

Transcript of the proceedings of 39th Annual General Meeting of the members of Panache Innovations Limited held on Monday, 28th September, 2020 at 3.00 P.M. through Video Conferencing / Other Audio - Visual means (“VC / OAVM”).

Priyank Sangoi Good afternoon and welcome everyone for the 39th AGM of Panache Innovations Limited.

Myself Priyank Sangoi, Company Secretary & Compliance Officer of the Company.

I request all the Panelists of this meeting to put themselves on mute so as to avoid any background disturbances.

I would like to request our Chairman, Mr. Amit Rambhia to introduce himself and welcome the members.

Amit Rambhia Good afternoon, Ladies & Gentlemen.

I am Amit Rambhia, Chairman and Non-Executive Director of the Company. I am attending this meeting from the corporate office at Mumbai.

On behalf of the Board of Directors of the Company, it is my pleasure to extend a warm welcome to all of you on the occasion of 39th Annual General Meeting of your Company. We hope that everyone stays safe and the world succeeds in containing this pandemic very soon. Thank you all for your unconditional support in these pressing times and joining us today.

This meeting is being held through video conference in accordance with the Circulars issued by the Ministry of Corporate Affairs and the SEBI.

I confirm that, we have the requisite quorum being present through video conference to conduct the proceedings of this meeting. In line with the provisions of Section 103 of Companies Act, 2013 and complying with various circulars issued by MCA, members present and attending the AGM via VC/ OAVM are counted for the purpose of reckoning quorum. Witnessing the fulfilment of the above mentioned requirements, I declare the meeting to be open.

Before we start the meeting, I would request Mr. Priyank Sangoi to introduce the other Board members, Statutory auditor and Secretarial auditor present with us.

Priyank Sangoi I would request each one to introduce themselves to the members after I take their names.

To start with, I request Mr. Prakash Vichhivora to introduce himself

Prakash Vichhivora Good afternoon everyone.

I am Prakash Vichhivora, Managing Director of the Company. I am attending this meeting from the corporate office at Mumbai. I would like to warmly welcome you to Panache Innovations Limited's 39th Annual General Meeting.

Priyank Sangoi I now request Mr. Hetal Vichhivora to introduce himself

Hetal Vichhivora Good afternoon everyone.

I am Hetal Vichhivora, Whole-Time Director and Chief Financial Officer of the Company. I am attending this meeting from the corporate office at Mumbai. I express my heart felt gratitude for making yourself available and showering your trust throughout our journey and standing beside us in this unprecedented time.

Priyank Sangoi I now request Mrs. Meeta Mehta to introduce herself

Meeta Mehta Good afternoon everyone.

I am Meeta Mehta, Independent Director & Chairman of Audit Committee. I am attending this meeting from Mumbai.

Priyank Sangoi I now request Mr. Anil Dagade to introduce himself

Anil Dagade Good afternoon everyone.

I am Anil Dagade, Independent Director & Chairman of Nomination and Remuneration Committee. I am attending this meeting from Mumbai.

Priyank Sangoi I now request Mr. Shailesh Gala to introduce himself

Shailesh Gala Good afternoon everyone.

I am Shailesh Gala, Additional Independent Director & Chairman of Stakeholders Relationship Committee. I am attending this meeting from Mumbai.

Priyank Sangoi We also have with us Mr. Jayesh Salia, Representing M/s. Jain Salia & Associates, Statutory auditors and Mr. Dharmesh Zaveri, Representing M/s. D.M. Zaveri & Co., Secretarial Auditor.

Priyank Sangoi The proceedings of the 39th AGM will be conducted as per the Companies Act 2013 and the rules made thereunder.

Further, complying with the Companies Act, 2013, all the necessary registers and documents referred in the Notice of 39th AGM are open and available for inspection via electronic mode.

Now, I would request Mr. Amit Rambhia, Chairman to address the shareholders

Amit Rambhia Dear Shareholders,

Greetings!

