022	52,46,305	13,96,827	0	66,43,132	70,45,789	1,58,36,890

(c) Depreciation

Depreciation on PPE is recognised using Straight Line Method so as to write off the cost of assets less their residual values over their useful life.In case of PPE purchased/sold during the year, Depreciation has been provided on pro-rata basis.

The Useful Life of PPE adopted by the management for calculating Depreciation to be charged on different classes of PPE's for the current year are as follows:-

CLASS OF ASSET	USEFUL LIFE ADOPTED (IN YEARS)	
	FOR ASSETS KEPT IN OLD FACTORY & OFFICE PREMISES	FOR ASSETS KEPT IN NEW LEASED FACTORY
Leasehold Improvements	N.A.	8
Furnitures & Fixtures - Class I	10	10
Furniture & Fixtures - Class II	N.A.	8
Air Conditioner	5	5
Plant & Machinery	15	15
Mould	8	N.A.
Office Equipments	5	5
Mobile Handset	3	N.A.
Camera	15	N.A.
Lift	15	N.A.
Networking Devices	6	N.A.
Motor Car	6	N.A.
Computers & Laptop	3	3

The estimated useful life and residual values are also reviewed at end of each financial year and the effect of any change in the estimates of useful life/residual value is accounted for,on prospective basis as per Ind AS-8.

(d) Impairment Losses

As at the end of each accounting year, the Group reviews the carrying amounts of its Property,Plant & Equipment, to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of PPE exceeds its recoverable amount. Recoverable amount is determined in the case of :-

(i) an individual asset, at the higher of the net selling price and the value in use; and

(ii) a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

If the recoverable amount of a PPE (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the PPE (or cash generating unit) is reduced to its recoverable amount.

NOTE NO.3
CAPITAL WORK-IN-PROGRESS

(a) Manner of Classification

PPE not ready for intended use on the date of Balance sheet are disclosed as ' Capital work-in-progress'.

(b) Value of Capital Work-in-progress

The value of Capital Work-in-Progress in the books of Panache Digilife Limited as at 31st March 2019 is as follows :-

PARTICULARS	GROSS BLOCK				DEPRECIATION (S.L.M)				NET BLOCK	
	Cost as on 01.04.18	Additions	Deductions (sales / W/off)	Cost as on 31.03.19	Upto 01.04.18	Additions	Deductions	As at 31.03.19	As at 01.04.18	As at 31.03.19
Set up of plant at Bhiwandi	1,33,600	0	1,33,600	0	0	0	0	0	1,33,600	0
Machine under Development	0	18,34,843	0	18,34,843	0	0	0	0	0	18,34,843
	1,33,600	18,34,843	1,33,600	18,34,843	0	0	0	0	1,33,600	18,34,843

NOTE NO.4
INVESTMENT PROPERTIES

(a) Method Of Valuation Of Investment Properties

Properties, including those under construction, held to earn rentals and/or capital appreciation are classified as investment property and measured and reported at cost, including transaction costs.

(b) Value Of Investment Property

The value of Investment Property in the books of Panache Digilife Limited as at 31st March 2019 is as follows :-

PARTICULARS	GROSS BLOCK				DEPRECIATION (S.L.M)				NET BLOCK	
	Cost as on 01.04.18	Additions	Deductions (sales / W/off)	Cost as on 31.03.19	Upto 01.04.18	Additions	Deductions	As at 31.03.19	As at 01.04.18	As at 31.03.19
Land & Building										
Office Premises	2,78,03,000	0	0	2,78,03,000	21,12,396	4,40,065	0	25,52,461	2,56,90,604	2,52,50,539
	2,78,03,000	0	0	2,78,03,000	21,12,396	4,40,065	0	25,52,461	2,56,90,604	2,52,50,539

(c) Depreciation

Depreciation on Investment Property is recognised using straight line method so as to write off the cost of assets less their residual values over their useful lives specified in Schedule- II of the Companies Act,2013.

The Useful Life of Investment Property adopted by the management from Schedule II of Companies Act,2013; for calculating Depreciation to be charged on such Investment property for the current year is as follows:-

CLASS OF ASSET	USEFUL LIFE ADOPTED (IN YEARS)
Office Premises	60

The estimated useful life and residual values are also reviewed at end of each financial year and the effect of any change in the estimates of useful life/residual value is accounted for,on prospective basis as per Ind AS-8.

(d) Impairment Losses

As at the end of each accounting year, the Group reviews the carrying amounts of its Investment Property, to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined in the case of :-

(i) an individual asset, at the higher of the net selling price and the value in use; and

(ii) a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

If the recoverable amount of a Investment Property (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the Investment Property (or cash generating unit) is reduced to its recoverable amount.

(f) Disclosure Pursuant to Ind AS-40 " Investment Property"

Amount Recognised in the Statement of Profit and Loss for Investment Property

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Rental Income Derived From Investment Property	28,95,750	23,41,740
Interest on Loan	(25,153)	(3,19,880)
Office Maintenance Charges	(1,79,154)	(1,39,402)
Property Tax	(1,19,088)	(1,17,600)
TOTAL	25,72,355	17,64,858

NOTE NO.5
OTHER INTANGIBLE ASSETS

(a) 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 Group 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.

(b) Value of Intangible Assets

The value of Intangible Assets in the books of Panache Digilife Limited as at 31st March 2019 is as follows :-

PARTICULARS	GROSS BLOCK				AMORTISATION (S.L.M)				NET BLOCK	
	Cost as on 01.04.18	Additions	Deductions (sales / W/off)	Cost as on 31.03.19	Upto 01.04.18	Additions	Deductions	As at 31.03.19	As at 01.04.18	As at 31.03.19
Intangible Assets										
Software	3,99,495	65,000	0	4,64,495	1,36,509	1,23,206	0	2,59,715	2,62,986	2,04,780
	3,99,495	65,000	0	4,64,495	1,36,509	1,23,206	0	2,59,715	2,62,986	2,04,780

(c) Amortisation

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

Based on Technical evaluation considering the business specific needs & the potency of assets to generate future cash flows, the useful life of different class of intangible assets have been determined by the management, which is as follows:-

CLASS OF ASSET	USEFUL LIFE ADOPTED (IN YEARS)
Software	3

The method of amortisation and useful life are reviewed at the end of each financial year with the effect of any changes in the estimate being accounted for prospectively.

(d) Impairment Losses

As at the end of each accounting year, the Group reviews the carrying amounts of its Intangible Assets, to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any. Intangible assets with indefinite life (if any) will be tested for impairment each year.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

NOTE NO. 6
INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

a) Value of Investments

The Value of Investments of the Entity for different reporting dates are as follows:-

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
ICT Infratech Services Private Limited	2,80,248	0
	2,80,248	0

b) Investment in Joint Venture

Looking forward to the growth Prospects of the Group, it has entered into a joint venture for a company called 'ICT Infratech Services Private Limited' from 07th January 2019. The joint venture is into the business of trading in IT Hardware & peripherals with 'Air PC' being its major product.

NOTE NO. 7
LOANS (NON CURRENT)

(a) Measurement

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

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Loans & Advances	10,00,000	10,00,000
	10,00,000	10,00,000

NOTE NO. 8
OTHER FINANCIAL ASSETS (NON CURRENT)

(a) Measurement Basis

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

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

DEPOSIT	PERIOD	SOURCE	RATE
Daman Factory Deposit	3	Government Bonds	7.75%
Mumbai Office Deposit	5	Government Bonds	7.75%
Bhiwandi office Deposit	*8	Government Bonds	7.75%
Electricity Deposit	8	Government Bonds	7.75%

** The contract period for the deposit has been re-estimated from 5 Years to 8 Years, based on recent developments and Group's intentent to renew the agreement after its termination. The effect of such re-estimation has been accounted for, prospectively as per Ind AS 8 as the same has been considered as a change in accounting estimate.*

(b) Value of Other Financial Assets

Considering the above measurement basis, the value of Other Financial assets are as follows :-

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Deposits				
Daman Office Deposit	....	....	2,80,220	2,60,065
Mumbai Office Deposit	....	....	11,62,784	10,79,150
Bhiwandi factory Deposit	....	....	12,28,197	14,25,944
Electricity Deposit	....	....	1,66,095	43,960
Rent Deposit	....	....	0	30,000
Bangalore Office Deposit	....	....	0	30,000
Shree Rajlaxmi Textiles Park Ltd.	....	....	10,00,000	10,00,000
Telephone Deposit	....	....	5,169	5,169
Sales Tax Deposit	....	....	25,000	25,000
			38,67,465	38,99,288

NOTE NO. 9
OTHER NON-CURRENT ASSETS

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Income Tax Refundable	....	....	1,90,768	1,90,768
VAT Refundable	....	....	0	27,180
Advance for Property	....	....	2,63,72,000	0
Advance Recoverable other than in Cash	....	....	7,57,168	6,20,854
Miscellaneous Expenditure	....	....	23,56,251	48,46,307
			2,96,76,187	56,85,109

NOTE NO. 10
INVENTORIES

(a) Valuation Method

Inventories comprise of IT Hardware & its peripherals, Alkaline Water Ionizers,GPS Tracking Units and Other Consumer Electronic Goods which have been measured at weighted average cost or Net Realisable Value whichever is lower as per Ind AS-2.Cost of Inventories consist of its purchase price, cost of conversion 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 reproting periods are as follows:-

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Closing Stock / Inventories	....	....	25,49,70,393	30,21,85,872
			25,49,70,393	30,21,85,872

NOTE NO. 11
TRADE RECEIVABLES

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Secured, Considered good	....	....	0	0
Unsecured, Considered good	....	....	63,09,07,923	43,53,23,110
Doubtful	....	....	6,53,461	0
			63,15,61,384	43,53,23,110
Less: Allowance for Bad and Doubtful Debts (Expected Credit Losses)			6,53,461	0
			63,09,07,923	43,53,23,110
Receivable from related Parties (Refer Note No.44)	....	....	80,41,268	5,04,57,700
			63,89,49,191	48,57,80,810

NOTE NO. 12
CASH AND CASH EQUIVALENTS

Investments in Fixed Deposits have been considered by the management to be short term in nature, made against letter of credit facility and buyers credit from the Bank and hence they are valued at cost plus accrued interest on it.

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Balance with Banks	....	....	1,11,00,467	52,20,342
Cash on Hand	....	....	14,10,368	15,32,374
Fixed Deposits with Bank	....	....	3,55,98,254	73,09,620
			4,81,09,089	1,40,62,336

NOTE NO. 13
BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
RD With Bank	....	....	0	78,03,280
FD With Bank with maturity more than 3 months	....	....	0	12,51,828
			0	90,55,108

NOTE NO. 14
OTHER CURRENT ASSETS

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Prepaid Expenses &Others	....	....	34,43,132	6,47,032
Loans & Advances to staff	....	....	3,74,779	12,05,251
Interest Receivable	....	....	1,99,430	91,430
Advances To Creditors	....	....	1,58,03,424	1,57,33,963
Tender registration Deposit	....	....	0	35,00,000
Input Credit of GST	....	....	2,51,77,223	3,05,13,717
Miscellanous Expenses	....	....	12,45,028	0
Advance Recoverable Other than in Cash	....	....	2,35,879	2,28,758
MEIS Duty Scrips	....	....	7,82,738	0
			4,72,61,633	5,19,20,151

NOTE NO. 15
EQUITY SHARE CAPITAL

a. Capital Structure of the Group

PARTICULARS OF CAPITAL	AS AT 31ST MARCH 2019		AS AT 31ST MARCH 2018	
	NO.OF SHARES	TOTAL VALUE	NO.OF SHARES	TOTAL VALUE
AUTHORISED				
Equity Shares of Rs.10/- each	70,00,000	7,00,00,000	70,00,000	7,00,00,000
	70,00,000	7,00,00,000	70,00,000	7,00,00,000
ISSUED, SUBSCRIBED & FULLY PAID-UP :				
Equity Shares of Rs.10/- each	60,00,000	6,00,00,000	60,00,000	6,00,00,000
	60,00,000	6,00,00,000	60,00,000	6,00,00,000
ISSUED, SUBSCRIBED AND NOT FULLY PAID-UP :	0	0	0	0
	0	0	0	0

b. Details of Shareholding

Shareholders holding more than 5% of Equity Shares :

