PANACHE

Date: September 5, 2022

To,
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sir/ Madam,

Subject: Annual Report including notice of 41st AGM for the financial year ended March 31, 2022.

Security Code - 538742

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the Annual Report including notice of 41st AGM of the Company for the financial year ended March 31, 2022.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report including the Notice of 41st AGM of the Company for the financial year 2021-22 has been sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

The aforesaid report is also available on the website of the Company at www.panachemodera.com.

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

Thanking you,

Yours Faithfully,
For Panache Innovations Limited

HURKAT SALONI GHANSHYAMBHAI
Digitally signed by HURKAT SALONI GHANSHYAMBHAI
Date: 2022.09.05 21:06:45 +05'30'

Saloni Hurkat
Company Secretary & Compliance Officer

Place: Mumbai

Encl.: As above

PANACHE®

ANNUAL REPORT 2022

PANACHE INNOVATIONS LIMITED

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CORPORATE INFORMATION

Registered Office	Corporate Office
Office No. 105, Primus Business Park, Plot No. A-195, Road No. 16/A, Ambika Nagar No. 2, Wagle Industrial Estate, Thane – 400604, Maharashtra. CIN: L51100MH1981PLC312742 (T): +91 8291529934 (E): info@panachemodera.com	Office No. 105, Primus Business Park, Plot No. A-195, Road No. 16/A, Ambika Nagar No. 2, Wagle Industrial Estate, Thane – 400604, Maharashtra.
Share Registrars and Transfer Agents	**Auditors**
Niche Technologies Private Limited 3A Auckland Place,7th Floor, Room No. 7A & 7B, Kolkata 700 017 (T): 033- 2280 6616/17/18 (E): nichetechpl@nichetechpl.com (W): www.nichetechpl.com	Jain Salia & Associates Chartered Accountant

Board and Committees

The Board

- Mr. Amit Devchand Rambhia - **Chairman**
- Mr. Prakash Vichhivora - **Managing Director**
- Mr. Hetal Vichhivora - **Whole-Time Director & CFO**
- Ms. Tejaswini More - **Independent Director**
- Mr. Anil Dagade - **Independent Director**
- Mr. Shailesh Gala - **Independent Director**

The Committees

- **AUDIT COMMITTEE**

  a. Shailesh Gala – Chairperson
  b. Tejaswini More – Member
  c. Amit Rambhia – Member
  d. Anil Dagade – Member

- **NOMINATION AND REMUNERATION COMMITTEE**

  a. Anil Dagade – Chairperson
  b. Tejaswini More – Member
  c. Shailesh Gala – Member
  d. Amit Rambhia – Member

- **STAKEHOLDERS RELATIONSHIP COMMITTEE**

  a. Shailesh Gala – Chairperson
  b. Tejaswini More – Member
  c. Amit Rambhia – Member
  d. Anil Dagade – Member

Key Management Personnel

- **Company Secretary & Compliance Officer**

Mr. Vishal Adhav (Resigned w.e.f. 13th March, 2022)

Ms. Saloni Hurkat (Appointed w.e.f. 30th May, 2022)

- **Internal Auditor**

SSPK & Associates

- **Secretarial Auditor**

D.M. Zaveri & Co.

BANKS

CANARA BANK

Chairman's Letter

Dear Shareholders,

Greetings from Panache!!

As I prepare to present to you Panache Innovations Limited Annual Report 2021-222, on behalf of the Board of Directors, I welcome you all to the 41st Annual General Meeting of your company. I would discuss topics that will help to improve the understanding of the company's growth strategy, performance, and forecasts to create value for all its stakeholder over the short, medium & long term.

For many years, we have been talking about increasing volatility and unpredictability. The events of the last 24 months have heralded a new era of uncertainty where both the amplitude and frequency of shifts have vastly exceeded anything we have seen in recent decades. The unprecedented pandemic was followed by supply chain whiplash, and further disruption was brought on by the Russia- Ukraine war. We are now staring at the spectra of a high- interest rate and high-inflation regime globally.

Over the years, corporations have tried to find a balance between efficiency and resilience, with successive decades of growth having swung the pendulum in the direction of efficiency. The events of the last two years have again taught us all the virtues of reserves and resilience.

This era of disruption also presents a unique opportunity for renewal. The exigencies of this disruption have pushed the boundaries of innovation. A world where traditional rules didn't apply, freed thinking from its conventional shackles. And we are clearly staring at a new age, with new paradigms and new ideas

EXTERNAL ENVIRONMENT - GLOBAL ECONOMY:

The Global economy recovered from the pandemic shock in 2022 on the back of supportive fiscal and monetary policies and mass vaccination programmes. However, at the end of FY22, the war in Ukraine and the subsequent economic sanctions on Russia posed a large shock. It disrupted energy markets & supply chains and added to the already evolving inflationary pressures and concerns over consumer demand. Consequently, growth forecasts have been slashed. The International Monetary Fund (IMF) now expects the world economy to grow by 3.6% in CY22, which is 0.8 percentage points lower than its pre-war projections.

Many economies have experienced a sharp surge in inflation recently, particularly in food and fuel prices, taking their inflation rates to multi-decade highs. Central banks have been forced to respond to surging prices with aggressive rate hikes. The pace of monetary tightening is turning out to be quite swift as central bankers attempt to catch up with the rising inflation from their ultra-accommodative stance during the pandemic.

As the stance of monetary policy shifts, there is greater turbulence in currency markets. The dollar has strengthened, while emerging economies have witnessed downward pressure on their currencies. At the same time, energy and commodity markets have witnessed heightened volatility. Global supply chain disruptions due to pandemic-induced lockdowns have been replaced by new disruptions caused by the war in Ukraine and the economic sanctions.

While the global economic backdrop remains challenging, there are reasons to remain optimistic. First, despite the slowdown, IMF's projection of world GDP growth in CY22 is still tracking the pre-pandemic average. Second, fiscal support in developed economies remains above the pre-pandemic trend, even if somewhat diluted, versus past years. Third, mega-trends around sustainability, green investments, digitization, and disintermediation remain well-entrenched and will support growth and productivity enhancement in the medium-term.

Thus, while businesses will need to remain on guard regarding financial market volatility and cost pressures this year, one could expect the medium-term growth recovery to remain on track.

Amidst new COVID-19 variants, geo-political crises, soaring commodity prices and high inflation, this financial year saw India emerge as a bright spot in the global economy. This is testament to our government's steadfast focus on making India an economy that is prepared to not just participate but lead in the technology value chain and the fourth industrial revolution. With the active involvement of the private sector, prodigious efforts were made to increase industrial competitiveness, make internal markets more efficient and incentivize investments in sectors of the future. We must all prepare to take a big step forward and have the courage to do things in new way with renewed confidence.

INDIA: AN ENGINE OF GLOBAL GROWTH

The Indian economy has not remained unscathed by these global developments. Partly on account of the elevated commodity prices in global markets, India's inflation has pushed higher than the target of the Reserve Bank of India (RBI). To control inflationary risks, and reduce the pressure on the rupee, RBI has been selling reserves and unwinding the extraordinary liquidity support provided by it during the pandemic.

On the positive side, economic activity in India has witnessed a sharp recovery to pre-pandemic levels on the back of a rapid and widespread rollout of the vaccination programme. A strong digital ecosystem, fiscal and monetary policy and various government schemes helped small and medium enterprises and the worst affected sections of the population to survive while reviving demand and bringing the economy back on track.

Even as the global headwinds are being felt, India's growth recovery is progressing well, and most estimates peg economic growth during FY23 around the 7% range. India, therefore, is poised to be the fastest-growing major economy in the world and an engine of global growth.

India's exports are exhibiting a strong buoyancy, and economic sentiment has been supported by a robust pipeline of infrastructure projects as well as the government's pragmatic policies, such as the production-linked incentives schemes. Many industries have witnessed fresh project investment announcements. Foreign direct investment flows have remained strong. The burden of non-performing assets in the banking sector seems to have peaked out and is easing. Dynamism in India's digital ecosystem, diversification of global supply chains away from China and the greater emphasis of investors on sustainable finance offer new opportunities for India.

The above trends lend confidence to a robust economic narrative for India in the medium-term, which augurs well for the corporate sector as well.

COMPANY PERFORMANCE REVIEW FY- 2021-2022:

Your company is engaged in multi-product distribution such as Telecom Products, IT Products & Accessories, LED Lighting Products, Batteries, Power Banks, Audio Products, Torches/Flashlights, Electrical Products Phones & facilitating Project based Services, AMC of Large Corporates, CCTV Surveillance etc.

In the geographies that we have been operating in, we have been able to leverage our relationships with the customers and establish ourselves as a credible alternate supplier, who can be trusted as a long-term partner.

To briefly mention about financial performance, the revenue from operations stood Rs. Rs. 8.39 crore for the year ended March 31, 2022. The PAT (profit after tax) for FY 2021-22 stood at a Profit of Rs. 0.01 due to the reduction in business caused by Covid-19 led lockdowns. The EPS (Earning Per Share) for the financial year ended March 31, 2022, stood at Rs. 0.02 for as face value of Rs.10.

HIGHLIGHTED ACHIEVEMENTS IN FY 2021-22

- Company's newly opened Vertical bagged an Order from Mahindra & Mahindra for supply of IT Services & AMC
- Company received an order from CMS for installation of surveillance Panel at PAN India Level
- Company receive an order DMRL for Supply of IT Services and AMC

GOING AHEAD

Your Company is fully aware and well-positioned to tap both domestic and international opportunities.

We will continue to focus on increasing our wallet-share from our existing customers, by positioning a larger portfolio of our products and acquiring new customers.

- Company intends to increase its product portfolio in its LED Lighting category by introductions of Panel Lights, Down Lights, Streetlights & Digital Signage.
- Company plans to focus on OEM category by offering products like LED Lighting, Flashlights to its OEM customers.
- Company plans to further increase its Distribution channel partners by adding further territories and aim to increase it at pan India level.
- Company have put forward its strong step in IT Services and Surveillance and we have major projects from which will fetch long term profitability to company.
- Company is expanding its IT Services Vertical very efficiently and we have in Project based Services, AMC of Large Corporates, CCTV Surveillance which will be introduced as growth center for FY 2022-23.

CONCLUSION:

The forces of change engulfing the world are creating a whole new set of exciting possibilities and unbelievable opportunities. Many that didn't even exist yesterday. We are uniquely privileged in that we are not passive recipients of changing circumstances but can actively shape our destiny. And this tomorrow is for us to discover and build.

Across businesses, we are at the cusp of a transformational growth cycle. As a business house, we have always made investment decisions based on long-term fundamental drivers like market opportunity, demography, technology etc. Our strong leadership position across key businesses has come on the back of bold but calibrated long-term bets. Given the inherent strengths of your company, we are again at a moment where we are uniquely positioned to invest for long-term growth and explore new paradigms. An exciting journey beckons.

I would like to add our company is looking forward to an optimistic year 2022-2023. We take great pride in our ability to attract and nurture highly talented and skilled individuals across all functions in the organization. Our team showed exemplary commitment and ensured business continuity and 24X7 technical support to our customers during Covid-19 pandemic lockdowns and despite regulatory restrictions.

I would like to extend my sincere appreciation to the Board of Directors for their continued guidance and support. I also wish to thank all stakeholders, including our employees, customers, and shareholders for their continued faith in the company, especially during these challenging times. I am optimistic about the opportunities that are ahead of us, and I look forward to taking our company to greater heights and achieving many more successes in the years to come.

BRANDS

Brand Licensee for India

HYUNDAI

Dry Cell Batteries| LED Lighting| LED Torch| Mobile Power Bank

PANACHE®

Corded Phone | Fixed Wireless Phone

BUSINESS OVERVIEW

Panache Innovations Limited, is a BSE listed Company, engaged in multi- product distribution such as Telecom Products, IT Products & Accessories, LED Lighting Products, Batteries, Power Banks, Audio Products, Torches/Flashlights, Electrical Products Phones & facilitating Project based Services, AMC of Large Corporates, CCTV Surveillance etc.

1. Product Distribution –

We, Panache Innovations Limited engaged in distribution of Telecom Products & FMCG goods across India. With flexible supply chain and end to end management of our goods, our distribution channel can cater to domestic as well as international markets.

- **Telecom Products –**

Panache Innovations Limited, have launched Home Communication products in the Panache Brand. Panche Brand corded and Fixed Wireless Phone portfolio are designed to carry the Panache brand deeper into the home communication market. Panache Telephone products boast intuitive and user- friendly menus with clear screens, in a range of handset styles that will grace any environment with their modernity. We are committed to provide our customers with high quality products, best in class design and seamless user experience.

- **Corded Phone**

Basic Phone – PCL 5000

The essential featured phone!

Panache PCL 5000 Corded Landline Phone which is a perfect for home & business use. Panache basic corded landline phone is packed with features that make it convenient for carrying on conversations comfortably. The landline features a Black colour an ergonomic design of the handset lets you hold it comfortably when making or receiving a call. It also features switchable tone and pulse settings with well- spaced keypads.

In a world of mobile phones and easy connectivity, land phones haven't lost their importance. Few of the reasons behind this fact are it comes very handy for making emergency calls, it is

much more reliable in terms of connectivity, come handy in case of long duration calls, provides you with a reliable source of communication.

Slim Line Phone – PSL 5020

Slim Compact: PSL-5020 is ideal for limited space

This stylish corded slim line phone comes with an alphanumerical keypad and can be mounted on the wall. Adjustable ringer volume, a flash button and a redial button are among other convenient features.

• LCD display to see who is calling at a glance
• 10-entry phonebook to store your favorite contacts
• Easy to be informed to incoming call and messages with the visual indicator
• A dedicated key to automatically redial the last called number
• Wall mountable to be installed everywhere

You can easily type the number that you wish to call on the alphanumerical keypad of this telephone. The mute feature allows you to mute the audio input during calls.

You can also effortlessly make calls to the last dialed number by pressing the redial button. There is also a dedicated flash button on this device. Primarily used as Intercom phone at residence, corporates, Lifts etc.

Corded Caller ID Speakerphone – PCR 9000

Talk away in style with the Panache corded Caller Id Phone PCR 9000 corded phone that is designed for endless conversations. It is built with a slim design with a two-way speaker phone which delivers high voice clarity. The caller ID allows you to view the number of the incoming call and the last dial memory, along with redial feature allows you to quickly call up the last dialed number.

- **Fixed Wireless Phone**

Panache Innovations Limited is supporting mission of "VOCAL for LOCAL". We are proud to be launch Panache Fixed Wireless phone FWP 200 Plus, it is Made in India Product!

The Panache Fixed Wireless Phone FWP 200 Plus is the natural choice for residential and business communication. Homes, offices, and other areas lacking fixed communication infrastructure, or residents and businesses that would like to remove or reduce the number of landlines, will benefit from the FWP200 Plus as it operates over an existing GSM network. Panache Fixed Wireless Phone is widely accepted by Corporates, NBFC, telecom service providers and channel Network distributors.