On behalf of the Board of Directors of Panache Innovations Limited, I welcome you all to this 39th Annual General Meeting of your Company. As you are aware that the economy is going through a slowdown phase which coupled with the outbreak of Covid-19 pandemic and subsequent lockdowns has affected us all. There are multiple challenges today given the situation that is evolving with every passing day. The Fast-moving consumer goods (FMCG) and Telecommunication industry in which the Company operates is growing at a rapid pace which shall benefit the Company to deliver enhanced benefits to its entire ecosystem of shareholders, customers, investors, employees and partners.

There have been few changes in the Management of the Company that have taken place during the F.Y 2019-20.

I have taken the position as Non-Executive Chairman of the Board effective from 30th May, 2019 and our new driving team Mr. Prakash Vichhivora as Managing Director and Mr. Hetal Vichhivora as Whole-Time Director & Chief Financial Officer of the Company, are leading our Company's growth initiatives. I shall continue to lead efforts for improving the collective functioning of the Board. Our new management team comes with an aggressive and ambitious goals.

Panache Innovations being the Distribution & Service Company has always tried to remain a step ahead in the market by bringing the latest and fast-moving electrical & electronic products as per the need and demand of the customers. The Company has flexible supply chain and end to end management of goods which can cater to domestic as well as international markets. At present time, the Company is confident to serve the markets through its widespread Distribution Channel across India and achieve milestones and unlock shareholders value.

Our Company strongly supports "Make in India" initiative by the Government of India by strengthening the tie-ups with the manufacturers in India. The Company completely identifies with the 'Make in India' and 'Atmanirbhar Bharat' initiatives in the Electronics domain and has positioned itself with many branded products in the Indian market which shall be a substitute to imports and proudly positioned as "Made in India" products.

I will now briefly talk about important developments in the year gone by.

During the year, the Company has been appointed as National Distributor of MOROTOLA brand for India in the Telecommunication category (Corded Phones, Cordless Phones, Fixed Wireless Phones & IP Phones). The Company has developed wide network of 500+ Channel Distributors across India who operate as Secondary tier and responsible to promote and distribute products to third tier (dealer's/ End customers/ SME's). The Company also successfully added Large Format Retailers & Blue-Chip Corporates as our institutional customers. Panache Innovations has taken special attention & efforts towards enhancement of corporate tie-ups with Ecommerce Industry leaders by becoming their Special Vendor Partners for company's respective business category. All these initiatives will widen our product range and expand the clientele base.

With respect to the Financial performance of the Company for the year 2019-20, your Company achieved a total revenue from operations of Rs. 15.12 crores and Net Profit after Tax of Rs. 3.96 Lakhs.

Talking about the ongoing year 2020-21, we have got an opportunity to be associated with a global and well-known brand "HYUNDAI" as Brand Licensee of Hyundai for India and has signed an exclusive Trademark License Agreement with Hyundai Corporation Holdings Co. Ltd to offer our valued customers various products under the said brand. Our Company is also planning to introduce various products such as Basic Landline Phones, LED Lighting by introductions of Panel Lights, Down Lights, Streetlights & Digital Signage; and in Battery category by introduction of Wireless Power Bank, Wireless Charger, Hearing Aid Batteries & Lithium ion Battery, in product line in order to expand business reach in Semi-urban, rural, SME's & Public sector where company expects increase in demand drastically. Panache Innovations has an outlook to explore and search for new opportunities in Mobile accessories category which will be introduced as separate business vertical and revenue centre for FY. 2020-21.

We will continue to achieve deeper market penetration with more products, improving operational and financial efficiency. You are likely to see our Company make a strong bid in both traditional as well as emerging markets. We look forward to the future with renewed enthusiasm.

I now conclude my address by thanking all those who have stayed connected with Panache Innovations and supported its endeavours. Thank you for placing your confidence in the Company and its management and in Panache's growth potential.

We welcome your advice and feedback. We wish you and your families, all the very best.

Further,

The notice convening the 39th AGM along with the annual report for the financial year ended 31st March, 2020, consisting of financial statements including the Board's report, Auditor's report have been sent to those members whose email ids are registered with the company or the Registrar and Share transfer agent or the Depository Participants through electronic means and no physical copies and notice have been sent by the company to any member. The notice has also been hosted on the website of the company.

With the permission of the members present, I take the notice of 39th AGM as read.