SR. NO	NAME OF SHAREHOLDER	NO.OF SHARES AS ON 31.03.19	PERCENTAGE HOLDING	NO.OF SHARES AS ON 31.03.18	PERCENTAGE HOLDING
A.	**EQUITY SHARES**				
1.	Amit Devchand Rambhia	14,00,000	23.33%	14,00,000	23.33%
2.	Nikit Devchand Rambhia	14,00,000	23.33%	14,00,000	23.33%
3.	Devchand Rambhia	13,99,860	23.33%	13,99,860	23.33%

c. Reconciliation of the number of Equity Shares outstanding

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Number of Shares at the beginning of the year :	60,00,000	42,00,000
(+) Bonus shares issued	0	0
(+) Fresh issue made	0	18,00,000
(-) Shares forfeited	0	0
Number of Shares at the end of the year	60,00,000	60,00,000

d. Voting Rights

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

e. Capital Management

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

The Group statergically manages its funds by :-

(i) Maintaining Diversity of Sources of Financing and spreading the maturity across periods in order to minimise liquidity risk.
(ii) Analysing and managing its financial market risks like foreign exchange, interest rates and commodity prices, and minimise the impact or market volatility on earnings.
(iii) 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.
(iv) 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 2019	AS AT 31ST MARCH 2018
Gross Debt	23,78,74,624	13,26,17,587
Less: Liquid Assets	1,25,10,835	67,52,716
Net Debt	22,53,63,789	12,58,64,871
Total Equity (As Per Balance Sheet)	32,25,16,800	28,37,06,806
Net Gearing Ratio	69.88%	44.36%

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

NOTE NO. 16
OTHER EQUITY

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Securities Premium		
Opening Balance	12,78,00,000	0
Add: Transferred during the year	0	12,78,00,000
Closing Balance	12,78,00,000	12,78,00,000
Retained Earnings		
Opening Balance	9,62,86,364	4,98,06,056
Add/(Less): Adjustments for Prior Period Errors	0	56,275
Add: Surplus As per Profit & Loss Account	3,71,55,186	4,85,90,471
Less: Appropriations		
Dividends Paid	9,00,000	18,00,000
Dividend Distribution Tax Paid	1,85,000	3,66,438
Bonus Issue	0	0
Closing Balance	13,23,56,550	9,62,86,364
Other Comprehensive Income		
a) Acturial Gains or Losses on Defined Benefit Plans		
Opening Balance	0	0
Add/(Less) Changes for the Year	3,46,266	0
Closing Balance	3,46,266	0
b) Foreign Currency Translation Reserve		
Opening Balance	(3,79,558)	(4,35,512)
Add/(Less) Changes for the Year	23,93,542	55,954
Closing Balance	20,13,984	(3,79,558)
	26,25,16,800	22,37,06,806

NOTE NO. 17
BORROWINGS (NON CURRENT)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Secured Borrowings	....	....	9,97,876	29,37,443
Unsecured Borrowings				
Loans & advances from Related Parties	....	....	0	0
Deposits	....	....	0	0
Other Unsecured Borrowings	....	....	3,64,500	28,64,500
			13,62,376	58,01,943

Terms of Repayment of Secured Borrowings

Car Loan of Rs. 10,00,000 (Sanction Amount) is secured by way of exclusive first charge created by hypothecation of concerned Car.The Balance loan as on March 31, 2019 is repayable in 47 monthly installments of Rs.20,517 each. Interest to be serviced as and when debited.Interest @ 8.50% is applicable on the said loan.

Car Loan of Rs. 9,99,000 (Sanction Amount) is secured by way of exclusive first charge created by hypothecation of concerned Car.The Balance loan as on March 31, 2019 is repayable in 31 monthly installments of Rs.20,730 each. Interest to be serviced as and when debited.Interest @ 9.66% is applicable on the said loan.

NOTE NO. 18
OTHER FINANCIAL LIABILITIES (NON CURRENT)

(a) Measurement Basis

Security deposits taken have been measured at fair value by discounting the deposits over the tenure of lease.Deposit against rental systems taken from parties for a short period, have been measured at actual amounts taken/received, as the management considers that the Fair Value of such deposits does not materially defer from the actual amounts taken/received.

The Discount Rate used for discounting security Deposits taken is 7.75%, taken after considering the yield on government bonds over the period equivalent to the tenure of lease.

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Deposit against Goods on Rent	....	....	4,51,302	4,01,302
Office Rent Deposit	....	....	12,28,821	11,40,437
			16,80,123	15,41,739

NOTE NO. 19
PROVISIONS (NON CURRENT)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Provision for Gratuity	....	....	47,01,507	33,75,000
			47,01,507	33,75,000

Disclosure

Provision for Gratuity has been made based on present value of obligation under defined benefit plan determined through actuarial valuation carried out by an Actuary using Projected Unit Credit Method. The Details of the same have been elaborated in Note No.43

NOTE NO. 20
DEFERRED TAX LIABILITIES(NET)

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
Balance as on 01.04.2017		29,50,216	(1,94,752)	27,55,464
For the Year 2017-18				
Carrying Value of Property Plant & Equipment	98,09,571	30,31,158	0	
Provision for Gratuity	(33,75,000)	(10,42,875)	0	
Gains/(losses) from Translating Financial Statements of Foreign Operations.	80,975		25,021	
(DTA)/DTL as on 31.03.2018		19,88,283	25,021	20,13,304
For the Year 2018-19				
Carrying Value of Property Plant & Equipment	96,18,938	26,75,989	0	
Provision for Gratuity	18,68,828	(5,19,908)	0	
Acturial Gains on Employee Benefit Expenses	(4,79,725)	0	1,33,459	
Expected Credit Losses	6,53,461	(1,81,793)	0	
Gains/(losses) from Translating Financial Statements of Foreign Operations.	(32,81,409)	0	9,12,888	
				0
(DTA)/DTL as on 31.03.2019		19,74,288	10,46,347	30,20,635

NOTE NO. 21
OTHER NON-CURRENT LIABILITIES

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Advance Payable other than in Cash	....	....	69,242	1,56,707
			69,242	1,56,707

NOTE NO. 22
BORROWINGS (CURRENT)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Secured Borrowings				
Cash Credit	....	....	19,94,16,344	9,57,44,049
Other borrowings	....	....	2,20,95,904	3,10,71,595
Unsecured Borrowings				
Loans & advances from Related Parties	....	....	0	0
Deposits	....	....	0	0
Other Unsecured Borrowings	....	....	1,50,00,000	0
			23,65,12,248	12,68,15,644

NOTE NO. 23
TRADE PAYABLES (CURRENT)

PARICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Trade Payables	....	....	43,97,28,533	43,59,36,929
Trade Payables to Related Parties (Refer Note No 44)	....	....	8,40,150	15,53,720
Due to Micro Small & Medium Enterprises (On the Basis of Information & records available with the Management).		....	2,54,58,313	2,15,29,803
			46,60,26,996	45,90,20,451

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 as the effect of discounting on such Liabilities has been considered to be immaterial.

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Statutory Liabilities	....	....	1,56,60,782	15,95,863
Advances From Debtors	....	....	17,62,026	64,91,476
Others	....	....	5,22,899	10,48,286
			1,79,45,707	91,35,625

NOTE NO. 25
PROVISIONS (CURRENT)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Electricity Charges Payable	....	....	60,160	0
Clearing Charges Payable	....	....	1,32,397	0
Freight Charges Payable	....	....	18,103	0
Salary Payable	....	....	34,64,219	21,25,420
Credit Card Expenses Payable	....	....	43,159	1,25,682
Interest payable	....	....	9,509	51,236
Dividend Payable	....	....	6,400	3,200
Advance Payable other than in Cash	....	....	87,465	87,465
			38,21,412	23,93,003

NOTE NO. 26
CURRENT TAX LIABILITIES(NET)

PARTICULARS			AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Direct Taxes	....	....	95,84,211	1,27,61,432
			95,84,211	1,27,61,432

NOTES FORMING PART OF PROFIT & LOSS ACCOUNT

NOTE NO. 27
REVENUE FROM OPERATIONS

(a) Recognition of Revenue

The Group derives revenue primarily from sale of IT Hardware & its peripherals, Alkaline Water Ionizers and other Consumer Electronic Goods. It also derives revenue from sale or renting of GPS Tracking units.

Revenue is recognised upon transfer of control of promised products or services to the customers in an amount that reflects the consideration, the Group 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 uncertainity as to measurement or collectibility of consideration, is recognised as per the percentage of completion method.When there is uncertainity as to the measurement of ultimate collectibility, revenue recognition is postponed until such uncertainity is resolved.Maintenace revenue is recognized over the term of underlying maintenance agreement.

The Group 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 Group presents revenue net of Indirect Taxes.

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Net Sales	....	....	92,30,54,056	1,02,23,34,347
Service Charges	....	....	40,88,249	38,54,148
Rental Charges	....	....	40,54,783	17,29,320
Transportation Charges	....	....	1,88,154	847
			93,13,85,242	1,02,79,18,661
Less: Excise Duty (Net)	....	....	0	28,92,937
			93,13,85,242	1,02,50,25,724

(b) Revenue from Sales

The table below presents disaggregated Revenue from contracts with customers by offerings and geography. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainity of the Group's revenues and cash flows are affected by industry, market and other economic factors.

I. Revenues by Offerings

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019			
	SALES	SERVICE	RENTALS	TOTAL
IT Hardware & Peripherals	82,59,75,906	15,82,125	6,05,083	82,81,63,114
Alkaline Water Ionizers	2,72,94,159	2,966	4,26,600	2,77,23,725
GPS Tracking Units	11,53,479	25,03,158	30,23,101	66,79,737
Other Electronic Goods	6,88,18,667	0	0	6,88,18,667
Total Revenue from all offerings	92,32,42,210	40,88,249	40,54,783	93,13,85,242

II. Revenues by Geography

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019
Revenue from India	91,06,24,077
Revenue from HongKong	2,07,61,166
Total Revenue from all Geographical areas	93,13,85,242

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 Group 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. However there are no performance obligations that are completely or partially unsatisfied as at 31st March, 2019 .

NOTE NO. 28
OTHER INCOME

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Discount (Net)	....	....	1,83,745	4,59,815
Incentives Received	....	....	40,616	17,589
Additional Collected from Customers	....	....	4,39,752	0
Rent on Investment Property	....	....	28,95,750	23,41,740
Reimbursement of Lease Rent Paid	....	....	2,50,000	14,50,000
Support Service Charges	....	....	41,63,664	0
Finance Charges	....	....	1,11,500	63,210
Interest Income	....	....	9,93,906	9,33,126
			90,78,933	52,65,480

Measurement of Other Incomes

(i) Interest Income is accrued on a time basis by reference to the principal amount outstanding and the effective interest rate.
(ii) Rent income is recognized on a periodic basis as and when the Group becomes entitled to receive the amount as per the agreement between the contracting parties.
(iii) Revenue from support services are recognized on a completed contract basis, i.e after satisfaction of each of its performance

NOTE NO. 29
COST OF MATERIALS CONSUMED

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Net Purchase	....	....	73,19,51,449	1,03,98,69,661
Service Charges	....	....	3,21,747	16,65,688
Frieght charges	....	....	14,993	1,23,020
Consumables & Others	....	....	3,97,856	80,937
			73,26,86,045	1,04,17,39,306
Less: Stock converted to Fixed Asset	....	....	0	(5,80,896)
Less: Transitional CGST credit	....	....	(17,62,119)	(8,72,667)
			73,09,23,926	1,04,02,85,743

NOTE NO. 30
CHANGES IN INVENTORIES OF WORK-IN-PROGRESS,STOCK-IN-TRADE AND FINISHED GOODS

PARICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Opening Stock / Inventories	....	....	30,21,85,872	15,04,95,051
Less: Closing Stock / Inventories	....	....	25,49,70,393	30,21,85,872
			4,72,15,479	(15,16,90,821)