FMCG PRODUCT DISTRIBUTION:

Panache Innovations Limited is **Brand Licensee of HYUNDAI** for India. Product categories are as below:

- **Dry Cell Batteries & Alkaline Batteries**

Hyundai Dry cell Batteries are made from improved anti-corrosion components and new zinc composition resulting in anti-leakage & better shelf life. Designed to provide reliable and lasting performance for both high and low power consumption devices. Unique technology that enables better performance after storage, over-discharge, and high temperature.

Works with a variety of devices including digital cameras, game controllers, toys, clock, Keyboards & mouse, Various Medical Devices Using proprietary technology, these batteries provide excellent anti-leakage performance during storage and over-discharge use.

- **LED Flashlight/ Torch**

Hyundai LED Flashlight/ torches designed with aimed to provide ease to take the brightness of LED with you, wherever you go, with our extensive range of Battery-operated torches & Power efficient rechargeable LED Torches. Increased discharge time due to intensity or power selection via switch. Hyundai LED torch has a modern look to it. The sleek design is easy to grip and prevents slip off. It has bright illuminance that helps you see in the dark up to 1000 meters. Hyundai torches can be your favorite travel companion!

- **LED Lighting**

Panache Innovations Limited, launched Hyundai Led Bulb 7W,9W & 12W Led Bulb which are aimed to light up thousands of lives across India. This economical option for CFL or glass lamp uses a new technology of plastic-aluminium thermal management which offers a longer life with maximum efficiency. Additionally, the design of the shell cover is such that it provides omni-directional lighting effect for your interior space. We extended our wing into the retail and institutional segment with Lighting. Our aim was to offer the latest and innovative LED lighting solutions designed to enhance every home and office space.

Hyundai Inverter Emergency bulb & Inverter LED Batten are the perfect lighting backup during power cuts and can be used in your study/drawing room and bathroom in your home, retail shops

and hospitals. No Fear of Power Cut, Now enjoys continuous lighting experience with Hyundai Inverter LED 9W. It has 2200mAh Lithium battery which gives you continuous lighting back up to 4 hours. It will take 4 hours for full charging

- **LED RECHARGEABLE LANTERN**

Panache Innovations Limited Launched HYUNDAI NOVA, LED Rechargeable Lantern aimed to supply emergency lighting in Developing country like India.

Simply plug in your lantern to charge it and when there is no access to a power supply, the sun can recharge your lantern.

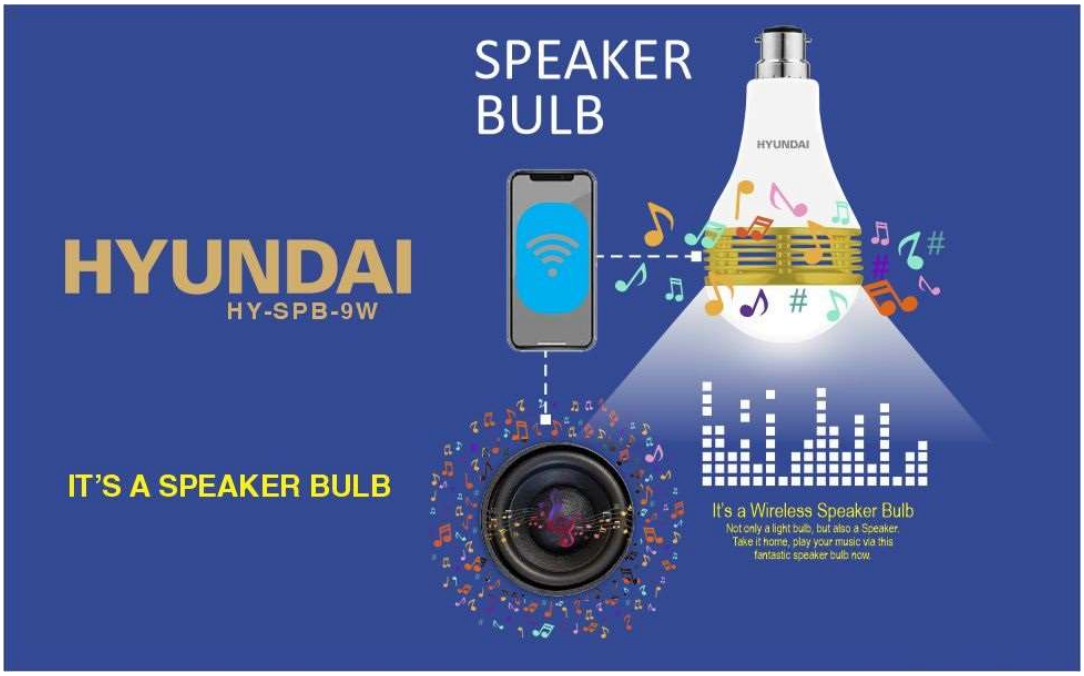
The LED lantern is equipped with a 2000 mAh powerful battery, which gives unto 8 hours of backup, ensuring that you have the maximum fun, day, and night.

Equipped with a knob to make dimming and brightening easy. Simply turn the knob to dim the light or increase the brightness.

The 360-degree light output of the lantern provides even illumination lighting up an entire space. This gives a much more natural appearance.

Light weight and convenient, the Coral plus LED lantern come with a top holder for easy handling of the product. This makes it very handy when the need arises.

- **HYUNDAI Speaker Bulb**



A Powerful Bulb that Smart at Heart!!!

Panache Innovations Limited Launched 9W Led Speaker Bulb. You can connect Smart phone with Hyundai Speaker bulb and enjoy seamless music at Home, Restaurant or at Party.

- Wattage-9W Cool day light
- Powerful 5W Bluetooth Speaker
- Easy to connect
- Dual Light mode- 9W White light for relaxing and 0.5W yellow light for night

Clear Sound & Powerful Sound

- No cable -No Charging
- Unlimited Musical Extravaganza
- Premium Design
- Natural Sound
- Speaker also work in Dim light mode

BUSINESS NETWORK –

We have 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).

Our Team always work hard to add new prospective Distributors and filter existing distributors based on quarterly, yearly performance review of Distributors & area specific requirements. We also served to Large Format Retails & Blue-Chip Corporates as Institutional sales.

We have engaged with our partner brands to develop product life cycle, guide them in knowing customers' challenges and improve price-to-benefit ratio. To increase brand awareness among the

masses we conduct specialized training modules, events, and promotional activities at the ground level with our channel partners in the Indian market.

This is possible due to the dedication and experience of our corporate and sales teams which constantly track latest market developments to build a closer market connect.

CHANNEL NETWORK REACH –

Business Vertical	Number of Channel Partners
Telecom product Distribution	125
FMCG Product Distribution	375

PROJECT BASED SERVICES

Surveillance, Security Products & Solutions PAN INDIA

 CCTV Surveillance: We provide complete end to end solution for Analog, IP & Wireless CCTV Camera and compete video analytic solutions

 Command Centre: We are in process to set up a Command centre where we centrally monitor the output of each camera installed at various Offices/ Branches /ATMs PAN INDIA & Provide the required alerts to the specific customers.

 Access control and Time Attendance System: We provide complete end to end solutions for Proximity/Smart Card, Biometric, Face Recognition based Access control and Time Attendance System. We also Provide the solutions for Visitors Management and Canteen Management

 Gate Automation System: We provide professional solutions of Gate Automation System using Boom barrier, Sliding Door , Turnstile , DFMD & X-Ray Baggage scanner.

 Fire Alarm & Fire Fighting System: We provide complete end to end solutions for Analogue Addressable & conventional Fire Alarm System. We also Provide FM200 & INNERGEN Based Gas Suppression system & Fire Fighting Solution using Sprinklers, Wet Riser & Yard Hydrant system.

 Intrusion Alarm System: Soon we will launch our own designed AI based Intrusion Alarm Panel which will be one of kind in the industry and will be able to generate various alerts automatically

 GPS Based Vehicle / Asset / Person management system: We can provide the customized GPS Device Hardware and software solution for Vehicle Tracking, Asset Tracking and person Tracking with Centralized monitoring and Alert generating facilities for the customer

 Maintenance: We undertake comprehensive and Non comprehensive maintenance contracts for CCTV Surveillance, Access control, Fire Alarm, Intrusion Alarm systems.

Our professional Team having industry experience of more than 20 years are capable of providing Installation, integration services and solutions for City Surveillance Projects, Smart City Projects, Parking Management, Wi-Fi Projects etc.

FUTURE EXPANSION ROADMAP-

 Company plans to focus on OEM category by offering products like LED Lighting, Flashlights to its OEM customers.

 Company plans to further increase its Distribution channel partners by adding further territories and aim to increase it at pan India level.

 Company have put forward its strong step in IT Services and Surveillance and we have major projects from which will fetch long term profitability to company.

 Company is expanding its IT Services Vertical very efficiently and we have in Project based Services, AMC of Large Corporates, CCTV Surveillance which will be introduced as growth center for FY 2022-23.

At the outset, Company always strives to expand its business by introduction of new products as per Industry's requirement and keeping close eyes on competitors' activities their business strategies, expansion plans and underlying effects of those activities on company's Business.

FUTURE EXPANSION ROADMAP-

- Company having its plan to expand its business in LED Lighting by introductions of Panel Lights, Down Lights, Streetlights & Digital Signage.
- Company having its plan to focused on OEM business product like LED Lighting, Flashlight's category.
- Company has plan to strengthen Distribution base by deep penetration aiming to increased 100% at PAN India level.

At the outset, Company always strives to expand its business by introduction of new products as per Industry's requirement and keeping close eyes on competitors' activities their business strategies, expansion plans and underlying effects of those activities on company's Business.

COVID RELATED ISSUES AND THEIR EFFECTS ON BUSINESS

In India Widespread of Covid have disturbed supply chain of raw material with respect to Indian Vendors as well as Globally. In financial year 20-21 Indian market experienced Nationwide lockdown for 6-9 Months which affect business at large. Indian Business sector have experienced deep downfall of business across all Sectors.

BOARDS' REPORT

To the Members of
Panache Innovations Limited

Your Directors have pleasure in presenting the 41st Annual Report on the business and operations of the Company together with the Audited Financial Statement of Panache Innovations Limited ("the Company") for the financial year ended March 31, 2022.

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, 2021 to 31st March, 2022 and other developments up to the date of the Board meeting held on 22nd August, 2022 to approve this report, in respect of the Company.

STATE OF THE COMPANY'S AFFAIRS

Financial Highlights

The summarized financial results of your Company are given below:

(Rs. in lakhs)

Particulars	**Financial Year Ended as on 31/03/2022**
Revenue from operations (net)	839.52
Earnings before interest, tax, depreciation and amortization (EBITDA) and prior period adjustments (excluding other income)	1.53
Depreciation and amortization expenses	5.64
Finance Cost	24.17
Profit before tax (PBT)	2.24
Profit after tax and minority interest (PAT)	1.06

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 Companies Act, 2013.

Performance

During the year, the Company achieved total revenue of ₹₹8,70,03,709.00, as compared to ₹10,08,14,553.00 in the previous year.

The Earnings before Interest, Depreciation, Tax and Appropriations (EBITDA) stood at ₹ 1,53,437. In the current year as compared to ₹ (15,09,061.01) in the previous year.

The Company earned a profit. The Net Profit after Tax ₹1,06,227.00 as compared to ₹ (10,20,162.00) in the previous year.

DIVIDEND

Considering the profits earned in the current financial year and keeping in view the future fund, future growth, synergistic acquisitions, meeting unforeseen contingental requirements of the Company, your Directors have not recommended any dividend for the financial year.

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, 2022, total unclaimed dividend stood Rs. 81,463.00.

TRANSFER TO RESERVE

The Company has not proposed to transfer any amount to the General Reserve.

DEPOSITS

There were no public deposits accepted during the year 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, 2022.

CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the Financial Year 2021-22.

SHARE CAPITAL

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

NAME OF THE COMPANY WHICH HAS BECOME CEASED DURING THE YEAR

As the process for closure of Wholly Owned Subsidiary Eddy and Andy International Limited (Hong Kong) and Panache Innovations DMCC (Dubai UAE) was initiated on 25th August, 2020 & 12th November, 2018 due to no operations as it was financially and operationally unviable to continue so the subsidiary has disposed off its assets & liabilities and applied for deregistration and were closed w.e.f. 2nd July, 2021 and 29th December, 2020.Therefore as of 31st March, 2022 Company has no subsidiaries and thus statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Subsidiaries is not applicable.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate system of internal controls commensurate with the size of its operation and business to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and to ensure that all the business transactions are authorized, recorded and reported correctly and adequately.

During the year, M/s. Sanket Sangoi & Associates, Chartered Accountants were re-appointed as the Internal Auditors by the Board of Directors. The Audit Committee reviews reports submitted by Internal Auditor. Suggestions for improvement are considered and the Audit Committee reviews on the corrective actions taken by the Management. The Internal Auditor directly reports to Audit Committee.

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 have 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 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 Companies Act, 2013, 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 internal 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.

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 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

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 forms part of the Annual Report and is attached herewith marked as Annexure III of this Director's Report. Policy on Risk Management is available on the website of the Company www.panachemodera.com

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY

As a part of its philosophy of adhering to highest ethical standards, transparency and accountability, your Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length.
During the year, all transactions entered into with the related parties as defined under the Companies Act, 2013 were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year other than those mentioned in Form AOC-2 at Annexure II of this Director's Report. Also, suitable disclosure as required by the Indian Accounting Standards (Ind AS 24) has been made in the notes to Financial Statements, which forms a part of the Annual Report.

All transactions entered into with the related parties as defined under the Companies Act, 2013 are placed before the Audit Committee and also before the Board for approval and noting. Prior approval and omnibus approval, wherever required, is obtained from the Audit Committee for the transactions which are of a foreseeable and repetitive nature.

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.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report, as required under SEBI (LODR) Regulations 2015, forms part of the Annual Report and is attached herewith marked as Annexure III of this Director's Report.

NAME CHANGE OF THE COMPANY

The Board recommends a change in the name of the Company from "Panache Innovations Limited" to ''Panabyte Technologies Limited' In pursuant to Section 13, 14 of Companies Act 2013 read with SEBI Listing Regulation 2015, the approval of members is now sought to the change in the name of the Company from 'Panache Innovations Limited'. The requisite resolution for shareholder's approval is appended in notice for the ensuing annual general meeting.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year, 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

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"). The Code is applicable to promoters, member of promoter group, all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations. Your Company has approved and adopted new "Code of Conduct for Prohibition of Insider Trading" The new policy has been adopted with effective from 13th August, 2021, for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders.
The said code is also available on the website of the Company www.panachemodera.com

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Changes in Directors

During the year, following change took place in the Board of Directors & Key Managerial Personnel of the Company:

Mr. Hetal Mavji Vichhivora (holding DIN: 03123060) was liable to retire by rotation and being eligible was re-appointed at the 40th Annual General Meeting held on 27th September, 2021.