The company presented Standalone and Consolidated Financial statements of the company for the financial year ended 31st March, 2020, as per the requirements under the Companies Act, 2013. As there are no observations or qualification in the Auditors report on Standalone Financial Statements the said report is taken as read.

Pursuant to Section 145 of the Companies Act, I would read the qualification provided by statutory auditor in their report for the Consolidated Financial Statements;

The Consolidated Ind AS Financial Statements includes the unaudited Financial Statement of Panache Innovations DMCC (Dubai-U.A.E), whose Financial Statements reflect total assets of Rs.10.27 Lakhs as at 31st March, 2020, net gain/(net loss) of Rs.0.89 Lakhs pertaining to writing off of other assets & liabilities of nominal value and total comprehensive income/(loss) of Rs.0.89 Lakhs for the year ended on that date, has been considered in the Consolidated Financial Statements. We state that this Financial Statement is not audited by us. This Financial Statement was to be audited by other auditors, whose report has not been furnished to us by the management. We assess that the possible effects of misstatements due to unavailability of audited Financial Statements of such subsidiary on the overall Consolidated Financial Statements could be material but not pervasive.

There were no qualifications reservations or adverse remarks made by the Secretarial Auditor in their report and hence the said report is taken as read.

I would request Mr. Priyank Sangoi to inform the members on the evoting instructions

Priyank
Sangoi

The Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice of 39th AGM. Members who have not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by Central Depository Services (India) Limited (CDSL). The E-voting was kept open for 3 days i.e. from 9 am of 25th September, 2020 to 5 pm of 27th September, 2020. The Members may refer the notice of AGM for detailed instruction on e-voting facility provided during this meeting.

The facility of e-voting is enabled by the Moderators and the members may vote resolutions put forth while attending the meeting. I request all the members to cast their vote on each and every item of the Notice through e-voting.

Company has appointed Mr. Dharmesh Zaveri from M/s. D. M. Zaveri & Co. as a scrutiniser for orderly conduct of Voting through E-voting in a fair and transparent manner.

The results will be declared based on the report received from the scrutiniser of remote e-voting and will be placed on the Company's website www.panachemodera.com and on CDSL website at www.evotingindia.com within 48 hours from the conclusion of the Annual General Meeting. The same will be communicated to the BSE Ltd where the company's shares are listed.

I request Mr. Amit Rambhia, Chairman to proceed with the agenda items of the Notice.

Amit Rambhia **Ordinary Business:**

1. To receive, consider and adopt
 - a. The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2020, and the report of the Board of Directors and Auditors thereon.
 - b. The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2020, and the report of the Auditors thereon. (Ordinary Resolution)

2. Appoint a Director in place of Mr. Prakash Mavji Vichhivora, Managing Director, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Special Business:

3. Alter object clause of Memorandum of Association (Special Resolution)
4. Appointment of Mr. Shailesh Premji Gala as an Independent Director of the Company. (Ordinary Resolution)
5. Re-appointment of Mrs. Meeta Kaushal Mehta as an Independent Director of the Company (Special Resolution)

I being interested in the next agenda item, I request Shailesh Gala to take up the agenda item No. 6

Shailesh Gala 6. Approval of Related Party Transactions (Ordinary Resolution)

I would request Mr. Priyank Sangoi to inform members regarding query resolution procedure.

Priyank Sangoi Dear Members, we had requested all of you to register 7 days in advance prior to AGM, who would like to express their views/ask questions or send your queries regarding the business, proposals in the AGM Notice and other matters in the Annual Report, mentioning your name, demat account number/folio number, email ID, mobile number at compliance@panachemodera.com.

Only those members who have registered themselves as speakers were authorised to share their thoughts. As there were no speakers registered in advance with the Company, there are no queries to answer.

I request Mr. Amit Rambhia to address and conclude the meeting.

Amit Rambhia Before concluding, let me remind you that e-voting will close after 15 minutes from the time of closure of this meeting.

There being no other item to discuss, I hereby declare this meeting as concluded and request the members to cast their votes through e-voting if not cast through remote e-voting.

Lastly, I, thank on behalf of all the members of the Board to all the shareholders for participating in the 39th AGM of the Company.

The meeting concludes at 3.20 pm.

Thank you, have a great day.