NOTE NO. 31
EMPLOYEE BENEFIT EXPENSES

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Director's Remuneration	....	....	99,00,000	84,00,000
Salary & Bonus to Employees	....	....	3,75,85,912	2,48,42,702
Employers Contribution to Provident Fund	....	....	2,49,054	1,84,863
Staff Welfare Expenses	....	....	3,10,505	3,20,829
Contribution to and Provision for Gratuity	....	....	18,68,828	34,58,077
			4,99,14,299	3,72,06,471

NOTE NO. 32
FINANCE COSTS

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Bank Charges on Finance	....	....	10,33,911	2,93,450
Interest Expenses	....	....	1,95,88,926	1,15,88,776
			2,06,22,837	1,18,82,226

NOTE NO. 33
DEPRECIATION AND AMORTISATION EXPENSES

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Depreciation on Property,Plant & Equipment		....	13,96,827	10,67,663
Depreciation on Investment Property	....	....	4,40,065	4,40,065
Amortisation of Intangible Assets	....	....	1,23,206	39,937
			19,60,098	15,47,665

NOTE NO. 34
OTHER EXPENSES

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Administrative Expenses	....	....	18,65,027	20,66,869
Bank Charges	....	....	2,08,847	3,77,750
Certification Charges	....	....	2,10,620	1,95,000
Central Sales Tax Paid	....	....	20,746	3,823
Clearing Charges	....	....	70,551	4,24,254
Cloud Services	....	....	1,18,299	1,24,553
Commission Expenses	....	....	5,36,131	3,54,500
Conveyance	....	....	8,61,567	5,23,561
Daman Guest House Expenses	....	....	43,083	94,026
Electricity Charges	....	....	9,51,046	8,77,386
Insurance Charges	....	....	6,84,942	6,10,957
Installation Charges	....	....	0	45,081
Interest on Late Payment of TDS	....	....	73,353	49,244
Interest on Late Payment of GST	....	....	16,364	0
Labour Charges	....	....	79,360	2,78,130

(Profit) / Loss Due To Foreign Exchange Fluctuation		....	(2,01,164)	(3,93,061)
Loading & Unloading Expenses	....	....	1,17,080	0
Loss due to Damage of Stock	....	....	5,789	0
Manpower Services	....	....	2,66,182	1,69,295
Manufacturing Expenses	....	....	4,05,182	3,75,750
Miscellaneous Expenditure W/off	....	....	12,45,028	12,45,028
Office & Factory Maintenance Charges	....	....	1,61,553	59,540
Office Maintenance Charges on Investment Property		....	1,79,154	1,39,402
Property Tax on Investment Property	....	....	1,19,088	1,17,600
Octroi Charges	....	....	0	39,375
Payment to Auditor's	....	....	4,54,215	4,31,377
Printing & Stationery	....	....	3,75,847	1,57,943
Professional Fees	....	....	30,86,067	24,07,250
Provision for Credit Losses	....	....	6,53,461	0
Amortisation of Fair Value Changes in Security Deposits		....	1,48,626	73,804
R & D Expenses	....	....	86,141	9,474
Rent, Rates & taxes	....	....	88,54,963	75,85,735
Rates,Taxes and others	....	....	13,650	2,69,128
Repairs & Maintenance	....	....	2,10,883	1,31,298
Royalty Paid	....	....	9,33,500	5,38,745
Sales Promotion & Advt Expenses	....	....	1,84,859	10,13,094
Service Expenses	....	....	4,21,600	5,20,823
Service Tax Paid	....	....	25,217	4,48,273
Software Expenses	....	....	1,49,150	50,654
Stamp duty and Registration Charges	....	....	6,08,500	73,470
Sundry Expenses	....	....	12,17,624	3,99,416

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Telephone & Mobile Charges	....	....	83,541	1,10,192
Tender Registration Fees	....	....	12,071	0
Testing Charges	....	....	2,000	0
Trainee Expenses	....	....	95,995	1,74,834
Transportation Charges	....	....	50,40,158	17,50,807
Travelling Expenses	....	....	34,01,505	43,41,306
VTS Expenses	....	....	10,11,649	5,01,243
Value Added Tax Paid	....	....	33,871	3,956
Website Development Charges	....	....	1,484	6,005
			3,51,44,406	2,87,76,888

NOTE NO. 34.1

DETAILS OF PAYMENTS TO AUDITORS

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

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Payment to Auditors				
Statutory Audit	....	....	2,59,215	2,61,377
Tax Audit	....	....	75,000	50,000
Internal Audit	....	....	1,20,000	1,20,000
Total Payments to Auditors			4,54,215	4,31,377

NOTE NO. 35
EXCEPTIONAL ITEMS

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Profit on sale of Fixed Assets	....	....	0	67,100
Assessment tax dues	....	....	(1,241)	(9,480)
			(1,241)	57,620

NOTE NO. 36
INCOME TAX EXPENSE

A. Disclosure Pursuant to Ind AS 12

(a) Major Components of Income Tax

Sr. No.	PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
(a)	**Tax on Items Routed Through Profit or Loss Section**		
	(i) Income Tax		
	Current Tax under Income Tax Act,1961	1,63,96,969	1,35,27,107
	Adjustments in respect of income tax of previous years.	12,73,978	9,90,256
	(ii) Deferred Tax		
	Tax Expense on Origination & Reversal of Temporary Difference	(13,995)	(7,67,182)
	Tax Expense Reported in statement of Profit or Loss [(i) +(ii)]	1,76,56,952	1,37,50,181
(b)	**Tax on Items Routed Through Other Comprehensive Income**		
	(i) Income Tax	0	0
	(ii) Deferred Tax	10,21,326	25,021
	Tax Expense Reported in Other Comprehensive Income [(i) +(ii)]	10,21,326	25,021

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

PARTICULARS		FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Profit Before Tax	(A)	5,46,81,890	6,23,40,652
Corporate Tax Rate as per Income Tax Act,1961	(B)	27.82%	33.06%
Tax on Accounting Profit	**[(A)*(B)]**	1,52,12,502	2,06,11,690
Adjustments as per Income Tax			
Add: Tax on Expenses not Deductible as per Income Tax Act,1961		13,52,991	18,93,741
Add: Loss of Foreign Subsidiary not deductible under Indian Income Tax		11,41,708	(81,54,711)
Less: Tax on Rental income Taxable Separately		(8,05,598)	(7,74,249)
Less: Tax on Expenses allowable not Debited to Books		(10,38,364)	(4,58,359)
Tax payable by Group on Business income after adjustments as per Income Tax		1,58,63,240	1,31,18,113
Add: Tax on Rental Income		5,33,729	4,08,995
Net Income Tax Payable by the Group	**(C)**	1,63,96,969	1,35,27,107
Incremental Deferred Tax Liability/(Asset) on account of PPE and Intangible Assets,Employee Benefits & Expected Credit Losses		(13,995)	(7,67,182)
Incremental Deferred Tax Liability/(Asset) due Defined Benefit Obligations		1,33,459	0
Incremental Deferred Tax Liability/(Asset) due Translation of Foreign operations		8,87,867	25,021
Net Deferred Tax Expense/(Benefit)	**(D)**	10,07,332	(7,42,161)
Total Tax Expense Recognised for the Year	**(E) = [(C)+(D)]**	1,74,04,301	1,27,84,946
Effective Tax Rate	**[(E)/(A)*100]**	31.83	20.51

C. Calculation of Corporate Tax Rate

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Basic Tax Rate Applicable to the Group as per Income Tax Act	25%	30%
Surcharge Applicable	7%	7%
Education Cess	4%	3%
Corporate Tax Rate as per Income Tax Act,1961	27.82%	33.06%

NOTE NO. 37
OTHER COMPREHENSIVE INCOME

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Items That will not be reclassified to Profit/Loss Account		
Actuarial Gains/Losses on Employee Benefit Expenses	4,79,725	0
Items That will be reclassified to profit/Loss Account		
Gains/(Losses) arising from translating financial statements of foreign Operations	32,81,409	80,975
	37,61,134	80,975

NOTE NO. 38
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	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Calculation of Basic EPS		
A. Profit From Continuing Operations (Numerator)	3,70,24,938	4,85,90,471
B. Equity Shares Outstanding as on Balance sheet Date		
a. Weighted Average Number of Equity Shares	60,00,000	59,01,370
Total Equity Shares for Calculation of Basic EPS (Denominator)	60,00,000	59,01,370
Basic Earnings Per Share(EPS) [(A) / (B)]	**6.17**	**8.23**
Calculation of Diluted EPS		
A. Profit From Continuing Operations (Numerator)	3,70,24,938	4,85,90,471
B. Equity Shares Outstanding as on Balance sheet Date		
a. Weighted Average Number of Equity Shares	60,00,000	59,01,370
b. Potential Equity shares	0	0
Total Equity Shares for Calculation of Diluted EPS (Denominator)	60,00,000	59,01,370
Diluted Earnings Per Share(EPS) [(A) / (B)]	**6.17**	**8.23**

NOTE NO. 39
DISCLOSURE OF CURRENT ASSETS & LIABILITIES

A. Basis of classification of Current Assets

The Group 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, diclosures regarding current assets which are expected to be recovered within twelve months and after twelve months from the reporting date are as follows:-

PARTICULARS	AS AT 31ST MARCH 2019			AS AT 31ST MARCH 2018		
	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL
Inventories	25,49,70,393	0	25,49,70,393	30,21,85,872	0	30,21,85,872
Trade Receivables	63,89,49,191	0	63,89,49,191	48,57,80,810	0	48,57,80,810
Other Current Assets	4,72,61,633	0	4,72,61,633	5,19,20,151	0	5,19,20,151

B. Basis of classification of Current Liabilities

The Group classifies a liability as current libility 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

b. Credit Period for Current Liabilities

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

PARTICULARS	AS AT 31ST MARCH 2019			AS AT 31ST MARCH 2018		
	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL
Borrowings (Current)	23,65,12,248	0	23,65,12,248	12,68,15,644	0	12,68,15,644
Trade Payables	46,60,26,996	0	46,60,26,996	45,90,20,451	0	45,90,20,451
Other Current Liabilities	1,79,45,707	0	1,79,45,707	91,35,625	0	91,35,625
Provisions	38,21,412	0	38,21,412	23,93,003	0	23,93,003
Current Tax Liabilities	95,84,211	0	95,84,211	1,27,61,432	0	1,27,61,432

NOTE NO.40
CONSOLIDATION DISCLOSURES

A. The List of subsidiaries, associates and joint ventures included in the Consolidated Financial Statements are as under :-

NAME OF ENTITY	RELATION WITH PARENT	PRINCIPAL PLACE OF BUSINESS	AS AT 31ST MARCH 2019		AS AT 31ST MARCH 2018	
			PROPORTION OF EFFECTIVE OWNERSHIP	PROPORTION OF VOTING POWER HELD (%)	PROPORTION OF EFFECTIVE OWNERSHIP (%)	PROPORTION OF EFFECTIVE OWNERSHIP (%)
Wemart Global FZE	Subsidiary	United Arab Emirates	100%	100%	100%	100%
ICT Infractech Services Private Limited	Joint Venture	India	50%	50%	0	0

B. Salient Features of Parent & Subsidiary in the Group Financial Statements for the year ended 31st March 2019

NAME OF THE ENTITY	NET ASSETS = TOTAL ASSETS MINUS TOTAL LIABILITIES		SHARE IN PROFIT OR LOSS		SHARE IN OTHER COMPREHENSIVE INCOME		SHARE IN TOTAL COMPREHENSIVE INCOME	
	% OF GROUP'S NET ASSETS	AMOUNT	% OF GROUP'S PROFIT OR LOSS	AMOUNT	% OF GROUP'S OTHER COMPR-EHENSIVE INCOME	AMOUNT	% OF GROUP'S TOTAL COMPREHEN-SIVE INCOME	AMOUNT
Parent Group								
Panache Digilife Limited	84.86%	27,36,89,183	110.69%	4,11,28,850	12.64%	3,46,266	103.96%	4,14,75,115
Subsidiaries								
Wemart Global FZE	16.40%	5,28,80,920	-11.05%	(41,03,912)	0.00%	0	-10.29%	(41,03,912)
Joint Venture								
ICT Infratech Services Pvt Ltd	0.00%	0	0.35%	1,30,248	0.00%	0	0.33%	1,30,248
	101.26%	32,65,70,103	100.00%	3,71,55,186	12.64%	3,46,266	94.00%	3,75,01,451
CFS Adjustments	-1.26%	(40,49,655)	0.00%	0	87.36%	23,93,542	6.00%	23,93,542
Total	**100.00%**	**32,25,20,448**	**100.00%**	**3,71,55,186**	**100.00%**	**27,39,808**	**100.00%**	**3,98,94,993**