Mrs. Meeta Mehta (holding DIN:07515717) resigned from the position of an Independent Director w.e.f. 21st October, 2021 due to her commitments and personal preoccupations and there is no other material reason other than the said for her resignation from the Board of the Company. The Board places on record its sincere appreciation for the services rendered by Mrs. Meeta Mehta during her association with the Company.

The Board appointed Ms Tejaswini More (holding DIN: 00324922) as an Independent Director w.e.f. 18th January,2022.

The Company has received the necessary declaration from each Independent Director under Section 149(7) of the Act, that he/she meets the criteria of independence laid down in Section 149(6) of the Act and under the Listing Regulations. Based on the annual confirmations received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the criteria of Independence as specified under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations and are Independent of the management.

The Board is also of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of general corporate management, marketing, finance, taxation, accounts and strategy and they hold highest standards of integrity.

During the year 2021-22 (up to the date of signing of report), following changes were made in the Key Managerial Personnel of the Company:

Mr. Vishal Adhav, resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 19th March, 2022. The Board appreciated all the assistance and guidance provided by Mr. Vishal Adhav during his tenure as Company Secretary and Compliance Officer of the Company.

Ms. Saloni Hurkat (Membership No.: A67713), is appointed as Company Secretary and Compliance Officer of the Company with effect from 30th May, 2022.

Director Retiring by Rotation

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Amit Devchand Rambhia (holding DIN: 00165919), is liable to retire by rotation at the 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 41st 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 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. Prakash Vichhivora is Managing Director
- Mr. Hetal Vichhivora is Whole-Time Director & Chief Financial Officer
- Ms. Saloni Hurkat is Company Secretary & Compliance Officer, Appointed w.e.f 30th May, 2022 as Mr. Vishal Adhav, Company Secretary & Compliance Officer Resigned w.e.f 19th March, 2022.

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. However, in case of an exigency or urgent business 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 Financial Year 2021-22, Total 5 (Five) meetings of the Board of Directors of the Company were held on 8th June, 2021, 28th June, 2021, 13th August, 2021, 11th November, 2021 and 31st January, 2022. The details of attendance of each Director at the Board Meetings & 40th AGM are given below;

Sr. No.	Name of Director	No. of meetings eligible	No. of Board Meetings attended	Attendance at 40th AGM 27th September,2021
1	Amit Devchand Rambhia	5	5	Yes
2	Prakash Vichhivora	5	5	Yes
3	Hetal Vichhivora	5	5	Yes
4	Meeta Mehta	3	1	Yes
5	Anil Jaychand Dagade	5	5	Yes
6	Shailesh Premji Gala	5	5	Yes
7	Tejaswini More (Appointed w.e.f 18/01/2022)	1	1	NA

During the year, there was one General Meeting held on 27th September, 2021 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 the following committees, viz.

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

Audit Committee

During the year, the Audit Committee comprised of the following Members;

Sr. No.	Name of the Committee Member	Position in the Committee
1	Mrs. Meeta K. Mehta	Chairperson (for meeting held on 8th June, 2021) (Resignation w.e.f. 11th November, 2021)
2	Mr. Shailesh Premji Gala	Member (Chairperson for the meeting held on 28th June, 2021 and thereafter)
3	Mr. Amit Rambhia	Member
4	Mr. Anil Dagade	Member
5	Ms. Tejaswini More	Member (Appointed in Committee w.e.f. 18th January, 2022)

During the year total 5 (Five) meetings of the Audit Committee of the Company were held on 8th June, 2021, 28th June, 2021, 13th August, 2021, 11th November, 2021 and 31st January, 2022.The details of attendance of each Member at the Audit Committee are given below;

Sr. No.	Name of Member	No. of Committee Meetings eligible	No. of Committee Meetings attended
1	Mrs. Meeta Mehta	3	1
2	Mr. Shailesh Gala	5	5
3	Mr. Amit Rambhia	5	5
4	Mr. Anil Dagade	5	5
5	Ms. Tejaswini more	1	1

Nomination and Remuneration Committee

During the year, composition of Nomination and Remuneration Committee comprised of the following Members:

Sr. No.	Name of Member	Position in the Committee
1	Mr. Anil Dagade	Chairman
2	Mrs. Meeta K. Mehta	Member
3	Mr. Shailesh Premji Gala	Member
4	Mr. Amit Rambhia	Member
5	Ms. Tejaswini More	Member(Appointed in Committee w.e.f. 18th January, 2022)

During the year, there were 2 (Two) Meetings held on 13th August, 2021 and 31st January, 2022. The details of attendance of each Member at the Nomination and Remuneration Committee Meetings are given below;

Sr. No.	Name of Member	No. of Committee Meetings eligible	No. of Committee Meetings attended
1	Mr. Anil Dagade	2	2
2	Mrs. Meeta K. Mehta	1	0
3	Mr. Shailesh Premji Gala	2	2
4	Mr. Amit Rambhia	2	2
5	Ms. Tejaswini More	1	1

Stakeholders Relationship Committee

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

Sr. No.	Name of the Committee Member	Position in the Committee
1	Mr. Shailesh Premji Gala	Chairman
2	Mrs. Meeta K. Mehta	Member
3	Mr. Amit Rambhia	Member
4	Mr. Anil Dagade	Member
5	Ms. Tejaswini More	Member (Appointed in Committee w.e.f. 18th January, 2022)

During the year there was 1 (One) Meeting held on 31st January, 2022. The details of attendance of each Member at the Stakeholders' Relationship Committee Meeting are given below:

Sr. No.	Name of the Members	No. of the Committee meetings eligible	No. of the Committee meetings attended
1	Mr. Shailesh Premji Gala	1	1
2	Mrs. Meeta K. Mehta	0	0
3	Mr. Amit Rambhia	1	1
4	Mr. Anil Dagade	1	1
5	Ms. Tejaswini More	1	1

The details of complaints received and resolved during the Financial Year 2021-22 are given in the table below:

Particulars	No. of Complaints Attended
Opening as on 1st April, 2021	-
Received during the year	-
Resolved during the year	-
Closing as on 31st March, 2022	-

Annual Evaluation process

Pursuant to Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has "Directors Performance Evaluation Policy" in place. In accordance with the said Policy, all the Directors had filled up Questionnaire 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 31st January, 2022.

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 31st January, 2022 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;

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

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

HUMAN RESOURCE

The Company understands that people are its most valuable assets. The Company has developed a continuous learning human resource base to unleash potential and fulfil the aspirations of the employees. The strategic thrust of Human Resource has been on improvement of the performance of employees through training & development and also to identify outperformers who have the potential for taking higher responsibilities.

During the unprecedented crisis of the COVID-19 pandemic and post covide impact, the Company, keeping in mind the safety and well-being of employees, introduced a remote working policy and also instituted measures to help the emotional well-being of people. Through various online initiatives the Company also focused on capability development of its employees during the pandemic and thereafter.

During the year , the personal relations with the employees remained cordial in all respects. The total number of employees on the rolls of the Company were 52 as on 31st March, 2022. 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 and is attached herewith marked as Annexure III of this Director's Report.

AUDITORS AND AUDITORS' REPORT

Statutory Audit

M/s. Jain Salia & Associates, Statutory Auditor of the Company have conducted the audit for the F.Y. 2021-22. There are no qualifications, reservations or adverse remarks made by M/s. Jain Salia & Associates, in their report on Financial Statements and hence do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

With reference to point (iv)(1) of Annexure - A to the auditor's report
"In respect of grant of loans, making investments and providing guarantees and securities during the year as referred in Section 186 of the Companies Act, 2013, the company has failed to comply with this provision of the Act, as: Any prior approval from Banks / Public Financial Institution viz. Canara Bank is not on the record"

However, the provision of section 186(5) clearly states 'No investment shall be made or loan or guarantee or security given by the company unless the resolution sanctioning it is passed at a

meeting of the Board with the consent of all the Directors present at the meeting and the prior approval of the public financial institution concerned where any term loan is subsisting, is obtained:'

The provisions of section 186 are not applicable since the company advanced the loan before obtaining loan from financial institution viz Canara Bank. Term loan obtained from a financial institution has been used only for the purpose for which it has been sanctioned i.e Working capital requirements. These funds are never utilized for advancing loans or investments purposes.

The Statutory Auditor's Report has not provided Statement on Impact of Audit Qualifications on Financial Statements for the year ended 31st March, 2022 as per Regulation 34(2)(a) of SEBI (LODR)Regulations, 2015.

The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. Further no fraud has been reported by the Auditor under section 143(12) of the Companies Act, 2013 requiring disclosure in the Board's Report.

The Board at their meeting held on 22nd August, 2022 on recommendation of the audit Committee has decided to appoint M/s KPB and Associates, Chartered Accountants as the Statutory Auditors of the Company subject to the consent of the shareholders, for the period of 5years from the conclusion of the 41st AGM till the conclusion of the 46th AGM due to retirement of M/s. Jain Salia & Associates, Statutory Auditor of the Company on completion of their tenure from the conclusion of this 41st AGM held for the Financial Year 2021-22.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. D. M. Zaveri & Co, Company Secretaries, as Secretarial Auditor to undertake the Secretarial Audit of the Company for the F.Y. 2021-22. The Secretarial Audit Report confirm that the company has complied with the applicable laws. The Secretarial Audit Report forms part of this Annual Report and is attached herewith and marked as Annexure III of this Director's Report. 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 Act and the Companies (Accounts) Rules, 2014, the Board of Directors of the Company have appointed M/s. Sanket Sangoi & Associates, to conduct internal audit reviews for the Company for the financial year 2021-22. The Audit Committee reviews reports submitted by Internal Auditor. Suggestions for improvement are considered and the Audit Committee reviews on the corrective actions taken by the Management. The Internal Auditor report directly reports to Audit Committee.

Cost Audit

During the year, Company was exempted from applicability of maintenance of cost records and 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.

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

As COVID-19 impact has led down the country towards major slowdown, there was tentative recovery in 2021.Company rebounded strongly in the second half of the year.

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year 2021-22 to which these financial statements relate and the date of this report. Post Covid there has been stability in distribution business of company. There is improvement in business comparing to COVID -19 phase. As due to Pandemic distributor and dealers business continuity found to be uncertain. As Indian Economy will revive these business segment will restart their operations in full fledge. Company strongly believe that in due course of time business will revive and resulted upward direction growth in next financial year.

Company have strongly put forward its operations in service Industry. Management Strongly believe that new vertical of operations in service industry adding towards company's growth in larger prospect in coming years.

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 Chairperson of Audit Committee.

The Whistle Blower Policy has been posted on the Company's website at www.panachemodera.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 thereunder. 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. Further the Company has not received any complaint of sexual harassment during the financial year 2021-22.

In financial year 2022-23, the Internal Committee of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been reconstituted as per the requirement of the Act to reconstitute ICC on the completion of 3 years from date of Constitution of previous ICC .

The Policy for Sexual Harassment of Women at Workplace has been posted on the Company's website at www.panachemodera.com.

Significant and Material Orders Passed by the Regulators or Courts

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

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. Details of the Loans, Investments and guarantees covered under the provisions of Section 186 of the Companies Act, 2013 forms a part of notes to the 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 Companies (Accounts) Rules 2014, is annexed as Annexure V of this Director's Report.

Annual Return

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return (FORM MGT-7) which can be access through weblink https://www.panachemodera.com/corporate-governance By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

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 VII of Director's 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 inspection or obtaining a copy of the said information may write to the Company Secretary and the same will be furnished on request.

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.panachemodera.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. panachemodera.com.

DEPOSITORY SERVICES

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE516E01019.

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

INDUSTRIAL RELATIONS

Overall, the Industrial Relations in all our Units of the business have been harmonious and cordial and were maintained at the desired satisfactory levels throughout the year.

CAUTIONARY STATEMENT

Statements in this Report, Management Discussion and Analysis and Chairman's Letter 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.

OTHER DISCLOSURES

No disclosures are required in respect of sub rule xi & xii of Rule 8(5) of The Companies (Accounts) Rules, 2014 read with Section 134(3)(q) as the same is not applicable to the Company during the financial year.

Wherever applicable, refer the Company's website www.panachemodera.com or relevant details will be provided to the members on written request to the Company Secretary.

APPRECIATION

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.

By order of the Board of Directors of
Panache Innovations Limited

Date: 22/08/2022
Place: Mumbai

Amit Devchand Rambhia
Chairman
DIN: 00165919

ANNEXURE I TO DIRECTORS REPORT

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis- NIL
   (a) Name(s) of the related party and nature of relationship
   (b) Nature of contracts/arrangements/transactions
   (c) Duration of the contracts/arrangements/transactions
   (d) Salient terms of the contracts or arrangements or transactions including the value, if any
   (e) Justification for entering into such contracts or arrangements or transactions
   (f) Date(s) of approval by the Board
   (g) Amount paid as advances, if any:
   (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis- **(Amount in Rs.)**

Sr. No.	Name of Related Party	Nature of Contract	Nature of Relation-ship	Duration of Contract	Date of approval of Board	Amount Paid as advances	Salient Terms	Amount
1	Panache Digilife Limited	Sales	Amit Rambhia is Promoter Member & Managing Director.	F.Y. 2021-22	09.02.2021	NIL	Transaction executed on Arm's length & in Ordinary Course of Business.	920139
		Purchases		F.Y. 2021-22	09.02.2021			16766980
		Services availed		F.Y. 2021-22	09.02.2021		Transaction executed on Arm's length & in Ordinary Course of Business.	318972
		Services rendered		F.Y. 2021-22	09.02.2021		Transaction executed on Arm's length & in Ordinary Course of Business.	6,22,626
2	Modera Electronics	Sales	Prakash Vichhivora & Hetal Vichhivora are Partners.	F.Y. 2021-22	09.02.2021	NIL	Transaction executed on Arm's length & in Ordinary Course of Business.	8199
		Purchases		F.Y. 2021-22	09.02.2021			133886

By order of the Board of Directors of
Panache Innovations Limited

Amit Devchand Rambhia
Chairman
(DIN:00165919)

Date:22/08/2022
Place: Mumbai

Annexure II to Directors Report

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 Innovations Limited ("PIL") 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 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 Innovations Limited.

We are pleased to present our performance highlights for FY2021-22 and the business outlook for this year:

ECONOMIC OVERVIEW

GLOBAL ECONOMIC

A tentative recovery in 2021 has been followed by increasingly gloomy developments in 2022 as risks began to materialize. Global output contracted in the second quarter of this year, owing to downturns in China and Russia, while US consumer spending undershot expectations. Several shocks have hit a world economy already weakened by the pandemic: higher-than-expected inflation worldwide—especially in the United States and major European economies—triggering tighter financial conditions; a worse-than-anticipated slowdown in China, reflecting COVID- 19 outbreaks and lockdowns; and further negative spillovers from the war in Ukraine.

The baseline forecast is for growth to slow from 6.1 percent last year to 3.2 percent in 2022, 0.4 percentage point lower than in the April 2022 World Economic Outlook. Lower growth earlier this year, reduced household purchasing power, and tighter monetary policy drove a downward revision of 1.4 percentage points in the United States. In China, further lockdowns and the deepening real estate crisis have led growth to be revised down by 1.1 percentage points, with major global spillovers. And in Europe, significant downgrades reflect spillovers from the war in Ukraine and tighter monetary policy. Global inflation has been revised up due to food and energy prices as well as lingering supply-demand imbalances, and is anticipated to reach 6.6 percent in advanced economies and 9.5 percent in emerging market and developing economies this year—upward revisions of 0.9 and 0.8 percentage point, respectively. In 2023, disinflationary monetary policy is expected to bite, with global output growing by just 2.9 percent.

The risks to the outlook are overwhelmingly tilted to the downside. The war in Ukraine could lead to a sudden stop of European gas imports from Russia; inflation could be harder to bring down than anticipated either if labor markets are tighter than expected or inflation expectations unanchored; tighter global financial conditions could induce debt distress in emerging market and developing economies; renewed COVID-19 outbreaks and lockdowns as well as a further escalation of the property sector crisis might further suppress Chinese growth; and geopolitical fragmentation could impede global trade and cooperation. A plausible alternative scenario in which risks materialize, inflation rises further, and global growth declines to about 2.6 percent and 2.0 percent in 2022 and 2023, respectively, would put growth in the bottom 10 percent of outcomes since 1970.

With increasing prices continuing to squeeze living standards worldwide, taming inflation should be the first priority for policymakers. Tighter monetary policy will inevitably have real economic costs, but delay will only exacerbate them. Targeted fiscal support can help cushion the impact on the most vulnerable, but with government budgets stretched by the pandemic and the need for a disinflationary overall macroeconomic policy stance, such policies will need to be offset by increased taxes or lower government spending. Tighter monetary conditions will also affect financial stability, requiring judicious use of macroprudential tools and making reforms to debt resolution frameworks all the more necessary. Policies to address specific impacts on energy and food prices should focus on those most affected without distorting prices. And as the pandemic continues, vaccination rates must rise to guard against future variants. Finally, mitigating climate change continues to require urgent multilateral action to limit emissions and raise investments to hasten the green transition.
(source: https://www.imf.org)

INDIA ECONOMIC OUTLOOK

INTRODUCTION

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

MARKET SIZE

•India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US$ 3.12 trillion) in FY22.

•India is the third-largest unicorn base in the world with over 100 unicorns with a total valuation of US$ 332.7 billion.

•India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030s, for productivity and economic growth according to McKinsey Global Institute. The net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.

•According to data from the Department of Economic Affairs, as of January 28, 2022, foreign exchange reserves in India reached the US$ 634.287 billion mark.

RECENT DEVELOPMENTS

Recent economic developments in India are as follows:

•With an improvement in the economic scenario, there have been investments across various sectors of the economy. The private equity - venture capital (PE-VC) sector recorded investments worth US$ 5.8 billion across 117 deals in February 2022, 24% higher than in January 2022. Some of the important recent developments in the Indian economy are as follows:

•India's merchandise exports were at an all-time high of US$ 417.81 billion in FY22. In April 2022, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 54.7.

•The gross Goods and Services Tax (GST) revenue collection hit an all-time high of Rs. 1.68 trillion (US$ 21.73 billion) in April 2022. This is a 20% increase over the previous year.

•According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US$ 572.80 billion between April 2000-December 2021.

•India's Index of Industrial Production (IIP) for January 2022 stood at 138.4 against 136.6 for January 2021.

•Consumer Food Price Index (CFPI) – Combined inflation was 2.9% in 2021-22 (April-December) against 9.1% in the corresponding period last year.

•Consumer Price Index (CPI) – Combined inflation was 5.20% in 2021-2022 (April-December) against 6.6% in 2020-21

•Foreign portfolio investors (FPIs) invested Rs.50,009 crore (US$ 6.68 billion) in the Calendar year 2021.

•The wheat procurement in Rabi 2021-22 and the anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US$ 31.74 billion) to their accounts.

GOVERNMENT INITIATIVES

The Government of India has taken several initiatives to improve the economic condition of the country. Some of these are:

•As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).

•The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).

•Under PM GatiShakti Master Plan the National Highway Network will develop 25,000 km of new highways network which will be worth Rs. 20,000 crore (US$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.

•In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US$ 401.49 billion) in the next five years.

•In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US$ 3.21 billion).

•In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US$ 334.60 million).

•In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.

•In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.

•In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.

•Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).

•In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100

crore (US$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US$ 6.07 billion).

•Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.

•In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.

•To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.

•In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.

•To boost the overall audit quality and transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives, and large non-banks and housing finance firms.

•In May 2021, the Government of India allocated Rs. 2,250 crore (US$ 306.80 million) for the development of the horticulture sector in 2021-22.

•In November 2020, the Government of India announced Rs. 2.65 lakh crore (US$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US$ 27 billion) over five years to create jobs and boost production in the country.

•Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.

•On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crores (US$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.

•National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23; it is expected to raise Rs. 4 lakh crore (US$ 53.58 billion) in the next three years.

•By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.

•In August 2021, NITI Aayog and Cisco collaborated to encourage women's entrepreneurship in India.

•In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US$ 400 billion merchandise export target by FY22.

•In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.

•In June 2021, RBI Governor Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures, including Rs. 15,000 crores (US$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.

•In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India by increasing foreign direct investments in the country.

•In June 2021, the Indian government signed a US$ 32 million loan with World Bank for improving healthcare services in Mizoram.

•In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for the second tranche of EUR 150 million (US$ 182.30 million) for the Pune Metro Rail project.

•According to an official source, as of September 15, 2021, 52 companies have filed applications under the Rs. 5,866 crore (US$ 796.19 million) production-linked incentive scheme for the white goods (air conditioners and LED lights) sector.

•In May 2021, Union Cabinet approved the signing of a memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.

•In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched the 'DGFT Trade Facilitation' app to provide instant access to exporters/importers anytime and anywhere.

•In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US$ 110 billion by 2030.

•India is expected to attract investment of around US$ 100 billion in developing the oil and gas infrastructure during 2019-23.

•The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.

ROAD AHEAD

Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution Mr. Piyush Goyal, on January 21, 2022 said that Indian industry to raise 75 unicorns in the 75 weeks leading up to the country's 75th anniversary next year.

- Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal said that India will achieve exports worth US$ 1 trillion by 2030.

- India's electronic exports are expected to reach US$ 300 billion by 2025-26. This will be nearly 40 times the FY2021-22 exports (till December 2021) of US$ 67 billion.

As per the data published in a Department of Economic Affairs report, in the first quarter of FY22, India's output recorded a 20.1% YoY growth, recovering >90% of the pre-pandemic output in the first quarter of FY20. India's real gross value added (GVA) also recorded an 18.8% YoY increase in the first quarter of FY22, posting a recovery of >92% of its corresponding pre-pandemic level (in the first quarter of FY20). Also, in FY21, India recorded a current account surplus of 0.9% of the GDP. The growth in the economic recovery is due to the government's continued efforts to accelerate vaccination coverage among citizens. This also provided an optimistic outlook to further revive industrial activities.

As per RBI's revised estimates for July 2021, the real GDP growth of the country is estimated at 21.4% for the first quarter of FY22. The increase in the tax collection, along with the government's budget support to states, strengthened the overall growth of the Indian economy.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

(Source – IBEF)

FMCG (FAST-MOVING CONSUMER GOODS) INDUSTRY

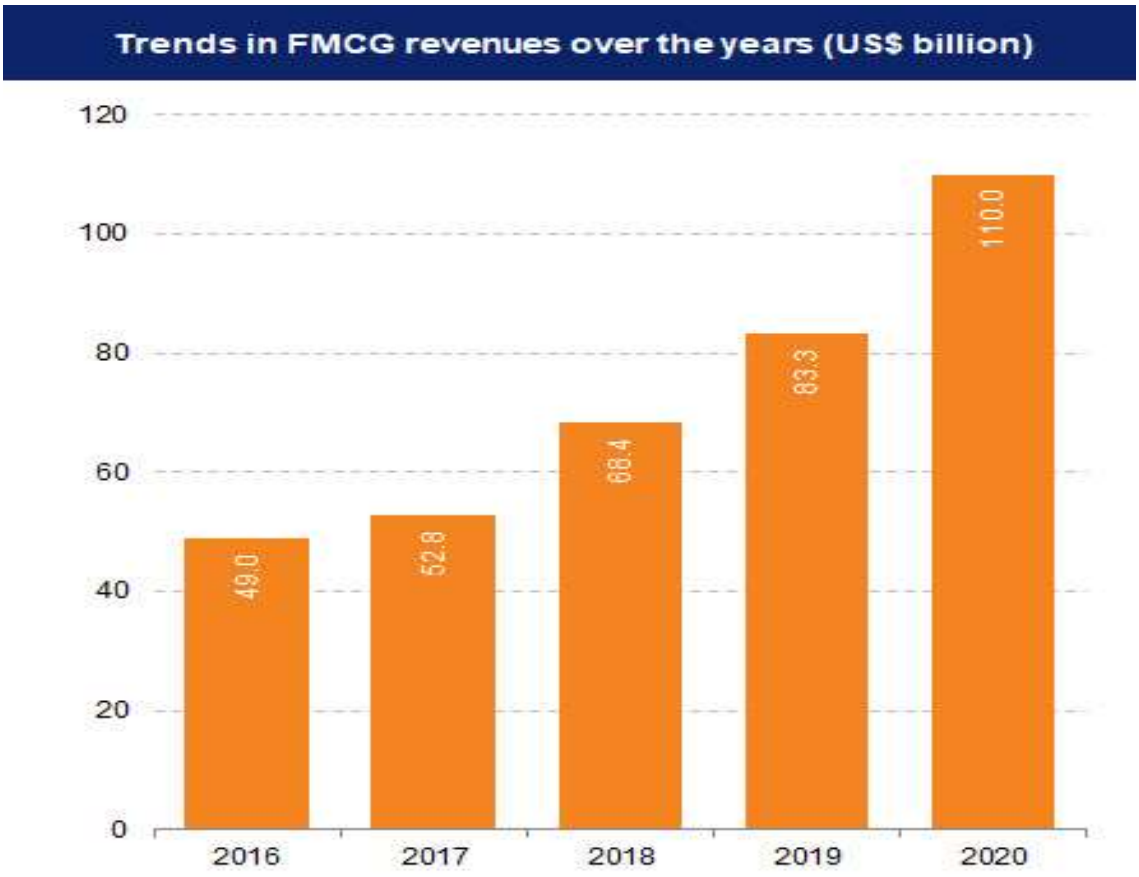
INTRODUCTION:

Fast-moving consumer goods (FMCG) sector is India's fourth-largest sector with household and personal care accounting for 50% of FMCG sales in India. Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector. The urban segment (accounts for a revenue share of around 55%) is the largest contributor to the overall revenue generated by the FMCG sector in India. However, in the last few years, the FMCG market has grown at a faster pace in rural India compared to urban India. Semi-urban and rural segments are growing at a rapid pace and FMCG products account for 50% of the total rural spending.

MARKET SIZE:

The FMCG market in India is expected to increase at a CAGR of 14.9% to reach US$ 220 billion by 2025, from US$ 110 billion in 2020. The Indian FMCG industry grew by 16% in CY21 a 9-year high, despite nationwide lockdowns, supported by consumption-led growth and value expansion from higher product prices, particularly for staples. The rural market registered an increase of 14.6% in the same quarter and metro markets recorded positive growth after two quarters. Final consumption expenditure increased at a CAGR of 5.2% during 2015-20. According to Fitch Solutions, real household spending is projected to increase 9.1% YoY in 2021, after contracting >9.3% in 2020 due to economic impact of the pandemic. The FMCG

sector's revenue growth will double from 5-6% in FY21 to 10-12% in FY22, according to CRISIL Ratings. Price increases across product categories will offset the impact of rising raw material prices, along with volume growth and resurgence in demand for discretionary items, are driving growth. The FMCG sector grew by 36.9% in the April-June quarter of 2021 despite lockdowns in various parts of the country.
Number of households shopping on modern-trade channel grew 29.15% YoY in the September quarter and shopping volume on the channel went up by 19.2% YoY.



In September 2021, rural consumption of FMCG increased 58.2% YoY; this is 2x more than the urban consumption (27.7%).

In the third quarter of FY20 in rural India, FMCG witnessed a double-digit growth recovery of 10.6% due to various government initiatives (such as packaged staples and hygiene categories); high agricultural produce, reverse migration, and a lower unemployment rate. Rise in rural consumption will drive the FMCG market. The Indian processed food market is projected to expand to US$ 470 billion by 2025, up from US$ 263 billion in 2019-20

FMCG giants such as Johnson & Johnson, Himalaya, Hindustan Unilever, ITC, Lakmé and other companies (that have dominated the Indian market for decades) are now competing with D2C-focused start-ups such as Mamaearth, The Moms Co., Bey Bee, Azah, Nua and Pee Safe. Market giants such as Revlon and Lotus took ~20 years to reach the Rs. 100 crore (US$ 13.4 million) revenue mark, while new-age D2C brands such as Mamaearth and Sugar took four and eight years, respectively, to achieve that milestone.

Companies with dedicated websites recorded an 88% YoY rise in consumer demand in 2020. Since then, more businesses have begun to adopt the D2C model, and India is now home to >800 D2C brands looking at a US$ 101 billion opportunity by 2022.

IMPORTANT GOVERNMENT INITIATIVES, INVESTMENTS, AND DEVELOPMENTS

Some of the major initiatives taken by the Government to promote the FMCG sector in India are as follows:

In November 2021, Flipkart signed an MoU with the Ministry of Rural Development of the Government of India (MoRD) for their ambitious Deendayal Antyodaya Yojana – National Rural Livelihood Mission (DAY-NRLM) programme to empower local businesses and self-help groups (SHGs) by bringing them into the e-commerce fold.

Companies are counting on recent budget announcements like direct transfer of Rs. 2.37 lakh crore (US$ 30.93 billion) in minimum support payment (MSP) to wheat and paddy farmers and the integration of 150,000 post offices into the core banking system to expand their reach in rural India.

On November 11, 2020, Union Cabinet approved the production-linked incentive (PLI) scheme in 10 key sectors (including electronics and white goods) to boost India's manufacturing capabilities, exports and promote the 'Atmanirbhar Bharat' initiative.

Developments in the packaged food sector will contribute to increased prices for farmer and reduce the high levels of waste. In order to provide support through the PLI scheme, unique product lines—with high-growth potential and capabilities to generate medium- to large-scale jobs—have been established.

The Government of India has approved 100% FDI in the cash and carry segment and in single-brand retail along with 51% FDI in multi-brand retail.

The Government has drafted a new Consumer Protection Bill with special emphasis on setting up an extensive mechanism to ensure simple, speedy, accessible, affordable and timely delivery of justice to consumers.

The Goods and Services Tax (GST) is beneficial for the FMCG industry as many of the FMCG products such as soap, toothpaste and hair oil now come under the 18% tax bracket against the previous rate of 23-24%. Also, GST on food products and hygiene products has been reduced to 0-5% and 12-18% respectively.