C. Disclosure of Interest in other entities - Joint Ventures and Associates.

a) Summaried Balance Sheet of material joint ventures

PARTICULARS	ICT INFRATECH SERVICES PRIVATE LIMITED AS AT 31ST MARCH 2019	
Total Non - Current Assets		5,07,914
Current Assets		
Cash & Cash Equivalents	59,833	
Other Assets	1,66,23,153	1,66,82,986
Total Assets		1,71,90,900
Non - Current Liabilities		
Financial Liabilities (excluding trade Payables)	25,00,000	
Other Liabilities (including Trade Payables)	14,954	25,14,954
Current Liabilities		
Financial Liabilities (excluding trade Payables)	0	
Other Liabilities (including Trade Payables)	1,50,17,258	1,50,17,258
Total Liabilities		1,75,32,211
NET ASSETS		(3,41,311)

b) Summarised Statement of Profit and Loss of material joint ventures

PARTICULARS	ICT INFRATECH SERVICES PRIVATE LIMITED FOR THE PERIOD 08TH JANUARY 2019 TO 31ST MARCH 2019	
Revenue		7,80,425
Other Income		
Interest Income on Loans	0	
Others	4,519	4,519
Total Income		7,84,944
Expenses		
Depreciation & Amortisation Expenses	10,517	
Finance Costs	68,219	
Income Tax Expense	56,472	1,35,208
Total Other Expenses		3,89,240
Total Expenses		5,24,448
Profit/(loss) for the Year		2,60,496
Other Comprehensive Income		0
TOTAL COMPREHENSIVE INCOME		2,60,496

c) Reconciliation of carrying amounts of material joint ventures

PARTICULARS	ICT INFRATECH SERVICES PRIVATE LIMITED FOR THE YEAR ENDED 31ST MARCH 2019	
Opening Net Assets as on Acquisition Date		(6,01,807)
Adjustments for the year		
Profit/(loss) for after acquisition date	2,60,496	
Other Comprehensive Income for the Year	0	
Infusion during the year	0	
Adjustment for Stake Dilution	0	
Other Adjustments		2,60,496
Closing Net Assets		(3,41,311)
% Share of the Group		50%
Group's Share		(1,70,655)
Adjustments for the year		0
CARRYING AMOUNT		(1,70,655)

NOTE NO. 41
RISK MANAGEMENT

The Group has overall responsibility for establishment and oversight of the Group's risk management framework.

The Group, through three layers of defence 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 Group'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

In General, the Group is a net payer of Foreign Currency.Accordingly, changes in exchange rates and in particular a strengthening of Indian rupee will positively affect the Group's net results as expressed in Indian Rupees.The currency towards which the Group is exposed to risk is US Dollars & Great Britain Pound.

The Quantitative Summary about the Group's exposure to currency risk as on different reporting date are as follows:-

PARTICULARS	AS AT 31ST MARCH 2019			
	USD	EQUIVALENT IN INR	GBP	EQUIVALENT IN INR
Dollars in Hand	3,923.00	2,71,359	0	0
Trade Receivables	12,188.00	8,53,600	6,675	6,05,083
Trade Payables	22,79,317.67	15,76,63,366	0	0

PARTICULARS	AS AT 31ST MARCH 2018			
	USD	EQUIVALENT IN INR	OTHER CURRENCIES	EQUIVALENT IN INR
Dollars in Hand	2,936.00	1,91,251	0	0
Trade Payables	5,26,724.81	3,43,10,854	0	0

Sensitivity Analysis

A reasonable possible strengthening/weakening of foreign currencies to which the Group is exposed to, against all other currencies as at reporting date would have affected the measurement of financial exposure denominated in a foreign currency and would have affected equity and profit or loss by the amounts shown below.This analysis assumes that all other variables remain constant and ignores any impact on forecast sales and purchases.

SENSITIVITY TO MOVEMENT IN FOREIGN CURRENCY	% MOVEMENT IN RUPEE (ASSUMED)	PROFIT / (LOSS) AFTER TAX	
		STRENGTHENING OF RUPEE	WEAKENING OF RUPEE
As at 31st March 2019			
US DOLLAR	1%	11,29,970	(11,29,970)
Great Britain Pound	1%	(4,367)	4,367
As at 31st March 2018			
US DOLLAR	1%	2,28,050	(2,28,050)

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 Group is not exposed to any such kind of interest rate risk.

The Group's exposure to changes in interest rates relates primarily to the Group's Overdraft CC Account. The Group's total outstanding debt in local currency presented in the Financial Statements is a combination of fixed rate and 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).

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

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Canara Bank Cash Credit	19,94,16,344	9,57,44,049
Term Loan	0	9,43,399
	19,94,16,344	9,66,87,448

Sensitivity Analysis

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

SENSITIVITY TO MOVEMENT IN INTEREST RATES	FOR THE YEAR ENDED 31ST MARCH 2019		
	ASSUMED INTEREST RATE MOVEMENT IN BPS	IMPACT ON PROFIT OR LOSS AFTER TAX	
		INCREASE	DECREASE
Change in Interest Cost			
Canara Bank Cash Credit *	10 bps	(1,99,416)	1,99,416
Less: Tax Effect on Interest Cost		55,478	(55,478)
Net Effect on Profit & Loss Account		(1,43,939)	1,43,939

** Holding all other variables constant*

SENSITIVITY TO MOVEMENT IN INTEREST RATES	FOR THE YEAR ENDED 31ST MARCH 2018		
	ASSUMED INTEREST RATE MOVEMENT IN BPS	IMPACT ON PROFIT OR LOSS AFTER TAX	
		INCREASE	DECREASE
Effect on Change in Interest Cost			
Canara Bank Cash Credit *	10 bps	(95,744)	95,744
Term Loan *	10 bps	(943)	943
		(96,687)	96,687
Less: Tax Effect on Interest Cost		31,968	(31,968)
Net Effect on Profit & Loss Account		(64,719)	64,719

** Holding all other variables constant*

B. Financial Risk Management

i. Credit Risk

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

Trade Receivable and other financial assets

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Group'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 Group and existence of previous financial difficulties.

Expected Credit loss for trade receivable:

The Group, based on internal assessment which is driven by the historical experience/current facts available in relation to defaults and delays in collection tereof, the Group 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 2019	AS AT 31ST MARCH 2018
Opening Balance	0	0
Changes in Loss Allowance		
Loss Allowance for the year, based on ECL Model.	6,53,461	0
Write Off as Bad Debts	0	0
Closing Balance reproted under Note No.11	6,53,461	0

ii. Liquidity Risk

Liquidity Risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by cash or another financial asset.The Group 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.

Maturity Analysis

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

As at 31st March 2019

NON-DERIVATIVE FINANCIAL LIABILITIES	CONTRACTUAL CASH FLOWS		
	PAYABLE WITHIN ONE YEAR	PAYABLE AFTER ONE YEAR	TOTAL
Borrowings	23,65,12,248	13,62,376	23,78,74,624
Trade Payables	46,60,26,996	0	46,60,26,996
Other Financial Liabilities	4,51,302	12,28,821	16,80,123

As at 31st March 2018

NON-DERIVATIVE FINANCIAL LIABILITIES	CONTRACTUAL CASH FLOWS		
	PAYABLE WITHIN ONE YEAR	PAYABLE AFTER ONE YEAR	TOTAL
Borrowings	12,68,15,644	58,01,943	13,26,17,587
Trade Payables	45,90,20,451	0	45,90,20,451
Other Financial Liabilities	4,01,302	11,40,437	15,41,739

NOTE NO. 42
LEASES

A. Classification & Measurement

Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as Finance Leases. When acquried, 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 Consolidated Statement of Profit and Loss over the lease term.

i) Where the Group is a Lessor :-

The lease rentals received during the year are as follows :-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Lease Rentals Received	31,45,750	37,91,740

The Group has given its office premise under non-cancellable operating lease, however the lock-in period of the agreement has ceased before the reporting date.

The operating lease agreements are renewable on a period basis, and these lease agreements are also subjected to price escalation clauses.

ii) Where the Group is a Lessee

The lease rentals charged during the year are as follows :-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Lease rentals Charged during the period	88,54,963	75,85,735

The obligations on long-term, non-cancellable operating lease payable as per the rentals stated in the respective agreements are as follows :-

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Future Lease Payments		
Not Later than 1 Year	37,76,220	35,96,400
Later than 1 Year but not Later than 5 Years	1,13,66,412	1,51,42,632
Later than 5 Years	0	0

The operating lease agreements are renewable on a period basis, and these lease agreements are also subjected to price escalation clauses.

NOTE NO. 43
EMPLOYEE BENEFIT EXPENSES

(a) Disclosures pursuant to Ind AS-19

i. Defined Contribution Plans

The Group has only one defined contribution plan such i.e provident fund, wherein specified percentage is contributed.

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Employer's Contribution to Provident Fund	2,49,054	1,84,863

ii. Defined Benefit Plans.

The Group's gratuity plan to provide post employement 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 2019	AS AT 31ST MARCH 2018
Present Value of Defined Benefit Obligation		
Wholly Funded	0	0
Wholly Unfunded	47,01,507	33,75,000
	47,01,507	33,75,000
Less: Fair Value of Plan Assets	0	0
Amounts recognised as Liability (See Note No.19)	47,01,507	33,75,000

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Current Service Cost	15,44,428	2,73,287
Interest Cost	3,24,400	2,08,351
Past Service Cost	0	29,76,439
Actuarial Losses/(gains)	(4,79,725)	0
Expenses included in Employee Benefits (See Note No.31)	13,89,103	34,58,077

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Opening Balance of present value of Defined Benefit Obligation	33,75,000	0
Add: Current Service Cost	15,44,428	2,73,287
Add: Interest Cost	3,24,400	2,08,351
Add: Past Service Cost	0	29,76,439
Add/(less): Actuarial Losses/(gains)	(4,79,725)	0
	47,64,103	34,58,077
Less: Benefits Paid	62,596	83,077
	47,01,507	33,75,000

(d) **Actuarial Assumptions**

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

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Discount Rate (per anum)	7.70%	7.00%
Salary Growth Rate (per anum)	6.00%	6.50%
Retirement Age	60 Years	60 Years

NOTE NO. 44
RELATED PARTY DISCLOSURES

a. List of Related Parties on whom control is established by the Group

NAME OF RELATED PARTY	RELATIONSHIP WITH THE GROUP
Wemart Global FZE	Subsidiary

b. List of Transactions with Related Parties

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

NAME OF THE PERSON / ENTITY	RELATION WITH THE COMPANY	NATURE OF TRANSACTION	VOLUME OF TRANSACTION IN
Amit D Rambhia	Director	Remuneration	42,00,000
Nikit D Rambhia	Director	Remuneration	42,00,000
Devchand Rambhia	Director	Remuneration	15,00,000
Deepa A Rambhia	Relative of Director	Remuneration	18,00,000
Kavita N Rambhia	Relative of Director	Remuneration	12,00,000
Nitesh M. Savla	CFO	Remuneration	14,76,912
Jinkle Khimsaria	Company Secretary	Remuneration	4,90,752
Amit D Rambhia	Director	Interest on Unsecured Loan	87,140
Devchand Rambhia	Director	Interest on Unsecured Loan	8,581
ICT Infratech Services Pvt Ltd	Joint Venture	Sales	22,750
ICT Infratech Services Pvt Ltd	Joint Venture	Purchase	30,000
ICT Infratech Services Pvt Ltd	Joint Venture	Services Availed	12,78,500
ICT Infratech Services Pvt Ltd	Joint Venture	Software Purchase	65,000
Panache Innovations Limited	Company Having Common Director	Sales	1,27,650
Panache Innovations Limited	Company Having Common Director	Purchases	15,67,460
Panache Innovations Limited	Company Having Common Director	Rent Income	2,50,000
Rambhia IPR Services LLP	Firm in Which Director is a Partner	Royalty Paid	9,33,500
Eddy & Andy International Limited	Company Having Common Director	Sales	2,07,61,166