GST is expected to transform logistics in the FMCG sector into a modern and efficient model as all major corporations are remodelling their operations into larger logistics and warehousing.

ROAD AHEAD

Rural consumption has increased, led by a combination of increasing income and higher aspiration levels. There is an increased demand for branded products in rural India.

On the other hand, with the share of unorganized market in the FMCG sector falling, the organized sector growth is expected to rise with increased level of brand consciousness, augmented by the growth in modern retail.

Another major factor propelling the demand for food services in India is the growing youth population, primarily in urban regions. India has a large base of young consumers who form majority of the workforce, and due to time constraints, barely get time for cooking.

Online portals are expected to play a key role for companies trying to enter the hinterlands. Internet has contributed in a big way, facilitating a cheaper and more convenient mode to increase a company's reach. The number of internet users in India is likely to reach 1 billion by 2025. It is estimated that 40% of all FMCG consumption in India will be made online by 2020. The online FMCG market is forecast to reach US$ 45 billion in 2020 from US$ 20 billion in 2017.

It is estimated that India will gain US$ 15 billion a year by implementing GST. GST and demonetization are expected to drive demand, both in the rural and urban areas, and economic growth in a structured manner in the long term and improved performance of companies within the sector.

TELECOMMUNICATION INDUSTRY

Currently, India is the world's second-largest telecommunications market with a subscriber base of 1.16 billion and has registered strong growth in the last decade. The Indian mobile economy is growing rapidly and will contribute substantially to India's Gross Domestic Product (GDP) according to a report prepared by GSM Association (GSMA) in collaboration with Boston Consulting Group (BCG). In 2019, India surpassed the US to become the second largest market in terms of number of app downloads.

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth in the Indian telecom sector. The Government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework, that has ensured availability of telecom services to consumer at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms have made the sector one of the fastest growing and the top five employment opportunity generator in the country

MARKET SIZE

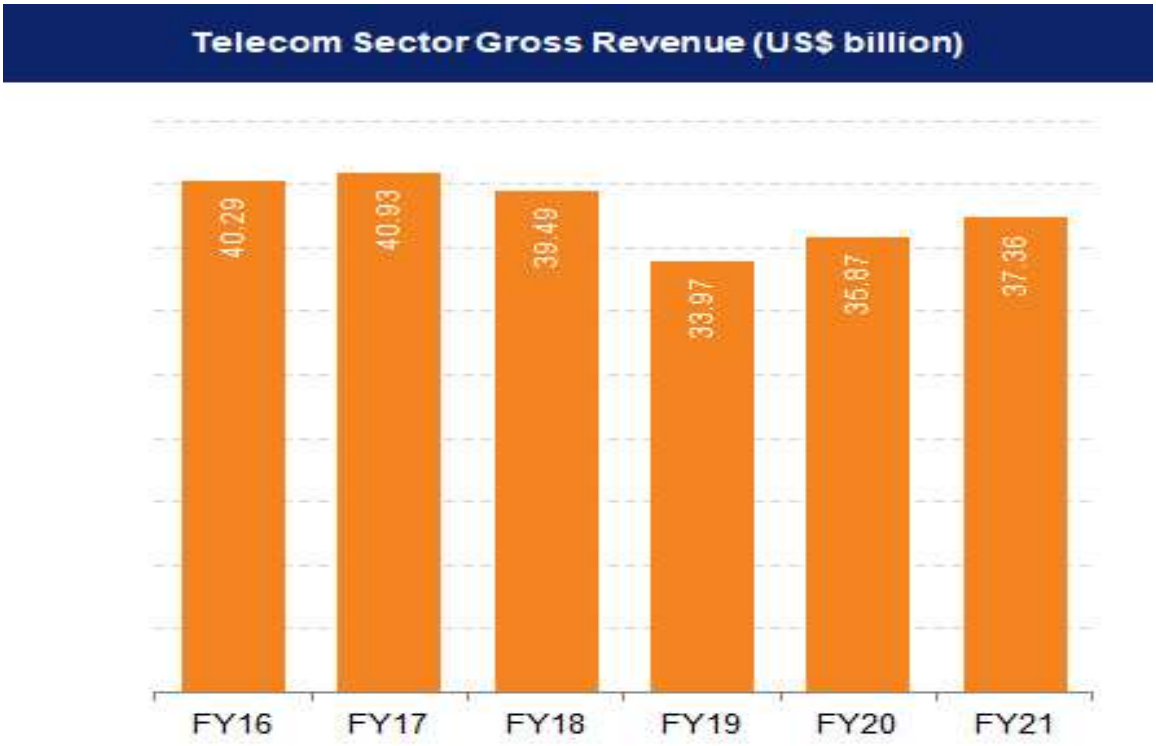
India is the world's second-largest telecommunications market. The total subscriber base, wireless subscriptions as well as wired broadband subscriptions have grown consistently. Tele-density stood at 85.91%, as of December 2021, total broadband subscriptions grew to 792.1 million until December 2021 and total subscriber base stood at 1.18 billion in December 2021.

Gross revenue of the telecom sector stood at Rs. 64,801 crore (US$ 8.74 billion) in the first quarter of FY22.

The total wireless data usage in India grew 16.54% quarterly to reach 32,397 PB in the first quarter of FY22. The contribution of 3G and 4G data usage to the total volume of wireless data usage was 1.78% and 97.74%, respectively, in the third quarter of FY21. Share of 2G data usage stood at 0.48% in the same quarter.

Over the next five years, rise in mobile-phone penetration and decline in data costs will add 500 million new internet users in India, creating opportunities for new businesses.

By 2025, India will need ~22 million skilled workers in 5G-centric technologies such as Internet of Things (IoT), Artificial Intelligence (AI), robotics and cloud computing.



INVESTMENT/MAJOR DEVELOPMENT

With daily increasing subscriber base, there have been a lot of investment and development in the sector. FDI inflow in the telecom sector stood at US$ 38.25 billion between April 2000-December 2021.

Some of the developments in the recent past are:

- In January 2022, Google made a US$ 1 billion investment in Airtel through the India Digitization Fund.

- In October 2021, Vodafone Idea stated that it is in advanced talks to sell a minority stake to global private equity investors including Apollo Global Management and Carlyle to raise up to Rs. 7,540 crore (US$ 1 billion) over the next 2-3 months.

- In October 2021, British satellite operator Inmarsat Holdings Ltd. announced that it is the first foreign operator to get India's approval to sell high-speed broadband to planes and shipping vessels. Inmarsat will access the market via Bharat Sanchar Nigam Ltd. (BSNL) after BSNL received a license from the Department of Telecommunications.

• In October 2021, Dixon Technologies announced plans to invest Rs. 200 crore (US$ 26.69 million) under the telecom PLI scheme; this investment will include the acquisition cost of Bharti Group's manufacturing unit.

• In September 2021, Bharti Airtel announced an investment of Rs. 50 billion (US$ 673 million) in expanding its data centre business to meet the customer demand in and around India.
• In August 2021, Tata Group company Nelco announced that the company is in talks with Canadian firm Telesat to sign a commercial pact for launching fast satellite broadband services in India under the latter's Lightspeed brand, a move which will pit the combined entity against Bharti Enterprises-backed OneWeb, Elon Musk's SpaceX and Amazon.

• In March 2021, Vodafone Idea Ltd. (VIL) announced that the acquired spectrum in five circles would help improve 4G coverage and bandwidth, allowing it to offer 'superior digital experience' to customers.

• In March 2021, Advanced Television Systems Committee (ATSC) and Telecommunications Standards Development Society, India (TSDSI) signed a deal to boost adoption of ATSC standards in India in order to make broadcast services available on mobile devices. This allows the TSDSI to follow ATSC standards, fostering global digital broadcasting standard harmonization.

• In the first quarter of FY21, customer spending on telecom services increased 16.6% y-o-y, with over three-fourths spent on data services. This spike in consumer spending came despite of the COVID-19 disruption and lack of access of offline recharges for a few weeks

• India had over 500 million active internet users (accessed Internet in the last one month) as of May 2020.

GOVERNMENT INITIATIVES

The Government has fast-tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom companies. Some of the key initiatives taken by the Government are as follows:

• In Union Budget 2022-23 the Department of Telecommunications was allocated Rs. 84,587 crores (US$ 11.11 billion) out of which Rs. 30,436 crores (US$ 3.99 billion) was revenue expenditure which was 36% of the total expenditure and Rs. 54,150 crores (US$ 7.11 billion) was capital expenditure which is 64.01% of total expenditure.

• To drive the development of 6G technology, the Department of Telecommunications (DoT) has developed a sixth generation (6G) innovation group.

• In October 2021, Telecom Secretary Mr. K. Rajaraman inaugurated the Quantum Communication Lab at the Centre for Development of Telematics (C-DOT), Delhi, and unveiled the indigenously developed Quantum Key Distribution (QKD) solution by C-DOT. QKD can support a distance of >100 kms on standard optical fiber.

• In August 2021, the Department of Telecommunications (DoT) initiated discussions with banks to address financial stress in the telecom sector, particularly Vodafone Idea Ltd. (VIL) that urgently requires fund infusion to stay afloat.

• In August 2021, the Department of Telecommunications (DoT) officials stated that it is working on a package, which includes reducing the revenue share license fee to 6% of adjusted gross revenue (AGR) of the operators from the current 8%. This would be done by reducing the 5% universal service obligation levy by two percentage points and provide

• In July 2021, Bharat Broadband Network Limited (BBNL), on behalf of the Department of Telecommunication, invited global tender for the development of BharatNet through the Public-private Partnership model in 9 separate packages across 16 states for a concession period of 30 years. Under this project, the government will provide a maximum grant

• The Rs. 12,195 crore (US$ 1.65 billion) production-linked incentive (PLI) scheme or telecom is expected to bring in investment of around Rs. 3,000 crore (US$ 400.08 million) and generate huge direct and indirect employment.

• In April 2021, the government pointed out that firms such as Ericsson and Nokia are now eager to expand their operations in India, and global companies like Samsung, Cisco, Ciena and Foxconn have expressed interest to set up their manufacturing base in the country for telecom and networking products.

• In March 2021, TEPC (Telecom Equipment Export Promotion Council) organized India Telecom 2021—a platform for convergence of technologies and business exchange.

• The Union Cabinet approved Rs. 12,195 crore (US$ 1.65 billion) production-linked incentive (PLI) scheme for telecom & networking products under the Department of Telecom.

• In 2021-22, the Department of Telecommunications has been allocated Rs. 58,737.00 crore (US$ 8 billion). 56% allocation is towards revenue expenditure and the remaining 44% is towards capital expenditure.

• Under Union Budget 2021-22, the government allocated Rs. 14,200 crores (US$ 1.9 billion) for telecom infrastructure that entails completion of optical fiber cable-based network for Defense services, rolling out broadband in 2.2 lakh panchayats and improving mobile services in the North East.

• On January 15, 2021, India and Japan signed an MoU to enhance cooperation in the field of Information and Communications Technologies. The MoU was signed between the Union Minister for Communications, Electronics and IT, Ravi Shankar Prasad, and the Japanese Minister for Internal Affairs and Communications, Takeda Ryota.

• On January 6, 2021, the Department of Telecommunications (DoT) issued Notice Inviting Applications (NIA) for auction of Spectrum in 700 MHz, 800 MHz, 900 MHz, 1,800 MHz, 2,100 MHz, 2,300 MHz and 2,500 MHz bands. Last date for submission of applications for participation in the auction is February 5, 2021, and auction to commence online from Mar

• In December 2020, the Union Cabinet, chaired by the Prime Minister, Mr. Narendra Modi, approved a proposal by Department of Telecommunications for setting up of Public Wi-Fi Networks by Public Data Office Aggregators (PDOAs) to provide public Wi-Fi services through Public Data Offices (PDOs).

- In December 2020, the Union Cabinet, chaired by the Prime Minister, Mr. Narendra Modi, approved the provision of submarine optical fiber cable connectivity between Mainland (Kochi) and Lakshadweep Islands (KLI Project).

- On November 4, 2020, The Union Cabinet, chaired by the Prime Minister, Mr. Narendra Modi, approved to sign a Memorandum of Understanding (MoU) between the Ministry of Communication and Information Technology and the Department of Digital, Culture, Media and Sports (DCMS) of United Kingdom Government on cooperation in the field of telecommunication.

- On September 21, 2020, Prime Minister, Mr. Narendra Modi launched a project to connect all 45,945 villages in Bihar with optical fibre internet service. This project will be completed by March 31, 2021 at a cost of Rs. ~1,000 crore (US$ 135.97 million); Rs. 640 crore (US$ 87.01 million) of capital expenditure will be funded by Department of Tel

- In March 2020, the government approved the Production Incentive Scheme (PLI) for Large-scale Electronics Manufacturing. The scheme proposes production-linked incentive to boost domestic manufacturing and attract large investments in mobile phone manufacturing and specified electronic components including Assembly, Testing, Marking and Packaging

- FDI cap in the telecom sector has been increased to 100% from 74%; out of 100%. In October 2021, the government notified 100% foreign direct investment (FDI) via the automatic route from previous 49% in the telecommunications sector. FDI of up to 100% is permitted for infrastructure providers offering dark fibre, electronic mail and voice mail.

ACHIEVEMENTS

Following are the achievements of the Government in the past four years:

- Department of Telecommunication launched 'Tarang Sanchar' - a web portal sharing information on mobile towers and EMF Emission Compliances.

- Payments on unified payments interface (UPI) hit an all-time high of 3.65 billion (by volume), with transactions worth ~Rs. 6.54 trillion (US$ 87.11 billion) in September 2021.

- Over 75% increase in internet coverage from 251 million users to 446 million.

ROAD AHEAD

Revenue from the telecom equipment sector is expected to grow to US$ 26.38 billion by 2020. The number of internet subscribers in the country is expected to double by 2021 to 829 million and overall IP traffic is expected to grow four-fold at a CAGR of 30% by 2021.

According to a Zenith Media survey, India is expected to become the fastest-growing telecom advertisement market, with an annual growth rate of 11% between 2020 and 2023.

The Indian Government is planning to develop 100 smart city projects, and IoT will play a vital role in developing these cities. The National Digital Communications Policy 2018 envisaged attracting investment worth US$ 100 billion in the telecommunications sector by 2022. App downloads in India is expected to increase to 18.11 billion in 2018F and 37.21 billion in 2022F.

ELECTRONIC SECURITY MARKET

MARKET OVERVIEW

India's Electronic Security Market was valued at USD 1.32 billion in 2021 and is expected to reach USD 4.90 billion by 2027, at a CAGR of 24.37% over the forecast period. Electronic security systems are made of electronic devices and embedded technology to develop safety measures to protect physical assets and individuals, which are helpful in various fields to deny unauthorized access. It facilitates security operations such as surveillance, access control, alarming, or intrusion control.

- With rising urbanization and crime rate, there is an increasing demand for e-security solutions and services across the country. Smart city projects and large infrastructure developments are now adopting electronics security solutions across India.

- Increased use of cameras by the law enforcement agencies, advanced analytics like AI to enable facial recognition, thermal scanning, and monitoring, and a surge in the number of residential as well as commercial buildings along with the development of smart cities, are driving the growth of the market.

- The ongoing digitization and the ever-increasing deployment of video surveillance systems are further catalyzing the market growth. The biggest factor driving the industry growth has been the recent innovations in surveillance, security, and network offerings, gradually reducing the costs of specialized products and increasing their overall effectiveness.

- India is focusing on ambitious and innovative programs such as the Smart Cities Mission, which aims to eliminate infrastructural bottlenecks, minimize friction in operations, and promote a healthy urban environment. Moreover, to stimulate the transport infrastructure, the government has also allocated INR 233,083 crore in the Union Budget 2021, and all these new infrastructures would deploy video cameras, which would augment the market's growth.

- Rapid installation of access control systems across defense and commercial sectors and investment of various private and government entities in such solutions have boosted the growth of the market. However, a lack of knowledge regarding the benefits of advanced security solutions and high prices for installment at workplaces are challenging.

- In December 2021, Sashastra Seema Bal (SSB) and the Ministry of Electronics and Information Technology (MeitY) jointly launched the Hackathon DRISHTI, an initiative to develop low-cost solutions to improve border security and illegal intrusion with the help of surveillance. The SSB invited several Indian start-ups to provide solutions in any data format and surveil the Indian borders to achieve this technology. Start-ups like iVIS, Staqu, Videonetics, Innefu Labs, and FaceTagr are such start-ups used by state governments for surveillance.

- The state governments in India are increasingly adopting video surveillance equipment to improve security and safety. With the increasing emphasis on smart cities and integrated security surveillance, many states have incorporated advanced video surveillance solutions in their cities. For instance, the Telangana government is primarily focusing on improving surveillance on the streets to upgrade Hyderabad's safety. Telangana state has more than 600,000 cameras, with most of them in the capital, Hyderabad.

KEY MARKET TRENDS

Surveillance Security System is Expected to Hold Major Share

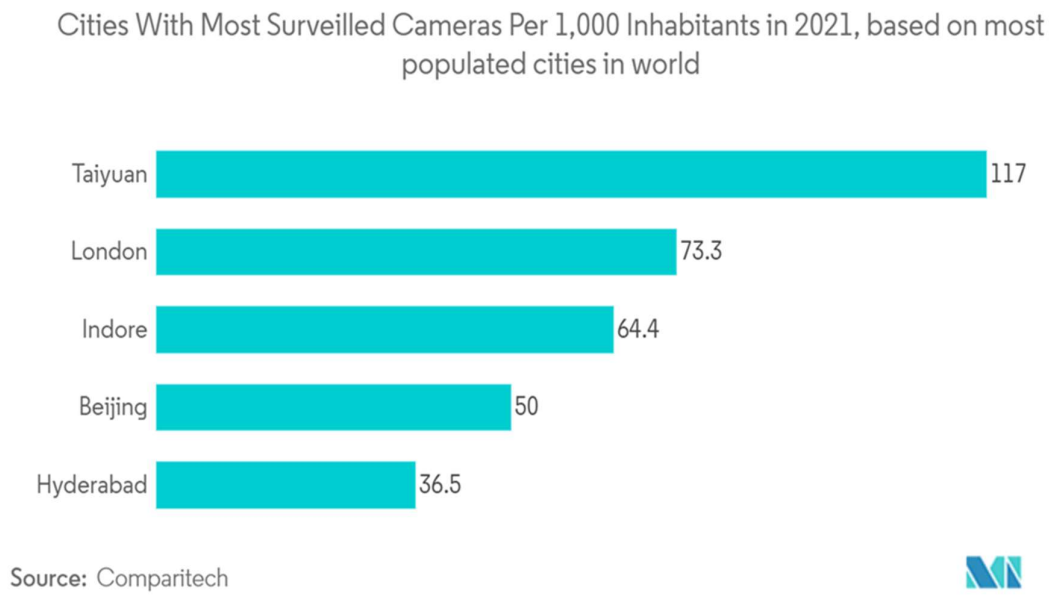
- The state governments in India are increasingly adopting video surveillance equipment to improve security and safety. With the increasing emphasis on smart cities and integrated security surveillance, many cities have incorporated advanced video surveillance solutions in their region. Terrorism is undoubtedly another major issue in India, primarily due to the numerous terrorist attacks over the last twenty-five years.

- For instance, the Telangana government primarily focuses on improving surveillance on the streets to upgrade Hyderabad's safety. It asked enterprises, the public sectors, residential associations, and individuals to install closed-circuit television cameras (CCTVs) in and around their premises.

- The surveillance and security boom in India is fed by several companies, ranging from homegrown firms, such as CP Plus, to joint ventures, such as Prama Hikvision, to multinationals, such as Bosch, Panasonic, Honeywell, and Axis. For instance, the Telangana project, helped Sweden-based Axis Communications widen its base in the Indian market. It has already installed 1,500 cameras, and more cameras are expected to be installed soon.

- The safety of women is a significant concern in India, and video surveillance technology can help bolster the cause of women's safety. Hence, the Indian government focusing on steadily increasing the number of CCTV cameras in cities. Mumbai has one of the highest numbers of CCTV cameras installed in public places, with more than 4,717 CCTV cameras being installed across 1,510 locations on major crossings and roads.

- Such instances related to security foster the growth of vendors offering video surveillance backed by AI-driven video analytics systems, which require less manual intervention and leverage the growth of the video surveillance market.



Government is Expected to Drive the Market

- The state governments in India are spending on initiatives to make their respective states more secure. The development of smart cities is one of the vital segments of infrastructural

developments, with the application of surveillance systems, alarming systems, and access controls.

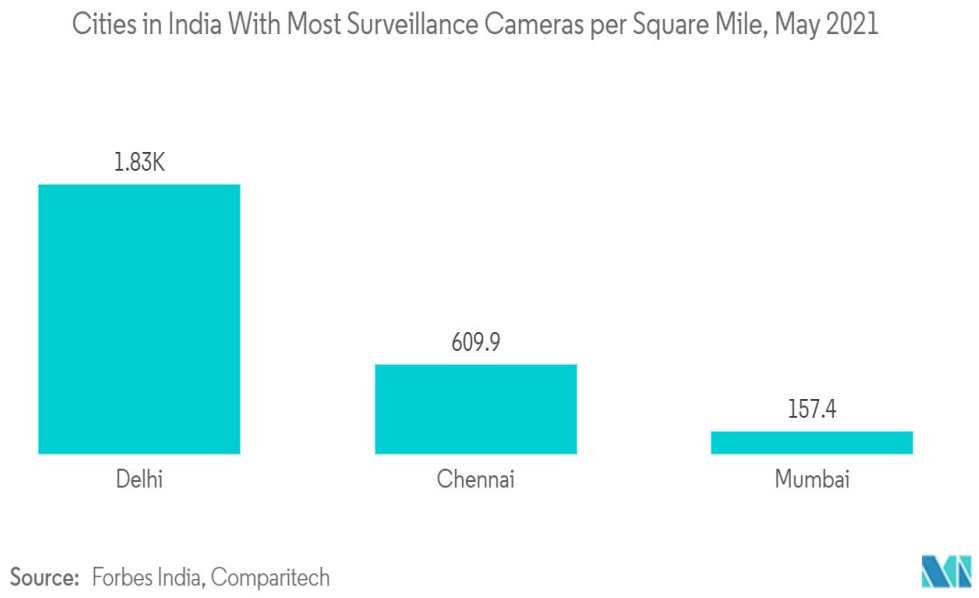
- The government has increased the outlay for the digital India program by 23 % to INR 3,958 crore for the 2020-2021 year. The increase has been mainly focused on account incentives to be given for electronic manufacturing, research, and development, cybersecurity, and promotion of IT and IT-enabled services.

- For the local and state governments, security is a top priority. Government buildings are subjected to homeland security regulations, which may mean restricting entry. Access control systems can verify employees and limit access to departments and confidential information while maintaining public access to other areas.

- In India, as part of imposing more restrictions on the visitors to the secretariat, the government decided to develop an access control system at all the entrances to the secretariat complex. The government has given sanction to the project costing INR 1.95 crore to be implemented by Keltron, with technical assistance from Kochi Metro Rail Ltd.

- In the defense sector, video surveillance has diverse applications, such as monitoring remote areas for human movement, coast guard vessels, offshore missile platforms, and perimeter security. Technological developments have led to the development of unmanned airborne surveillance systems or drones.

- For instance, to boost the Indian Army's defense and surveillance systems used on the border, in recent years, Defense Research & Development Organization (DRDO) developed robust technology-enabled surveillance equipment called Video and Image Processing Enhancement and Recognition System (VIPERS).



COMPETITIVE LANDSCAPE

With the declining product cost, there is a rise in the entry of the players offering the product observed. Additionally, the lack of differentiation in the product offerings made the vendors adopt competitive pricing strategies. Hence, due to the presence of many players, the market trend is toward fragmentation.

September 2021 -Bosch's Intrusion Control Panels (B and G Series) were integrated with LENSEC'ss Perspective Video Management Software (PVMS). This new partnership would allow security operators to manage intrusion, fire, and access control systems while monitoring video surveillance cameras behind one pane of glass.

February 2021 - IDEMIA, one of the prominent players in augmented identity solutions, partnered with the Federal Bank Limited in India to improve their existing access control and employee management systems with contactless biometric access control.

RECENT DEVELOPMENTS

March 2022 - Vihaan Networks Ltd (VNL) launched their Border Intrusion Detection System for border protection globally. In addition, VNL also provides a wide range of solutions for tactical communications, wireless signal intelligence, surveillance, and reconnaissance solutions.

September 2021 - Bosch Security, expanded its product portfolio by the Flexidome IP 8000i family with new indoor cameras that will enable installers to work smarter and faster. This newly innovated camera brings next-level starlight X and HDR X for enhanced image quality and saves valuable time with easy installation and remote commissioning.

Source - https://www.ibef.org

STANDALONE FINANCIAL OVERVIEW

The performance of the Company for the financial year ended March 31st, 2022 is as follows:

Total revenue from operations stood at Rs. 8.39 crore for the year ended March 31st, 2022, as against Rs. 9.83 crore for the corresponding previous period, a decrease of 14.59 %.

The cost of Raw Materials for the financial year ended March 31, 2022 were Rs 5.71 crore as against Rs 8.16 crore for the corresponding previous period, a decrease of 30.02%.

The Employee expenses for the financial year ended March 31st, 2022 were Rs. 1.80 crore as against Rs. 1.19 crore for the corresponding previous period, a increase 51.77%.

The other expenses for the financial year ended March 31st, 2022 were Rs. 1.16 crore as against Rs 1.05 crore for the corresponding previous period, a increase 10.10%.

The EBIDTA (earnings before interest, depreciation and tax excluding other income) was Rs. 0.01 crore for the year ended March 31st, 2022, as against Rs. (17.24) for the corresponding previous period, a increase of 108.64%.

The depreciation for the financial year ended March 31st, 2022 was Rs.0.05 crore, as against Rs. 0.02 crore for the corresponding previous period, an increase of 140%.

The EBIT (earnings before interest and tax) were Rs.0.26 crore for the year ended March 31st, 2022, as against Rs. 0.05 crore for the corresponding previous period, a increase of 364.90%. The PAT (profit after tax) were Rs. 0.01 for the year ended March 31st, 2022, as against Rs. (0.10) crore for the corresponding previous period, an increase of 110.39%.

The interest for the financial year ended March 31st, 2022 was Rs. 0.24 crore as against 0.22 crore for the corresponding previous period, an increase of 7.71%

The EPS (Earning Per Share) for the financial year ended March 31st, 2022 was Rs. 0.02 for a face value of Rs 10 per share, as against Rs. (0.23) for the corresponding previous period.

RESOURCES AND LIQUIDITY

As on March 31st, 2022, the standalone net worth stood at Rs. 3.35 crore and the debt was at Rs. 2.52 crore.
The cash and cash equivalents at the end of March 31st, 2022 were Rs. 0.01 crore.
The total debt to equity ratio of the Company stood at 0.15 as on March 31st, 2022.

BUSINESS PERFORMANCE

Panache Innovations Limited operates primarily in one business vertical, hence segmental reporting is not applicable. Panache Innovations Limited, is a BSE listed Company, engaged in multi-product distribution such as Telecom Products, IT Products & Accessories, LED Lighting Products, Batteries, Power Banks, Audio Products, Torches/Flashlights, Electrical Products Phones & facilitating Project based Services, AMC of Large Corporates, CCTV Surveillance etc.

In the geographies that we have been operating in, we have been able to leverage our customer successes and establish ourselves as a credible alternate supplier, who can be trusted as a long-term partner. Company will continue to focus on increasing our wallet-share from our existing customers, by positioning a larger portfolio of our products and acquiring new customer wins.

RISKS AND CONCERNS

Risk is inherent to business and Your Company is no exception. Every day during the course of our day-to-day operations and in pursuit of our long-term objectives, we face both internal and external risks. The Company has robust risk management procedures to identify and evaluate risks on an on-going basis. The Company has a detailed risk management policy in place. 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

Your Company supplies goods to the distributors on 30-45 days credit terms. Although PIL appoints distributors by checking all the parameters of the distributors like GST Registration, PAN etc. There is always a possibility of that particular invoice amount getting delayed due to various reasons. Having said that, while appointing distributors we define a credit limit, which always is derived by checking their last 6 months bank statements. It is our policy for small distributors that unless and until they clear the payment of previous invoice.

COMPETITION RISK

All the product lines which Company carries have competition and there is always a Risk factor on sales and profitability due to that competition. There is a huge competition in almost all the FMCG (Fast-Moving Consumer Goods) products from Unorganized players and there is a huge price gap between a branded products and unbranded products which are been provided by Unorganized players. To fulfill the gap between the prices, sometimes Company needs to sell products at lower price and that affects the sales and profit. To counter such condition, Company always tries to bring innovation in design and technology.

INPUT COST RISK

There is always a risk of Input Cost increase due to supply chain disruption, International shortage of raw materials etc.

LIABILITY RISK

This risk refers to our liability arising from any damage to shipments, products etc. which may adversely affect our business. The company attempts to mitigate this risk through contractual obligations and insurance policies.

TECHNOLOGY RELATED RISK

There is always a risk due to change in technology of the product or due to obsolescence of technology. To mitigate such risk, Company always keep a close track of all the product lines technology nationally and internationally. The Company is always open to adopt positive change in the technology of the products which we deal in.

OPPORTUNITIES AND THREATS

Opportunities

- Changing consumer preferences and growing Industrial base
- High Government Focus
- Technological Tie-ups

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

Panache Innovations has robust internal control systems and further these are evaluated from time to time in order to take additional measures, if necessary, in consonance with the changes in the Companies Act, 2013. Additional measures may pertain to fraud risk assessment and strengthening the process of risk management. The Company's internal controls are 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 Company 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 total manpower strength of your Company is 52 as on 31st March 2021. Subsequently the Employee benefit expenses have increased considerably. Nonetheless these additional expenses will yield results in the long term.