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

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Amounts Receivable from Related Parties		
Receivables for Sales & Services Provided		
Panache Innovations Limited	20,04,725	4,48,01,007
ICT Infratech Services Private Limited	51,82,943	56,56,693
Eddy & Andy International Limited	8,53,600	0
	80,41,268	5,04,57,700
Loans & Advances Recoverable		
Recoverable from Subsidiary		
Wemart Global FZE	10,19,931	9,59,075
	10,19,931	9,59,075
Total Receivables from Related Parties	90,61,199	5,14,16,775
Amounts Payable to Related Parties		
Payables for Purchases & Services Availed		
ICT Infratech Services Private Limited	0	7,53,150
Rambhia IPR Services LLP	8,40,150	8,00,570
	8,40,150	15,53,720
Payables to KMP and their Relatives as Remuneration		
Nitesh Savla	1,04,496	96,010
Jinkle Khimsaria	38,016	29,800
	1,42,512	1,25,810
Total Payables to Related Parties	9,82,662	16,79,530

NOTE NO. 45

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	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Financial Assets		
Measured at Amortised Cost		
Loans	10,00,000	10,00,000
Trade Receivables	63,89,49,191	48,57,80,810
Other Financial Assets	38,67,465	38,99,288
Cash & Cash Equivalents	4,81,09,089	1,40,62,336
Bank Balances Other Cash & Cash Equivalents	0	90,55,108
Total financial Assets Measured at Amortised Cost (I)	69,19,25,745	51,37,97,542
Measured at Fair Value Through Other Comprehensive Income (FVTOCI):-	0	0
Total Value of Financial Assets [(I)+(II)]	69,19,25,745	51,37,97,542
Financial Liabilities		
Measured at Amortised Cost		
Borrowings	23,78,74,624	13,26,17,587
Trade Payables	46,60,26,996	45,90,20,451
Other Financial Liabilities	16,80,123	15,41,739
Total of Financial Liabilities Measured at Amortised Cost	70,55,81,743	59,31,79,777
Total Value of Financial Liabilities	70,55,81,743	59,31,79,777

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
Net gains/(losses) on financial assets and Financial liabilities measured at amortised cost :-		
(i) Exchange Difference Gains/ (Losses) on revalutation or settlement of items denominated in Foreign Currency (Trade Receivables, Loans Given,etc.)	2,01,164	3,93,061
(ii) Amortisation of Fair Value Changes in Security Deposits ….	1,48,626	73,804
(iii) Finance Charges (Net)	1,11,500	63,210
(iv) Interest Income	9,93,906	9,33,126
(v) Interest Expense	(1,95,88,926)	(1,15,88,776)
Total	(1,81,33,730)	(1,01,25,575)
Net gains/(losses) on financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI) :-	0	0

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

AS AT 31ST MARCH 2019	CARRYING VALUE IN BOOKS	LEVEL OF INPUT USED FOR FAIR VALUATION		
		LEVEL 1	LEVEL 2	LEVEL 3
Other Financial Assets				
Security Deposits	27,93,336	--	27,93,336	--

AS AT 31ST MARCH 2018	CARRYING VALUE IN BOOKS	LEVEL OF INPUT USED FOR FAIR VALUATION		
		LEVEL 1	LEVEL 2	LEVEL 3
Other Financial Assets				
Security Deposits	27,65,159	--	27,65,159	--

Valuation Method by using Level 2 inputs

Security Deposits have been measured by discounting the Future Cash Flows using standard interest rates on Government securities for equivalent tenure at the reporting date.

Notice to Members

Notice is hereby given that the 12th Annual General Meeting (AGM) of the Members of Panache Digilife Limited will be held on Friday, 20th September, 2019 at 3.00 P.M. at Shangrila Resort, Mumbai-Nashik Highway, Bhiwandi By Pass End, Gangaram Pada, Vadpe, Bhiwandi, Thane - 421302, 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, 2019, 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, 2019, and the report of the Auditors thereon.

2. **To declare final dividend on Equity Shares at ₹ 0.50/- on per share of Face Value of ₹ 10/- for the Financial Year ended 31st March 2019.**

   "RESOLVED THAT pursuant to the recommendations of the Board of Directors and applicable provisions of the Companies Act 2013, final 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 2018-19) absorbing thereby ₹ 9,00,000/- (excluding dividend distribution tax) as at 31st March, 2019 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 record date i.e. Monday, 17th June, 2019.

   RESOLVED FURTHER THAT the dividend be paid to the shareholders/members of the Company whose names appear in the Register of Members for physical shares and in the list of beneficiary position as on record date for demat shares furnished by the Depositories and who are entitled to such dividend, through electronic credit to bank accounts and other appropriate mode including through dividend warrants or demand drafts."

3. **To appoint a Director in place of Mr. Devchand Rambhia, Director, (DIN 00165851), who retires by rotation and being eligible, offers himself for re-appointment.**

Special Business:

4. **Appointment of Mr. Gaurav Pratap Singh (DIN: 06747792) as an Independent Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Gaurav Pratap Singh (holding DIN: 06747792), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, is appointed as an Independent Director of the company to hold office for a term of 5 (Five) consecutive years, commencing from 23rd July, 2019 till 22nd July, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer or Company Secretary of the Company, be and is 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."

5. Re-appointment of Mr. Amit Rambhia as Managing Director.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other sanctions / approvals, as may be necessary or required, consent of the members be and is hereby accorded for the re-appointment of Mr. Amit Rambhia (DIN: 00165919) as the Managing Director of the Company for a period of three (3) years with effect from 17th February, 2020 to 16th February, 2023, liable to retire by rotation on the terms and conditions as mentioned in the agreement to be entered into between the Company and Mr. Amit Rambhia, a draft whereof duly initialed by the Chairman for the purpose of identification as placed before this meeting, which Agreement is hereby specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Mr. Amit Rambhia within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Act, Mr. Amit Rambhia shall be eligible to a gross remuneration not exceeding ₹ 1.00 Crore per annum (Rupees One Crore Only) which may be paid partly by way of a monthly payment and partly by way of Incentives as may be determined by Nomination and Remuneration Committee or Board from time to time, for a period of 3 years having effect from 17th February, 2020 to 16th February, 2023.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of Mr. Amit Rambhia, Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to Mr. Amit Rambhia, Managing Director, the above remuneration as the minimum remuneration by way of salary and incentives as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the members or Central Government or such other competent authority."

6. Re-appointment of Mr. Nikit Rambhia as Joint Managing Director:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other sanctions / approvals, as may be necessary or required, consent of the members be and is hereby accorded for the re-appointment of Mr. Nikit Rambhia (DIN: 00165678) as the Joint Managing Director of the Company for a period of three (3) years with effect from 17th February, 2020 to 16th February, 2023, liable to retire by rotation on the terms and conditions as mentioned in the Agreement to be entered into between the Company and Mr. Nikit Rambhia, a draft whereof duly initialed by the Chairman for the purpose of identification as placed before this meeting, which Agreement is hereby specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers

hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Mr. Nikit Rambhia within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Act, Mr. Nikit Rambhia shall be eligible to a gross remuneration not exceeding ₹ 1.00 Crore per annum (Rupees One Crore Only) which may be paid partly by way of a monthly payment and partly by way of Incentives as may be determined by Nomination and Remuneration Committee or Board from time to time, for a period of 3 years having effect from 17th February, 2020 to 16th February, 2023.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of Mr. Nikit Rambhia, Joint Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to Mr. Nikit Rambhia, Joint Managing Director, the above remuneration as the minimum remuneration by way of salary and incentives as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the members or Central Government or such other competent authority."

7. Re-appointment of Mr. Devchand Rambhia as Whole-Time Director:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other sanctions / approvals, as may be necessary or required, consent of the members be and is hereby accorded for the re-appointment of Mr. Devchand Rambhia (DIN: 00165851) as the Whole-Time Director of the Company, who has attained the age of above 70 (Seventy) years, for a period of three (3) years with effect from 17th February, 2020 to 16th February, 2023, liable to retire by rotation on the terms and conditions as mentioned in the Agreement to be entered into between the Company and Mr. Devchand Rambhia, a draft whereof duly initialed by the Chairman for the purpose of identification as placed before this meeting, which Agreement is hereby specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Mr. Devchand Rambhia within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Act, Mr. Devchand Rambhia shall be eligible to a gross remuneration not exceeding ₹ 60.00 Lakh per annum (Rupees Sixty Lakh Only) which may be paid partly by way of a monthly payment and partly by way of Incentives as may be determined by Nomination and Remuneration Committee or Board from time to time, for a period of 3 years having effect from 17th February, 2020 to 16th February, 2023.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of Mr. Devchand Rambhia, Whole-Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to Mr. Devchand Rambhia, Whole-Time Director, the above remuneration as the minimum remuneration by way of salary and incentives as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the members or Central Government or such other competent authority."

8. Approval of Related Party Transactions

To consider and, if thought fit, to pass, the following resolution as a Special 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 thereunder (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 entered into/ to be entered into by the Company with M/s Panache Innovations Limited ("PIL"), related party of the Company for the purposes of the Companies Act, 2013 and the Listing Regulations, as per the terms and conditions specified in the respective contracts.

Sr. No.	Nature of Transaction	Monetary value
1	Sale / Purchase of IT products, consumer electronics, software etc.	Aggregate Monetary value for the proposed transactions during Financial Year 2019-20 shall not exceed ₹ 50.00 Crore and during the Financial Year 2020-21 shall not exceed ₹ 70.00 Crore.
2	Availing and / or rendering services	

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

a. negotiate, 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, Chief Financial Officer or Company Secretary of the Company, be and is 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."

9. Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the earlier resolution passed in this respect and pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate or any other permissible form of entity(ies) or organisation(s)to be formed or incorporated or converted including but not limited to limited liability partnerships and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate or any other permissible form

of entity(ies) or organisation(s) to be formed or incorporated or converted up to a sum not exceeding ₹ 80.00 Crore (Rupees Eighty Crore Only) notwithstanding the fact that the said loans/ investments/ guarantees together with the loans / investments / guarantees already made/ provided may exceed 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

10. Approval of Panache Digilife Limited – Employee Stock Option Scheme, 2019 (PDL-ESOS 2019)

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI"), subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the members of the Company be and is hereby accorded respectively to the 'Panache Digilife Limited – Employee Stock Option Scheme, 2019' (hereinafter referred to as "PDL-ESOS 2019" or "the Plan" or "the Scheme") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of options, to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India (hereafter collectively referred as "Identified Employees"), as may be decided solely by the Board under the Scheme, exercisable into not more than 6,00,000 (6 Lakhs) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of Rs 10/- each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the PDL-ESOS 2019 and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the PDL-ESOS 2019 and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organization, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid 6,00,000 (6 Lakhs) of Equity Shares shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the options Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PDL-ESOS 2019 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the PDL-ESOS 2019 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PDL-ESOS 2019.

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the PDL-ESOS 2019 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of PDL-ESOS 2019 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

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)

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable and other prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as 'the Committee') the consent of the members of the Company be and is hereby accorded to extend the benefits of the "Panache Digilife Limited – Employee Stock Option Scheme, 2019" (hereinafter referred to as "PDL-ESOS 2019" or "the Plan" or "the Scheme"), including the issuance of shares thereunder, to or for the benefit of permanent employees whether working in India or outside India and directors whether a whole-time director or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the present and future holding and subsidiary company(ies) of the Company, and such other employees as may be permitted under the applicable laws (hereafter collectively referred as "Identified

Employees") and as may be approved by the Board from time to time, on such terms and conditions, as contained in the Scheme.

RESOLVED FURTHER THAT the equity shares to be issued and allotted under the Plan to the Identified Employees shall rank pari-passu inter se and with the existing Equity Shares of the Company for all purposes.

RESOLVED FURTHER THAT the Company shall conform to the Accounting Policies, Guidelines or Accounting Standards as applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of the Company, subject to compliance with the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

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)

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable and other prevailing statutory Guidelines/ Circulars in that behalf, subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board or any other Committee Constituted and empowered by the Board for the purpose, hereinafter referred to as 'the Committee'), consent of the members of the Company be and is hereby accorded to the Board to create, grant, offer and issue during any one year, Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions, if any) of the Company, to such employee(s) and/or directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and the present and future holding and subsidiary company(ies) of the Company as may be identified by the Board from time to time.

RESOLVED FURTHER THAT the equity shares to be issued and allotted under the Scheme shall rank pari-passu inter se and with the existing Equity Shares of the Company for all purposes.

RESOLVED FURTHER THAT the Company shall conform to the Accounting Policies, Guidelines or Accounting Standards applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

By order of the Board of Directors of
Panache Digilife Limited

Jinkle Khimsaria
CS & Compliance Officer
Membership No. A43987

Date: 13/08/2019
Place: Mumbai

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 9th August, 2019 (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2018-19, physically or through their registered mail id.

5. **Communication:** Electronic copy of the Annual Report 2018-19 and the Notice of the 12th 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 2018-19 and the Notice of the 12th 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 2018-19 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 Saturday, 14th September, 2019 to Friday, 20th September, 2019 (both days inclusive) for the purpose of 12th AGM.

9. **Dividend Waiver:** The actual equity dividend to be declared by the members at the 12th 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, 2019.

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, 2019 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 2018-19), 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 2018-19 -

    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 Monday, 17th June, 2019 after giving effect to all valid transfers in physical form lodged on or before Monday, 17th June, 2019 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 Monday, 17th June, 2019.

    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 12th 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 12th 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 12th 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 17th September, 2019 at 9.00 am and ends on 19th September, 2019 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 13th September, 2019, 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. 9th August, 2019, 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. Friday 13th September, 2019.

20. Any person who is not a Member as on the cut-off date i.e. 13th September, 2019, 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. 20th September, 2019 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. Also, details required as per Schedule V of Companies Act, 2013 are provided below as Annexure B 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, 6, 7, 8, 9, 10, 11 and 12.

Item No. 4:

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors in their Meeting held on 23rd July, 2019 have appointed Mr. Gaurav Pratap Singh as an Additional Independent Director of the company to hold office up to the date of next Annual General Meeting for a term of Five years, i.e. with effect from 23rd July, 2019 till 22nd July, 2024, whose office shall not be liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). While recommending the said appointment, the Board has also considered the relevant criteria, attributes and policy on diversity.

In the opinion of the Board, Mr. Gaurav Pratap Singh fulfils the conditions for appointment as Independent Director as prescribed in the Act and Listing Regulations and he is independent of the management.

The Company has also received a declaration from Mr. Gaurav Pratap Singh confirming that he meets the criteria of independence as prescribed under the Act. He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and also provided declaration to the effect that he is not debarred from holding the office of Director pursuant to any SEBI order.

Except Mr. Gaurav Pratap Singh none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out in Item. 4 of the Notice.

Information of Mr. Gaurav Pratap Singh, his functional expertise and qualification, names of the Companies in which he holds 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 form a part of this Notice.

Item No. 5:

Mr. Amit Rambhia is associated with the Company as Director since its inception. Members of the Company at an Extra-Ordinary General Meeting held on 17th February, 2017 approved appointment of Mr. Amit Rambhia as Managing Director of the Company for a period of three years effective from 17th February, 2017 till 16th February, 2020 through a Special Resolution under the relevant provisions of the Companies Act, 2013. His present term as Managing Director shall expire on 16th February, 2020.

Thus, on the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the Members, the Board at their meeting held on 13th August, 2019, re-appointed Mr. Amit Rambhia as Managing Director of the Company with effect from the 17th February, 2020 till 16th February, 2023, liable to retire by rotation, on the terms and conditions as contained in the draft Agreement to be entered between the Company and Mr. Amit Rambhia. He is not disqualified from being appointed as Managing Director in terms of the provisions of the Companies Act, 2013 and also provided declaration to the effect that he is not debarred from holding the office of Director pursuant to any SEBI order.

He shall be eligible to a gross remuneration not exceeding ₹ 1.00 Crore per annum (Rupees One Crore Only) which may be paid partly by way of a monthly payment and partly by way of Incentives as may be determined by Nomination and Remuneration Committee or Board from time to time, for a period of 3 years having effect from 17th February, 2020 to 16th February, 2023. The said remuneration shall be paid as per Section II of Part II of Schedule V of the Companies Act, 2013

Except Mr. Amit Rambhia (the appointee), Mr. Devchand Rambhia & Mr. Nikit Rambhia, (being relatives of the appointee), 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. 5.

Information about Mr. Amit Rambhia, in accordance with Regulation 26(4) & 36(3) of SEBI (LODR), 2015 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 draft Agreement to be entered into between the Company and Mr. Amit Rambhia for his re-appointment is 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 12th AGM.

The Board recommends the Special Resolution at Item No. 5 for approval by the Members.

Item No. 6:

Mr. Nikit Rambhia is associated with the Company as Director since its inception. Members of the Company at an Extra-Ordinary General Meeting held on 17th February, 2017 approved appointment of Mr. Nikit Rambhia as Joint Managing Director of the Company for a period of three years effective from 17th February, 2017 till 16th February, 2020 through a Special Resolution under the relevant provisions of the Companies Act, 2013. His present term as Joint Managing Director shall expire on 16th February, 2020.

Thus, on the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the Members, the Board at their meeting held on 13th August, 2019, re-appointed Mr. Nikit Rambhia as Joint Managing Director of the Company with effect from the 17th February, 2020 till 16th February, 2023, liable to retire by rotation, on the terms and conditions as contained in the draft Agreement to be entered between the Company and Mr. Nikit Rambhia. He is not disqualified from being appointed as Joint Managing Director in terms of the provisions of the Companies Act, 2013 and provided declaration to the effect that he is not debarred from holding the office of Director pursuant to any SEBI order.

He shall be eligible to a gross remuneration not exceeding ₹ 1.00 Crore per annum (Rupees One Crore Only) which may be paid partly by way of a monthly payment and partly by way of Incentives as may be determined by Nomination and Remuneration Committee or Board from time to time, for a period of 3 years having effect from

17th February, 2020 to 16th February, 2023. The said remuneration shall be paid as per Section II of Part II of Schedule V of the Companies Act, 2013.

Except Mr. Nikit Rambhia (the appointee), Mr. Devchand Rambhia & Mr. Amit Rambhia, (being relatives of the appointee), 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. 6.

Information about Mr. Nikit Rambhia, in accordance with Regulation 26(4) & 36(3) of SEBI (LODR), 2015 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 draft Agreement to be entered into between the Company and Mr. Nikit Rambhia for his re-appointment is 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 12th AGM.

The Board recommends the Special Resolution at Item No. 6 for approval by the Members.

Item No. 7:

Mr. Devchand Rambhia is associated with the Company as Director since its inception. Members of the Company at an Extra-Ordinary General Meeting held on 17th February, 2017 approved appointment of Mr. Devchand Rambhia as Whole-Time Director of the Company for a period of three years effective from 17th February, 2017 till 16th February, 2020 through a Special Resolution under the relevant provisions of the Companies Act, 2013. His present term as Whole-Time Director shall expire on 16th February, 2020.

Thus, on the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the Members, the Board at their meeting held on 13th August, 2019, re-appointed Mr. Devchand Rambhia as Whole-Time Director of the Company with effect from the 17th February, 2020 till 16th February, 2023, liable to retire by rotation, on the terms and conditions as contained in the draft Agreement to be entered between the Company and Mr. Devchand Rambhia. He is not disqualified from being appointed as Whole-Time Director in terms of the provisions of the Companies Act, 2013 and provided declaration to the effect that he is not debarred from holding the office of Director pursuant to any SEBI order.

He shall be eligible to a gross remuneration not exceeding ₹ 60.00 Lakh (Rupees Sixty Lakh Only) per annum which may be paid partly by way of a monthly payment and partly by way of Incentives as may be determined by Nomination and Remuneration Committee or Board from time to time, for a period of 3 years having effect from 17th February, 2020 to 16th February, 2023. The said remuneration shall be paid as per Section II of Part II of Schedule V of the Companies Act, 2013.

Mr. Devchand Rambhia has attained an age beyond 70 years and accordingly members approval as Special Resolution shall be required as per Part I of Schedule V of the Companies Act, 2013.

Except Mr. Devchand Rambhia (the appointee), Mr. Amit Rambhia & Mr. Nikit Rambhia, (being relatives of the appointee), 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. 7.

Information about Mr. Devchand Rambhia, in accordance with Regulation 26(4) & 36(3) of SEBI (LODR), 2015 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 draft Agreement to be entered into between the Company and Mr. Devchand Rambhia for his re-appointment is 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 12th AGM.

The Board recommends the Special Resolution at Item No. 7 for approval by the Members.

Item No. 8:

Based upon the business requirements, Board of Directors of your Company have evaluated the transactions contained in the resolution no. 8 with Panache Innovations Limited (PIL), being related party 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

Name of the Related Party	**Name of Director or Key Managerial Personnel who is related, if any**	**Nature of Relationship**	**nature and particulars of the contract or arrangements**	**material terms, monetary value and duration**
Panache Innovations Limited (PIL)	Mr. Amit Rambhia, Mr. Nikit Rambhia and Mr. Devchand Rambhia	Amit Rambhia is Director, Promoter & Member in PIL. Nikit Rambhia & Devchand Rambhia are Promoter Members in PIL.	- Sale / Purchase of IT products, consumer electronics, software etc. - Availing and / or rendering services	Transactions with PIL 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 during Financial Year 2019-20 shall not exceed ₹ 50.00 Crore and during the Financial Year 2020-21 shall not exceed ₹ 70.00 Crore. The transactions shall be on arm's length basis.

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 as we are currently listed on SME platform of National Stock Exchange of India. However, as the Company is under process of migration from SME Platform of National Stock Exchange of India Ltd. i.e. EMERGE to the Main Board of NSE Ltd., subject to approval of NSE and as a matter of abundant caution, members approval is sought for entering into Material Related Party Transactions.

Except Mr. Amit Rambhia (being Director and promoter member in PIL), Mr. Devchand Rambhia & Mr. Nikit Rambhia, (being promoter member in PIL), 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. 8.

The Directors recommend the resolution no. 8 for approval by the members.

Item No. 9:

As part of requirement under various Contracts of the company and also to achieve long term strategic and business objectives, Company proposes to invest in other bodies corporate or grant loans, give corporate guarantees or provide securities to other persons or other body corporate as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher. Accordingly, the Board of Directors of the Company proposes to

seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding ₹ 80.00 Crore (Rupees Eighty Crore Only) outstanding at any time not withstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No 9 of the notice. The Directors recommend the resolution no. 9 for approval by the members.

Item No. 10, 11 & 12:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company now with its complete focus on its IT business, believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement the Panache Digilife Limited – Employee Stock Option Scheme, 2019 (PDL-ESOS 2019), with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Shares to persons other than the existing Members of the Company the approval of the existing Members by way of Special Resolution is required. The Special Resolution included in Item No. 10 is seeking your approval for the formulation and implementation of the "PDL-ESOS 2019" and issue of shares under the said Plan to the Identified Employees of the Company, its holding and its subsidiary Company(ies) as detailed in the resolutions.

As per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 approval of the shareholders by way of separate Special Resolution is also required:
I. for grant of options to the employees of holding and subsidiary company (ies); and
II. for grant of options to the identified employees during any one year equal to or exceeding 1% of the issued capital of the Company.

The Special Resolutions set out at Item Nos. 11 and 12 are seeking your approval for the said purposes respectively.

Pursuant to provisions of SEBI (SBEB) Regulations, the Company seeks members' approval in respect of PDL-ESOS 2019 and grant of options to the identified / eligible employees/ Directors of the Company as decided by the Nomination and Remuneration Committee from time to time in due compliance of the SEBI (SBEB) Regulations.