Panache Innovations Limited provides the best opportunities for its employees to enable them to reach their full potential. The HR function aims at fueling the growth ambitions of the organization by equipping the Human Assets for effective & efficient delivery as well as providing them a nurturing environment. The HR function is aligned to the Company's Business Strategy. This has helped in proactively facilitating the achievement of organizational plans, targets and challenges through timely identification, preparation and deployment of appropriate human resources.

We believe that the domain knowledge and experience of our Directors and our management team provides us with a significant competitive advantage as we seek to grow in our existing markets and enter new geographies. The Company has hired qualified professional management and key personnel, which will enable to run the Company independently. Further flexible HR policies reflecting our organization value of 'Trust' and work-life balance have been continuously devised. Employee engagement activities are conducted to make our workplace a fun-filled one.

OUTLOOK

The Company has a culture of Innovative Approach for its products and services. Being innovative is intricate to organizations. The new fiscal year FY 2021 has begun on an optimistic note and we have had some positive developments, new initiative for the Company. Barring the unforeseen circumstances and the risk and concerns, the management is hopeful to achieve good performance and strengthen our position in the industry and the market place.

The Company along with establishing and expanding its distribution business in LED Lighting, electronic consumer products, is also a leading partner in installation of AI based solution to countries biggest public sectors & private sectors BFSI.

As Panache Innovations is a customer focused organization and ensures that all the facets of business are prioritized around customer satisfaction, the Company has proven its good track record in providing AMC to the country's large corporates and further expanding the network to set few more large corporates under its umbrella along with focusing on establishing good capacity, command centre for monitoring which can fetch good amount of business from BFSI sectors.

At the outset, Company continue to focus on increasing our wallet-share from our existing customers, by positioning a larger portfolio of our products and acquiring new customer wins. Company always strive to expand its business by introduction of new products as per Industry's requirement and keeping close eyes on competitors' activities their business strategies, expansion plans and underlying effects of those activities on company's Business.

SIGNIFICANT CHANGES IN FINANCIAL RATIOS

During the year, 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 Ratios	**2020-21**	**2021-22**	**Change(%)**	**Reason for change**
Operating Profit Margin	21.12 %	35.58%	68.45%	The company has increased its operations in service and thereby generating increased margins.
Net Profit Margin	(1.04)%	0.13 %	112.19%	On account of improved operating margins compared to preceding year. Also controlling costs has enabled company to maintain positive net profit margins.
Debt Service Coverage Ratio	(3.27)%	3.63 %	210.94%	Ratio has improved as a result of positive earnings and good operating margins for the current financial year to service the debt
Debt Equity Ratio	0.08 %	0.15 %	91.79%	The Ratio has a huge variance on account of recognition of a Financial Lease Liability due to which the long-term debt has increased significantly.
Return on Equity	(3.02)%	0.32 %	110.51%	On account of improved operating margins compared to preceding year
Return on Capital Employed	(2.83) %	1.34 %	147.23%	On account of improved operating margins compared to preceding year

Annexure-III-SECRETARIAL AUDIT REPORT

Secretarial Audit Report
Form No. MR-3
For the Financial year ended 31st March, 2022

[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 Innovations Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Panache Innovations 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 Innovations 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, 2022, 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, 2022 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; **(Not relevant / applicable to the Company during the year under review)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not relevant / applicable to the Company during the year under review)**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not relevant / applicable to the Company during the year under review)**

(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) Regulations, 2021; **(Not relevant / applicable to the Company during the year under review)**

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not relevant / applicable to the Company during the year under review)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Government of India, as applicable under the Companies Act 2013;

(ii) The Listing Agreements entered into by the Company with BSE Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

During the year 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 decisions at 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: 22nd August 2022

ICSI UDIN: F005418D000827525

Peer Review Certificate No.: 1187/2021

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members,
Panache Innovations Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. Due to the pandemic caused by Covid–19 and prevailing lockdowns/restrictions on movement of people imposed by the Government, for the purpose of issuing this report, we have conducted our audit remotely based on the records and information made available to us by the Company electronically.

For D. M. Zaveri & Co
Company Secretaries

Dharmesh Zaveri
(Proprietor)
FCS. No.: 5418
CP No.: 4363

Place: Mumbai
Date: 22nd August 2022

ANNEXURE IV TO DIRECTORS REPORT

Information under Section 134(3)(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, 2022

A. 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 and therefore the scope of energy conservation is limited. 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 equipment's	NIL

B. 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 has 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, the Company has not undertaken Research and Development activity.

C. Foreign exchange earnings and Outgo

(Rs. In Lacs)

Particulars	**2021-22**	**2020-21**
Foreign Exchange Earned	Nil	Nil
Outgo of Foreign Exchange	22.57	108.73

By order of the Board of Directors of
Panache Innovations Limited

Amit Devchand Rambhia
Chairman
DIN: 00165919

Date: 22/08/2022
Place: Mumbai

ANNEXURE V TO DIRECTORS REPORT

DETAILS OF DIRECTORS AND EMPLOYEE REMUNERATION

I. 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	➢ Mr. Prakash Vichhivora – 5.51x ➢ Mr. Hetal Vichhivora – 5.51x ➢ Mr. Amit Rambhia has not drawn any remuneration during the year.
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	➢ Prakash Vicchivora, Managing Director -Not increased ➢ Hetal Vicchivora, WTD & CFO - Not increased ➢ Amit Rambhia, Director - Not increased ➢ Saloni Hurkat, Company Secretary-N.A. (Appointed w.e.f. 30/05/2022) ➢ Vishal Adhav, Company Secretary - Not Increased (Resigned w.e.f 19/03/2022)
3	The percentage increase in the median remuneration of employees in the financial year	There has been 2% decrease in the median remuneration of employees in the financial year.
4	The number of permanent employees on the rolls of company	As on 31st March, 2022, there were 52 employees on the rolls of the Company.
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 - NIL ➢ Average percentile increase already made in the salaries of the managerial personnel in the last financial year – NIL. ➢ There is no increase in the managerial remuneration.
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.

By order of the Board of Directors of
Panache Innovations Limited

Date: 22/08/2022
Place: Mumbai

Amit Devchand Rambhia
Chairman
DIN: 00165919

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To,
The Shareholders of
Panache Innovations Limited,
105, Primus Business Park,
Plot No. A-195, Rd. No. 16A,
Wagle Industrial Estate, Thane

We have audited the accompanying Ind AS financial statements of Panache Innovations Limited ("the Company"), which comprises the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flow for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS Financial Statements").

Opinion

In our opinion and to the best of our information and according to the explanations given to us by the management of the Company, the aforesaid Ind AS 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 the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its profit (including Other Comprehensive Income), changes in equity and statement of cash flows for the year ended on that date.

Basis of Our Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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 Ind AS Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS Financial Statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key audit Matter
Applicability of Ind AS 116 Leases	
As described in Note-1(14) to the financial statements, the company has applied Ind AS 116 Leases in the current year. The application to this accounting standard is complex and is an area of focus in our audit since application of the same is based on a significant level of judgments and estimates including the determination of discount rates and lease term. As per Ind AS 116, In case of Finance Lease, lessee is required to recognise a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Moreover, as per Ind AS 116, short term or low value lease is to be classified as operating lease. Additionally, the standard mandates detailed disclosures in respect of transition. Refer to Note No.1(14) and Note No.39 of the Ind AS Financial Statements	Our audit procedures on Applicability of Ind AS 116 include: • Assessed and tested new processes and controls established by the management in identifying lease arrangements with respect to accounting standard (Ind AS 116); • Assessed the company's evaluation on identification of leases based on the contractual arrangements and our knowledge of business; • Assessed the key terms and conditions of each lease with the underlying lease contracts; and • Assessed and tested the presentation and disclosures provided by the management in the Ind AS Financial Statements relating to Ind AS 116, including disclosures relating to transition and practical expedients applied.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position and financial performance (including other comprehensive income), statement of changes in equity and statement of Cash flows of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, the 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 Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS 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 Ind AS 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 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 system in place and the operating effectiveness of such controls and 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 the 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 Statement of Cash flow dealt with by this Report are in agreement with the books of account;

   d. In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with companies (Indian Accounting Standards) Rules,2015, as amended;

   e. On the basis of written representations received from the directors as on 31st March 2022 and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2022, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013;

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report

in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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 does not have any pending litigations which would impact its financial position, except the contingent liability in terms of MVAT demand of Rs. 67,80,775/-, for which the company has preferred an appeal as referred in note no. 36 of the Financial Statement;

(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 Jain Salia & Associates
Chartered Accountants
[FRNo: 116291W]

Place : Mumbai
Date : 30th May, 2022
UDIN: 22044039AJXOBA5799

Partner
(CA Jayesh K. Salia)
(Membership No. 044039)

(Referred to in Paragraph (1) of our Report of even date)

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment & Intangible Assets and relevant details of Right of Use Assets.

b) The Property, Plant and Equipment are physically verified by the management in a phased manner; which in our opinion is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, all the Property, Plant and Equipment 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 we are able to conclude that there is no immovable property held by the company as on the reporting date.

d) The Company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or Intangible assets or both during the year.

e) In our opinion and according to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii)

a) Based on the information & explanation given to us and the records examined by us, 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.

b) The Company has been sanctioned Cash Credit and Guaranteed Emergency credit Line from Canara Bank on the basis of hypothecation of Stock and Book debts of Rs. 2.58 crores.

c) The Company files monthly statements with Canara Bank in agreement with the books of accounts of the Company with regards to valuation of Stock and Book debts of the company in respect of Cash credit availed.

(iii)

a. In our opinion and according to the information and explanations given to us, the Company has recovered loans, secured or unsecured, from an entity(company), given in previous years which are outstanding as on the reporting date. The details of such recovery of loans given are as follows :

Name of the Entity	Aggregate amount recovered during the year	Balance Outstanding as on 31st March, 2022
Karrm Warehousing Private Limited	Rs. 16,33,583/-	Rs. 2,79,96,538/-

b. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the terms and conditions of the grant of all loans and advances are not prejudicial to the company's interest.

c. In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and repayments are not regular.

d. In our opinion and according to the information and explanations given to us, there are some amounts overdue for more than ninety days which casts to aggregate amount of Rs.2,83,02,357/- as on reporting date.

e. During the year, the following loan or advance has fallen due during the year, has been renewed, extended, fresh loan granted to settle the overdue of existing loans given to the same parties.

f. The Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during previous financial years.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 of the Act.

In respect of grant of loans, making investments and providing guarantees and securities during the year as referred in Section 186 of the Companies Act, 2013, the company has failed to comply with this provision of the Act, as:

1) Any prior approval from Banks / Public Financial Institution viz. Canara Bank is not on the record.
2) The Company's Loans & Advances are in excess of limits specified u/s. 186(2) of the Companies Act,2013. The company had represented that it had passed a special resolution in a general meeting of the members:

NAME OF THE ENTITY	AS AT 31ST MARCH 2022	NATURE OF ASSISTANCE	PURPOSE FOR WHICH LOAN/ GUARANTEE IS PROPOSED TO BE UTILISED BY RECEIPIENT
Karrm Warehousing Private Limited	Rs. 2,79,96,538/-	Inter Corporate Loan	Short Term Working Capital
Sure Horizon Softtech End2End Solution Pvt Ltd	Rs. 1,88,054/-	Inter Corporate Loan	Short Term Working Capital
Greatmoon Trading Private Limited	Rs. 1,17,065/-	Inter Corporate Loan	Short Term Working Capital

(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, GST, custom duty, cess 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, 2022 for a period of more than six months from the date they became payable except for following:

NAME OF DUES	AMOUNT
TDS on Interest	3,750/-

(viii) On the basis of our examination and according to the information and explanations given to us, there were no such transactions which are unrecorded in the accounts by the Company which have been disclosed or surrendered before the tax authorities as income during the year.

(ix) 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.

(x)

A. On the basis of our examination and according to the information and explanations given to us, the Company has not raised any money through Initial Public Offer (IPO) or Further Public Offer (FPO) during the year.

B. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally).

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

(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) In our opinion and according to the information and explanation given to us, 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) On the basis of our examination and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(xv) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) In our opinion and according to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(xvii)

a. In our opinion and according to the information and explanation given to us, the Company has not incurred any cash losses in the current year.

b. However, the Company has incurred cash loss of Rs 7,84,804/- (after tax) in the immediately preceding Financial Year 2020-21.

(xviii) There has been no resignation of the statutory auditors of the Company during the year and hence this clause is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We,

however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanation given to us, the provisions of Corporate Social Responsibility are not applicable to the Company.

For Jain Salia& Associates
Chartered Accountants
[FRNo: 116291W]

Place : Mumbai
Dated : 30th May, 2022
UDIN : 22044039AJXOBA5799

Partner
(CA Jayesh K. Salia)
(Membership No. 044039)

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 Innovations Limited ("the Company") as of 31st March 2022 in conjunction with our audit of the 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 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 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 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 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 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 2022, 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 Jain Salia & Associates
Chartered Accountants
[FRNo: 116291W]

Place : Mumbai
Dated : 30th May, 2022
UDIN : 22044039AJXOBA5799

Partner
(CA Jayesh K. Salia)
(Membership No. 044039)

BALANCE SHEET

As at 31st March 2022

(₹ in Lakhs)

Sr. No.	PARTICULARS		NOTE NO.	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
I.	**ASSETS**				
1	**NON-CURRENT ASSETS**				
(a)	Property, Plant & Equipments	...	2	22.87	15.94
(b)	Capital Work-In-Progress	...		0.00	0.00
(c)	Right of Use Assets	...	2	19.07	0.00
(d)	Investment Properties	...		0.00	0.00
(e)	Goodwill	...		0.00	0.00
(f)	Other Intangible Assets	...	2	0.06	0.11
(g)	Intangible Assets Under Development	...		0.00	0.00
(h)	Biological Assets Other than Bearer Plants	...		0.00	0.00
(i)	Financial Assets				
(i)	Investments	...	3	0.00	0.00
(ii)	Loans & Deposits	...	4	3.35	1.75
(iii)	Other Financial Assets	...	5	0.05	0.05
(i)	Deferred Tax Assets (Net)	...	6	9.10	10.64
(j)	Other Non-Current Assets	...		0.00	0.00
2	**CURRENT ASSETS**				
(a)	Inventories	...	7	294.58	264.59
(b)	Financial Assets				
(i)	Investments	...		0.00	0.00
(ii)	Trade Receivables	...	8	429.65	453.57
(iii)	Cash and Cash Equivalents	...	9	0.73	0.46
(iv)	Bank Balances other than Cash & Cash Equivalents	...	10	0.81	0.81
(v)	Loans & Deposits	...	11	288.97	328.31
(vi)	Other Financial Assets	...		0.00	0.00
(c)	Current Tax Assets	...	12	97.14	105.47
(d)	Other Current Assets	...	13	8.88	2.19
	TOTAL ASSETS			**1,175.28**	**1,183.90**
II.	**EQUITY AND LIABILITIES**				
1	**EQUITY**				
(a)	Equity Share Capital	...	14	439.00	439.00
(b)	Other Equity	...	15	(103.16)	(105.25)
2	**LIABILITIES**				
A	**Non-Current Liabilities**				
(a)	Financial Liabilities				
(i)	Borrowings	...	16	38.55	26.28
(ia)	Lease Liabilities		17	12.18	0.00
(ii)	Trade Payables	...			
	(a) *total outstanding dues of micro enterprises and small enterprises*			0.00	0.00
	(b) *total outstanding dues to other than micro and small enterprises*			0.00	0.00
(iii)	Other Financial Liabilities	...		0.00	0.00
(b)	Provisions	...	18	7.59	5.08
(c)	Deferred Tax Liabilities(Net)	...		0.00	0.00
(d)	Other Non-Current Liabilities	...		0.00	0.00