The main features of the PDL-ESOS 2019 are as under:

1. **Brief Description of the Scheme(s)**

   The Plan shall be called the Panache Digilife Limited – Employee Stock Option Scheme, 2019 (PDL-ESOS 2019) is intended to reward the identified Employees of the Company and its Subsidiary Company(ies) in India and abroad, in accordance with the applicable laws.

   The Scheme will be implemented via Direct Route wherein the Company will allot fresh equity shares of the Company to the Identified Employees of the Company. The Plan will be administrated by the Nomination and Remuneration Committee constituted by the Board which for the purpose of this Scheme is designated as "Compensation Committee" as required under the SEBI (Share Based Employee Benefit) Regulations, 2014.

2. Total number of options to be granted

The maximum number of options to be granted under this Plan shall not exceed 6,00,000 (6 Lakhs) options convertible into equal number of Equity Shares of the Company. The vested options lapsed due to non-exercise and/or unvested options which get cancelled due to resignation/termination or otherwise would be available for re-grant at the future date(s) as per the provisions of the Scheme at the discretion of the Compensation Committee.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Present and future permanent employees whether working in India or outside India, Director whether a whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the company and its present and future holding Company and subsidiary company(ies) as may be decided by the Compensation Committee from time to time.

4. Requirements of vesting and period of vesting

The options granted under this Scheme would vest based upon the performance criteria or any other criteria as may be decided by the Compensation Committee and specified in the Grant Letter. Vesting period shall commence any time after the expiry of 1 (One) year from the grant date of such Options. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of Options.

5. Maximum period within which the options shall be vested

The options granted under the Scheme shall have a vesting period as may be decided by the Compensation Committee subject to a maximum period of 5 (Five) years from the date of grant or any other period as may be determined or decided by the Compensation Committee. Vesting of Options would be subject to continued employment with the Company as detailed in the Scheme.

6. Exercise period within which the options shall be vested

Options granted under PDL-ESOS 2019 would vest subject to maximum period of 5 (Five) years from the date of respective vesting or any other period as may be determined or decided by the Compensation Committee.

7. Exercise price or pricing formula

The Exercise price of the Shares will be based on the Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options will be approved.

The Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise price shall not go below the par value of Equity Share of the Company which is ₹ 10/- per share.

8. Exercise period and the process of Exercise

The options granted may be exercised by the Grantee at any time within the period determined by the Compensation Committee from time to time subject to a maximum period of five years from the date of respective vesting or any other period as may be determined or decided by the Compensation Committee.

The mode and manner of the Exercise of the Options shall be communicated to the employees individually. On exercise of the Options, the employee shall forthwith pay to the Company the price which includes the grant price. The options shall lapse if not exercised within the specified exercise period.

9. Appraisal process for determining the eligibility of employees under PDL-ESOS 2019

The appraisal process for determining the eligibility of the employees will be in accordance with the Scheme or on the basis of such criteria as may be determined by the Committee at its sole discretion from time to time.

10. Maximum number of options to be issued per employee and in aggregate

The Compensation Committee will determine the maximum options that can be granted to the employees and it may grant options to some eligible employees, equal to or exceeding 1% in any one year of the issued capital of the Company at the time of grant of Options, for which a separate approval has been placed at Item No. 12. The maximum number of options to be granted under this plan shall not exceed 6,00,000 (Six Lakhs).

11. Maximum Quantum of benefits to be provided per employee under the PDL-ESOS 2019

The maximum quantum of benefit that will be provided to every eligible Employee under the Scheme will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of options and the Exercise Price paid by the employee to the Company.

12. Implementation and administration of the Scheme

The scheme shall be implemented and administered directly by the Compensation Committee of the Company.

13. Source of Shares

The Scheme contemplates new Issue of Shares by the Company.

14. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.

Not Applicable

15. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme

Not Applicable

16. Disclosure and Accounting Policies

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

17. Method of Valuation

Fair Value Method or any other method as per applicable statutory provisions from time to time and as decided by Compensation Committee.

18. Statement with regard to Disclosure in Directors' Report

In case the Company opts for Intrinsic Value for expensing of the benefits of the Scheme, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company will also be disclosed in the Directors' Report.

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

The Board of Directors recommends the aforesaid resolution no. 10, 11 and 12 as Special Resolution for approval of the members.

By order of the Board of Directors of
Panache Digilife Limited

Jinkle Khimsaria
CS & Compliance Officer
Membership No. A43987

Date: 13/08/2019
Place: Mumbai

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. Gaurav Pratap Singh**	**Mr. Amit Devchand Rambhia**	**Mr. Nikit Devchand Rambhia**	**Mr. Devchand Lalji Rambhia**
Father's Name	Ajai Pal Singh	Mr. Devchand Lalji Rambhia	Mr. Devchand Lalji Rambhia	Mr. Lalji Kanji Rambhia
DIN	06747792	00165919	00165678	00165851
Date of Birth	17/09/1980	23/09/1974	09/10/1978	16/01/1948
Age	39	45	41	72
Educational Qualification	Engineer in Electronics & Telecom and has completed MBA in Finance and Marketing.	Bachelor's Degree from Mumbai University; MBA from IIM Indore	B.Com; MBA	Mechanical Engineer from Board of Technical Examination of Maharashtra (1970)
Experience / Expertise (Brief Profile)	He has an overall experience of 14 years in Information & Technology, Banking & Finance and Supply Chain. Currently he is heading the business of a leading Private Equity backed Company having PAN India Presence	He has got 20+ years of experience. He is an innovative and self – driven man. He always had a passion for technology that led him to venture into IoT & ICT hardware business in 1993. He offers rich and varied exposure of 20+ years to the entire spectrum of Business activities. Mr. Amit Rambhia has been recognized amongst The Most Influential Marketing Leader by the World Marketing Congress.	He has got 18+ years of experience in handling operations. 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 valuates and helps better the operations, which are overlooked by a team of seasoned professionals from varied backgrounds. He is an active member of ASIRT, TAIT, and ASSENT.	He has worked in management cadre of Multinational companies like Hindustan Unilever Limited and National Rayon Corporation Limited. He has also worked as project consultant in India, Bangladesh and Sri Lanka for Unilever Projects. He has experience in "Information Technology" Product development and setting up of manufacturing facility. He has undertaken IT products development and execution of manufacturing setups incorporating GMP.
Nature of his expertise in specific functional area	Information & Technology, Banking & Finance and Supply Chain	Management & overall business execution	Management & overall business execution	Management & project execution
Terms and conditions of appointment or re-appointment	Appointed as an Additional Independent Director to hold office up to the date of 12th AGM for a term of 5 years with	Re-appointed as Managing Director to hold office for a period of 3 years effective from 17th February, 2020 to 16th February, 2023, subject to	Re-appointed as Joint Managing Director to hold office for a period of 3 years effective from 17th February, 2020 to 16th February, 2023, subject to	Re-appointed as Whole-Time Director to hold office for a period of 3 years effective from 17th February, 2020 to 16th February, 2023, subject to

	effect from 23rd July, 2019 to 22nd July, 2024. His appointment shall not be liable to retire by rotation.	members approval. His appointment is liable to retire by rotation.	members approval. His appointment is liable to retire by rotation	members approval. His appointment is liable to retire by rotation
Last drawn remuneration	N.A.	₹ 42,00,000/- p.a	₹ 42,00,000/- p.a	₹ 15,00,000/- p.a
Date of 1st Appointment on the Board	23/07/2019	30/03/2007 (Since Inception)	30/03/2007 (Since Inception)	30/03/2007 (Since Inception)
No. of Board Meetings attended during the year 2018-19	N.A.	6	5	5
No. of share held as on date	NIL	28,00,000 Equity Shares	28,00,000 Equity Shares	27,99,160 Equity Shares
Relationship with other directors, manager & KMP	NIL	He is Son of Devchand Rambhia (Whole Time Director) & Brother of Nikit Rambhia (Joint Managing Director).	He is Son of Devchand Rambhia (Whole Time Director) & Brother of Amit Rambhia (Managing Director).	He is father of Amit Rambhia (Managing Director) & Nikit Rambhia (Joint Managing Director).
Directorships held in other companies	Panache Innovations Limited – **Additional Independent Director**	Panache Innovations Limited – **Non-Executive Director** ICT Infratech Services Private Limited – **Director**	ICT Infratech Services Private Limited – **Director**	Technofy Digital Private Limited - **Director**
Committee Memberships in other companies	**Panache Innovations Limited** Stakeholders Relationship Committee (Chairman) Audit Committee (Member) Nomination and Remuneration Committee (Member)	**Panache Innovations Limited** Stakeholders Relationship Committee (Member) Audit Committee (Member) Nomination and Remuneration Committee (Member)	NIL	NIL

The additional detailed information as per Section – II of Schedule V

I. General Information:

Nature of Industry:	Information Technology
Date or expected date of commencement of commercial production:	Company is already in operation
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.
Financial performance based on given indicators:	

Particulars	**Financial Year Ended**			
	Standalone		**Consolidated**	
	31/03/2019	**31/03/2018**	**31/03/2019**	**31/03/2018**
Revenue from operations (net)	9313.85	7709.61	9313.85	10250.26
Other income	90.79	52.65	90.79	52.65
Earnings before interest, tax, depreciation and amortization (EBITDA) and prior period adjustments	722.91	457.83	681.87	704.47
Depreciation and amortization expenses	19.60	15.48	19.60	15.48
Finance Cost	206.23	118.82	206.23	118.82
Profit before tax (PBT)	587.87	376.18	546.83	622.83
Profit after tax and minority interest (PAT)	411.28	241.21	371.55	485.90

*Previous year figures have been regrouped / rearranged wherever necessary

Foreign investments or collaborators, if any	The company has incorporated a Wholly Owned Subsidiary Company named "Wemart Global F.Z.E." in Ajman Free Zone on 21/11/2016.

II. Information about the appointee:

Name of Appointee	**Amit Rambhia**	**Nikit Rambhia**	**Devchand Rambhia**
Background details	Mr. Amit Rambhia is associated with the Company as Director since its inception. Members of the Company at an Extra-Ordinary General Meeting held on 17th February, 2017 approved appointment of Mr. Amit Rambhia as Managing Director of the Company for a period	Mr. Nikit Rambhia is associated with the Company as Director since its inception. Members of the Company at an Extra-Ordinary General Meeting held on 17th February, 2017 approved appointment of Mr. Nikit Rambhia as Joint Managing Director of the Company for a period of three years effective from	Mr. Devchand Rambhia is associated with the Company as Director since its inception. Members of the Company at an Extra-Ordinary General Meeting held on 17th February, 2017 approved appointment of Mr. Devchand Rambhia as Whole-Time Director of the Company for a

	of three years effective from 17th February, 2017 till 16th February, 2020 through a Special Resolution under the relevant provisions of the Companies Act, 2013. His present term as Managing Director shall expire on 16th February, 2020 and accordingly proposed for re-appointment. Bachelor's Degree from Mumbai University; MBA from IIM Indore. He has got 20+ years of experience. He is an innovative and self – driven man. He always had a passion for technology that led him to venture into IoT & ICT hardware business in 1993. He offers rich and varied exposure of 20+ years to the entire spectrum of Business activities.	17th February, 2017 till 16th February, 2020 through a Special Resolution under the relevant provisions of the Companies Act, 2013. His present term as Joint Managing Director shall expire on 16th February, 2020 and accordingly proposed for re-appointment. Nikit Rambhia is a Bachelor in Commerce and has done MBA in Marketing from the University of Mumbai. He has 18+ years of experience in IT Hardware designing, manufacturing, distribution and servicing of high-quality product. 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 valuates and helps better the operations, which are overlooked by a team of seasoned professionals from varied backgrounds.	period of three years effective from 17th February, 2017 till 16th February, 2020 through a Special Resolution under the relevant provisions of the Companies Act, 2013. His present term as Whole-Time Director shall expire on 16th February, 2020 and accordingly proposed for re-appointment. Devchand Rambhia is a Mechanical Engineer from Board of Technical Examination of Maharashtra. Has worked in Multinational Companies like Hindustan Unilever Limited and National Rayon Corporation Limited. He has also worked as project consultant and has vast experience in Information Technology Industry.
Past Remuneration	₹ 42,00,000/- p.a	₹ 42,00,000/- p.a	₹ 15,00,000/- p.a
Recognition and Awards	Under the robust leadership of Mr. Amit Rambhia, the Company has been recognized by several awards like SME National Award for Excellence in IT - 2013, Best system builder 2010, 2011, 2012 & 2013 by CRN, Intel embedded hero award 2012 and accolades for the kind of innovations he has made in PC segment. Mr. Amit Rambhia has recently been recognized amongst The Most Influential Marketing Leader by The World Marketing Congress.	Under the leadership of Mr. Nikit Rambhia, the Company has been recognized by several awards like; - Intel Ace New Comer 2006 / 07 - Intel Star Achiever 2007 / 08 - Quad Core King 2008 - Intel Best Innovation 2008 Innovative Designs in DT Category 2007 - Innovative Design on Intel Architecture 2011 Intel Embedded Systems Conference - Edge Innovation Award 2014 - Intel IoT Group Partner Performance Award 2017.	Mr. Devchand Rambhia has been recognised for various projects implemented by him viz. Hydrogen Gas manufacturing plant, Toothpaste manufacturing facility with 3800 tonnes per annual capacity at Kandla, Gujarat, personal products manufacturing plant at Chittagong, Bangladesh.
Job profile and his suitability	Requires policy planning, vision, strategy and long-term development activities alongwith strong knowledge and experience in IT Industry, exposure in innovation, management skills, marketing expertise, finance which Mr.	Requires policy planning, vision, strategy and long-term development activities alongwith strong knowledge and experience in IT Industry, exposure in innovation, management skills, operational expertise, marketing expertise, finance which Mr.	Requires strong knowledge and experience in IT Industry along with project implementation skills and managing overall affairs of the Company. Mr. Devchand Rambhia possesses the required skills. His guidance and experience has helped

	Amit Rambhia possesses. Also considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Amit Rambhia should be available to the Company.	Nikit Rambhia possesses. Also considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Nikit Rambhia should be available to the Company.	the Company reach new heights. Also considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Devchand Rambhia should be available to the Company.
Remuneration proposed	Not exceeding ₹ 1.00 Crore p.a.	Not exceeding ₹ 1.00 Crore p.a.	Not exceeding ₹ 60.00 Lakh 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.	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	He is Son of Devchand Rambhia (Whole Time Director) & Brother of Nikit Rambhia (Joint Managing Director). He is promoter of the Company and holds 28,00,000 equity shares of the Company.	He is Son of Devchand Rambhia (Whole Time Director) & Brother of Amit Rambhia (Managing Director). He is promoter of the Company and holds 28,00,000 equity shares of the Company.	He is father of Amit Rambhia (Managing Director) & Nikit Rambhia (Joint Managing Director). He is promoter of the Company and holds 27,99,160 equity shares of the Company.

III. Other Information:

Reason of loss or inadequate profits	Considering the responsibility shouldered by Mr. Amit Rambhia, Mr. Nikit Rambhia and Mr. Devchand Rambhia of the enhanced business activities of the Company, the Company has inadequate profits to 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.
Steps taken or proposed to be taken for improvement	The Company is striving continuously in trading/ manufacturing/ distributing in Information Technology Business. The Company is exploring new areas and products for generating revenue. The Directors have rich experience in the 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.

PANACHE DIGILIFE LIMITED

Regd. Off.: Bldg.A3, 102-108 & 201-208, Babosa Industrial Park, Mumbai – Nashik Highway NH3, Saravali Village, Bhiwandi Thane-421302, Maharashtra India
Corporate Off.: Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai – 400086, Maharashtra, India
Tel: 022-2500 7002/7502; Email: info@panachedigilife.com; Website: www.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**	

*Applicable for investors holding shares in electronic form.

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 12th AGM of the Company, to be held on the Friday, 20th September, 2019 at 03:00 P.M. at Shangrila Resort, Mumbai-Nashik Highway, Bhiwandi By Pass End, Gangaram Pada, Vadpe, Bhiwandi, Thane - 421302, 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
	Ordinary Business		
1	To receive, consider and adopt – a. The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2019, 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, 2019, and the report of the Auditors thereon – ***Ordinary Resolution***		
2	To declare final dividend on Equity Shares at ₹ 0.50/- on per share of Face Value of ₹ 10/- for the Financial Year ended 31st March 2019 – ***Ordinary Resolution***		
3	To appoint a Director in place of Mr. Devchand Rambhia, Director, (DIN 00165851), who retires by rotation and being eligible, offers himself for re-appointment – ***Ordinary Resolution***		
	Special Resolution		
4	Appointment of Mr. Gaurav Pratap Singh (DIN: 06747792) as an Independent Director of the Company – ***Ordinary Resolution***		
5	Re-appointment of Mr. Amit Rambhia as Managing Director – ***Special Resolution***		
6	Re-appointment of Mr. Nikit Rambhia as Joint Managing Director – ***Special Resolution***		
7	Re-appointment of Mr. Devchand Rambhia as Whole-Time Director – ***Special Resolution***		
8	Approval of Related Party Transactions – ***Special Resolution***		
9	Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013 – ***Special Resolution***		
10	Approval of Panache Digilife Limited – Employee Stock Option Scheme, 2019 (PDL-ESOS 2019) – ***Special Resolution***		
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***		
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***		

**This is Optional

Signed this_____ day of_____, 2019

Please Affix Revenue Stamp

_____ _____

Signature of Member Signature of Proxy Holder

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

Regd. Off.: Bldg.A3, 102-108 & 201-208, Babosa Industrial Park, Mumbai – Nashik Highway NH3, Saravali Village, Bhiwandi Thane-421302, Maharashtra India
Corporate Off.: Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai – 400086, Maharashtra, India
Tel: 022-2500 7002/7502; Email: info@panachedigilife.com; Website: www.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 12th AGM of the Company held on Friday, 20th September, 2019 at 03:00 P.M. at Shangrila Resort, Mumbai-Nashik Highway, Bhiwandi By Pass End, Gangaram Pada, Vadpe, Bhiwandi, Thane - 421302, Maharashtra, India.

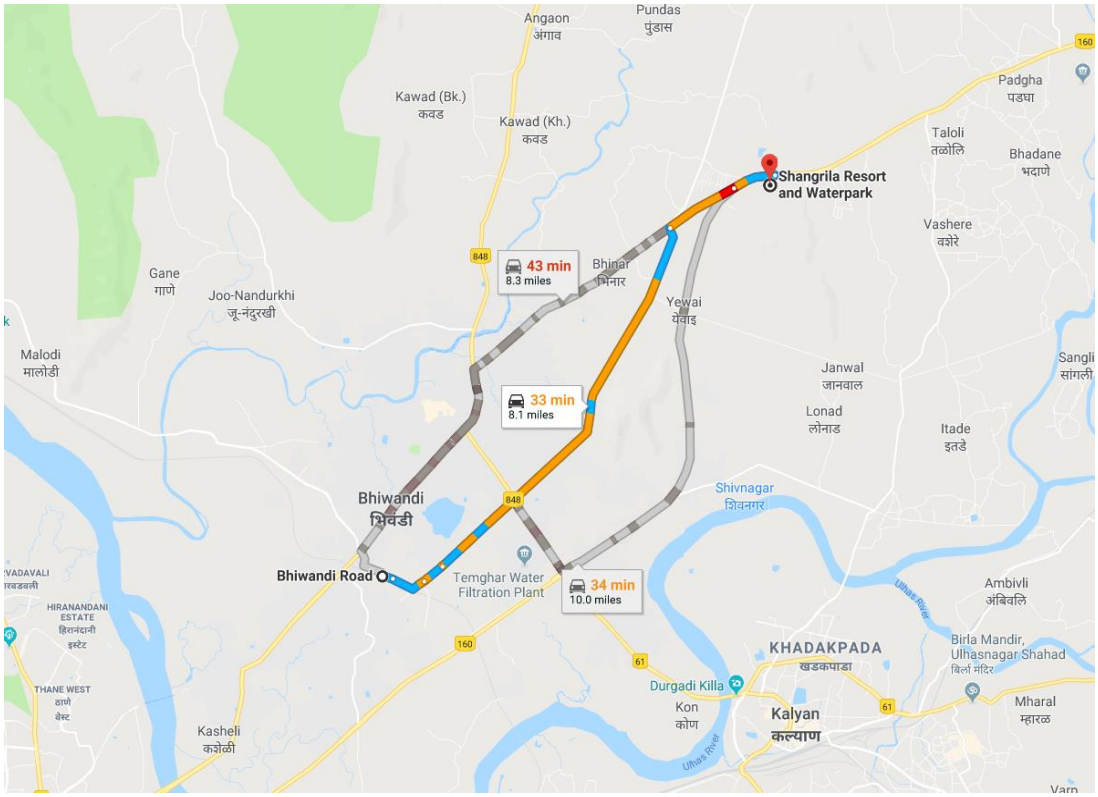
_____

Signature of member/Proxy holder(s)

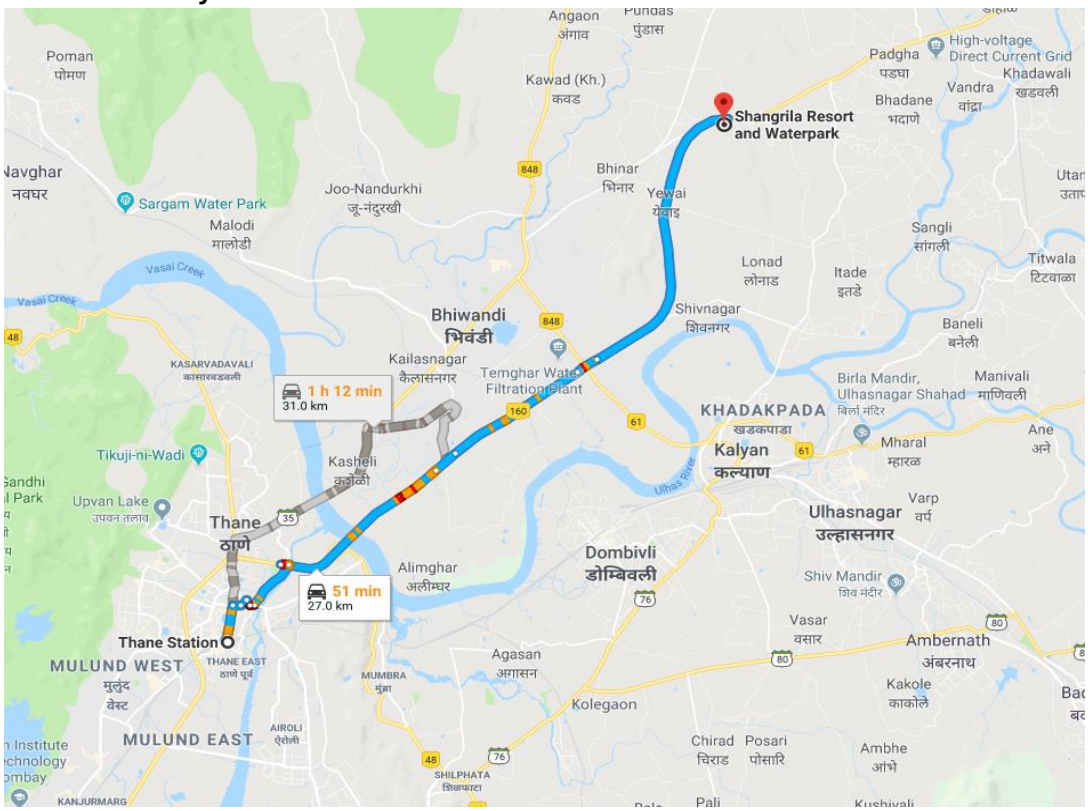
***Applicable for investors holding shares in electronic form.**

Route Map for the Venue of AGM Route Map for the Venue of AGM

Via Bhiwandi Road



Via Thane Railway Station



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Venue of AGM: Shangrila Resort, Mumbai-Nashik Highway, Bhiwandi By Pass End, Gangaram Pada, Vadpe, Bhiwandi, Thane - 421302, Maharashtra, India

Date of AGM: 20th September, 2019 (Friday)

Time of AGM: 3.00 pm

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