(₹ in Lakhs)

Sr. No.	PARTICULARS		NOTE NO.	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
B	**Current Liabilities**				
(a)	Financial Liabilities				
(i)	Borrowings	...	19	213.57	211.86
(ia)	Lease Liabilities		20	6.45	0.00
(ii)	Trade Payables	...	21		
(a)	*total outstanding dues of micro enterprises and small enterprises*			2.01	92.65
(b)	*total outstanding dues to other than micro and small enterprises*			529.64	480.09
(iii)	Other Financial Liabilities	...		0.00	0.00
(b)	Other Current Liabilities	...	22	26.42	31.60
(c)	Provisions	...	23	3.03	2.58
(d)	Current Tax Liabilities(Net)	...		0.00	0.00
	TOTAL EQUITY & LIABILITIES			**1,175.28**	**1,183.90**
	CONTINGENT LIABILITIES	...	36		
	SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS		1		

AS PER OUR REPORT OF EVEN DATE
FOR JAIN SALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
[ICAI FRNo. 116291W]

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE INNOVATIONS LIMITED

MR. PRAKASH M. VICHHIVORA
MANAGING DIRECTOR
DINO:- 03123043

MR.HETAL M. VICHHIVORA
WHOLE TIME DIRECTOR & CFO
DINO:- 0003123060

CA JAYESH K. SALIA
PARTNER
(MEM NO. 044039)

MR. AMIT D. RAMBHIA
NON-EXECUTIVE DIRECTOR
DINO:- 00165919

PLACE: MUMBAI
DATED: 30/05/2022
UDIN: 22044039AJXOBA5799

PLACE: MUMBAI
DATED: 30/05/2022

STATEMENT OF PROFIT & LOSS

For the year ended 31st March 2022

(₹ in Lakhs)

Sr. No.	PARTICULARS		NOTE NO.	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
A.	**CONTINUING OPERATIONS**				
I.	**REVENUE**				
	Revenue From Operations	...	24	839.52	982.88
	Other Income	...	25	30.52	25.26
	TOTAL INCOME			870.04	1,008.15
II.	**EXPENSES**				
	Cost of Goods Purchased	...	26	570.83	816.15
	Changes in Inventories of Work-in-Progress, Stock-in-Trade and Finished Goods	...	27	(29.99)	(40.87)
	Employee Benefit Expenses	...	28	180.83	119.15
	Finance Costs	...	29	24.17	22.43
	Depreciation and Amortisation Expenses	...	30	5.64	2.35
	Other Expenses	...	31	116.36	105.68
	TOTAL EXPENSES			867.83	1,024.90
III.	**Profit/(Loss) Before Exceptional items & Tax**	...		2.20	(16.75)
	Exceptional Items	...	32	0.04	2.15
IV.	**Profit/(Loss) Before Tax From Continuing Operations**	...		2.24	(14.61)
	Income Tax Expense		33		
	Current Tax	...		-	(1.64)
	Deferred Tax	...		1.18	(2.77)
A.	**PROFIT FROM CONTINUING OPERATIONS**			1.07	(10.20)
B.	**OTHER COMPREHENSIVE INCOME**				
I.	Items that will not be reclassified to Profit or Loss A/c	...	34	1.39	1.04
	Income Tax Relating to items that will not be reclassified to Profit or Loss A/c	...	33	(0.36)	0.88
II.	Items that will be reclassified to Profit or Loss A/c	...		-	-
	Income Tax Relating to items that will be reclassified to Profit or Loss A/c	...		-	-
B.	**OTHER COMPREHENSIVE INCOME FOR THE PERIOD**			1.03	1.91
	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD [A+B]			2.09	(8.29)
	EARNINGS PER SHARE		35		
	Basic EPS	...		0.02	(0.23)
	Diluted EPS	...		0.02	(0.23)

AS PER OUR REPORT OF EVEN DATE
FOR JAIN SALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
[ICAI FRNo. 116291W]

CA JAYESH K. SALIA
PARTNER
(MEM NO. 044039)

PLACE: MUMBAI
DATED: 30/05/2022
UDIN: 22044039AJXOBA5799

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE INNOVATIONS LIMITED

MR. PRAKASH M. VICHHIVORA
MANAGING DIRECTOR
DINO:- 03123043

MR.HETAL M. VICHHIVORA
WHOLE TIME DIRECTOR & CFO
DINO:- 0003123060

MR. AMIT D. RAMBHIA
NON-EXECUTIVE DIRECTOR
DINO:- 00165919

PLACE: MUMBAI
DATED: 30/05/2022

STATEMENT OF CASH FLOWS

For year ended 31st March 2022

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022		FOR THE YEAR ENDED 31ST MARCH 2021	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax as per Profit & Loss A/c		2.24		(14.61)
Adjustments for Non-cash Items				
Depreciation on Fixed Assets	4.47		2.35	
Amortisation of Lease Asset	1.17		-	
Exchange Rate Fluctuation (Gain)/loss	-		1.22	
Expected Credit Loss	-		1.72	
Provision for Gratuity	4.05		3.23	
		9.69		8.52
		11.93		(6.08)
Adjustments for Non-Operating Items				
Interest Charges	22.81		21.83	
Interest Income	(28.12)		(21.81)	
Finance Charges on Lease Liability	0.24		-	
Processing Fees	1.36		0.60	
Remeasurement of Lease Deposits	0.34		-	
Gain on Disposal of Subsidiary	-		(0.73)	
Gain on Dissolution of Subsidiary	-		(1.41)	
Profit on Sale of Fixed Asset	(0.04)		(0.01)	
		(3.40)		(1.53)
Operating Profit before Working Capital Changes		8.53		(7.61)
Adjusted for Change in Working Capital:				
Inventories	(29.99)		(40.87)	
Trade Receivable	23.93		204.19	
Other Current Assets	8.33		(21.42)	
Trade Payable	(41.10)		(164.07)	
Provisions	0.30		(2.27)	
Other Current Liability	(5.18)	(43.71)	(1.54)	(25.98)
Cash Generated from Operations		(35.18)		(33.59)
Taxes Paid		(6.68)		(2.31)
Net Cash Flow from Operations **(A)**		(41.86)		(35.90)
CASH FLOW FROM INVESTING ACTIVITIES				
Cash Inflow				
Interest Income	28.12		21.81	
Sale of Fixed Asset	0.30		0.03	
Loan Repaid by Parties	39.34		2.54	
Sale of Investments	0.00	67.75	1.60	25.98
Cash Outflow				
Purchase of Property Plant & Equipment	11.62		13.23	
Purchase of Other Intangible Assets	0.00		0.13	
Loans Given	1.95	(13.57)	0.14	(13.50)
Net Cash Flow from Investing Activities **(B)**		54.18		12.48
CASH FLOW FROM FINANCING ACTIVITIES				
Cash Inflow				
Borrowings Taken		19.15		26.54
Cash Outflow				
Expenses on Lease Finance	0.55		0.00	
Finance Lease Rental paid	1.30		0.00	
Interest Charges	22.81		21.83	
Processing Fees	1.36	(26.02)	0.60	(22.43)
Net Cash Flow from Financing Activities **(C)**		(6.87)		4.11

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022		FOR THE YEAR ENDED 31ST MARCH 2021	
CASH FLOW FROM ALL ACTIVITIES (A+B+C)		5.44		(19.32)
Cash and Cash Equivalents at the Beginning				
Cash in Hand	0.43		0.28	
Balance in Bank	(200.76)	(200.33)	(181.30)	(181.01)
		(194.88)		(200.33)
Closing Balance as per accounts				
Cash in Hand		0.07		0.43
Balance in Bank		(194.96)		(200.76)
		(194.89)		(200.33)

Notes:

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

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

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Cash balance Disclosed under Cash and Cash Equivalents - Note No. 9	0.07	0.43
Balances With Bank		
Current Deposits with Bank Disclosed under Cash and Cash Equivalents - Note No. 9	0.03	0.03
Unclaimed Dividend Bank Accounts Diclosed in Note No. 10	0.81	0.81
Fixed Deposits with Bank - Note No. 11	0.63	-
Cash Credit with Bank Disclosed under Current Financial Liabilities - Note No. 19	(196.43)	(201.61)
Cash & Cash Equivalents for the purpose of Cash Flows	(194.89)	(200.33)

3 **Net Debt Reconciliation**

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Cash and Cash Equivalents	0.73	0.46
Borrowings (including overdraft)	(252.12)	(238.14)
Net Debt	(251.38)	(237.68)
Cash and liquid investments	0.73	0.46
Gross debts- fixed interest rates	(49.97)	(35.03)
Gross debts- variable interest rates	(202.14)	(203.11)
Net Debt	(251.38)	(237.68)

4 **Changes in Liabilities Arising from Financing Activities**

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Opening Balance	39.14	10.54
Changes from Financing Cash Flows	7.83	26.18
Interest Accrued	3.00	2.42
Closing Balance	49.97	39.14

Amounts reported in the statement of cash flow under financing activities

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Proceeds from Non-current Borrowings	23.00	35.00
(Repayment) of Non-current Borrowings	(8.25)	(10.54)
(Repayment) / Proceeds from current Borrowings	4.21	1.50
Net Movement in Financing Activities	18.96	25.96

AS PER OUR REPORT OF EVEN DATE
FOR JAIN SALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
[ICAI FRNo. 116291W]

CA JAYESH K. SALIA
PARTNER
(MEM NO. 044039)

PLACE: MUMBAI
DATED: 30/05/2022
UDIN: 22044039AJXOBA5799

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DATED: 30/05/2022

STATEMENT OF CHANGES IN EQUITY

(a) EQUITY SHARE CAPITAL

(₹ in Lakhs)

Balance as at 01st April 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital During FY 2020-20	Balance as at 31st March 2021
4,39,00,000	Nil	4,39,00,000	Nil	4,39,00,000

Balance as at 01st April 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital During FY 2021-22	Balance as at 31st March 2022
4,39,00,000	Nil	4,39,00,000	Nil	4,39,00,000

(b) OTHER EQUITY

(₹ in Lakhs)

Particulars	Share Application Money Pending for Allotment	Reserves & Surplus				Equity Instruments Through Other Comprehensive Income	Other items of other Comprehensive Income (Specify nature)	Total
		Capital Reserve	Securities Premium Reserve	Other Reserve (Specify Nature)	Retained Earnings			
Balance at the beginning of the reporting Period as at 01st April 2020	**0.00**	**0.00**	**0.00**	**0.00**	**40.64**	**(137.60)**	**0.00**	**(96.96)**
Change in accounting Policy & Prior Period errors restated balance at the beginning of the reporting period.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit/Loss for the Year	0.00	0.00	0.00	0.00	(10.20)	0.00	0.00	(10.20)
Other Comprehensive Income for the Year	0.00	0.00	0.00	0.00	0.00	1.91	0.00	1.91
Dividends	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfer to Reserves	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Any Other Change (to be Specified)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at 31st March 2021	0.00	0.00	0.00	0.00	**30.44**	**(135.69)**	**0.00**	**(105.25)**
Change in accounting Policy & Prior Period errors restated balance at the beginning of the reporting period.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit/Loss for the Year	0.00	0.00	0.00	0.00	1.07	0.00	0.00	1.07
Other Comprehensive Income for the Year	0.00	0.00	0.00	0.00	0.00	1.03	0.00	1.03
Dividends	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Any Other Change (to be Specified)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at 31st March 2022	**0.00**	**0.00**	**0.00**	**0.00**	**31.50**	**(134.66)**	**0.00**	**(103.16)**

AS PER OUR REPORT OF EVEN DATE
FOR JAIN SALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
[ICAI FRNo. 116291W]

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PARTNER
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NOTES TO FINANCIAL STATEMENT

A Significant Accounting Policies, practices annexed to & forming part of accounts for the year ending on 31st March 2022

1 Basis of Preparation

Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March, 2022, the Statement of Profit and Loss for the year ended 31 March 2022, the Statement of Cash Flows for the year ended 31 March 2022 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as ' Financial Statements' or 'financial statements').

These financial statements are approved for issue by the Board of Directors on 30th May, 2022.

2 Compliance with Ind AS

The separate financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for financial instruments - measured at fair value or amortised cost.

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

4 Going Concern

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

5 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).

6 Valuation of Property, Plant & Equipments & Intangible Assets & Depreciation/Amortisation policy

6.1 Method Of Valuation Of Property, Plant & Equipments.

Property, Plant & Equipments (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.

Depreciation

Depreciation on PPE is recognised using Straight Line Method so as to write off the cost of PPE less the residual value over its useful lives specified in Schedule- II of the Companies Act,2013.In case of PPE purchased/sold during the year, Depreciation has been provided on pro-rata basis

6.2 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.

Amortisation

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

7 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.

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 company's contributions to state governed provident fund scheme and employee state insurance scheme are the defined contribution plans maintained by 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. Excess gains or losses on settlement of any claims 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.

9 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.

10 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.

10.1 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.

The management has exercised its option to measure fair value changes in Equity Instruments through Other Comprehensive Income, as such Investments have not been held by the company for the purpose of trade.

b) Recognition of Income on Financial Assets

For financial assets that are measured at Fair Value Through Other Comprehensive Income (herein after referred to as FVTOCI), income by way of interest, dividend and exchange difference (on debt instrument) is recognised in the statement of profit or loss for the period and changes in fair value (other than on account of such income) are recognised in Other Comprehensive Income and accumulated in other equity.

c) 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.

d) Impairment of Financial 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 consolidated balance sheet and the estimated collectible amount.

10.2 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.

11 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 transactions.

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 .

12 Recoverability of Trade Receivables

Judgments 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.

13 Revenue Recognition

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. The revenue is measured based on transaction price, which is the fair value of consideration received or receivable, and is net of discounts, allowances, returns, goods and services tax/value added taxes/sales tax.

Interest income is recognised using the effective interest method.

14 Leases

As per Ind AS 116, 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.Operating lease expenses are charged to the statement of Profit & Loss. The standard also contains enhanced disclosure requirements for lessees.

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

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.

Lease payments associated with following leases are recognised as expense on straight-line basis:

a) Low value leases; and
b) Leases which are short-term.

Assets given on lease are classified either as operating lease or as finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Initially asset held under finance lease is recognised in balance sheet and presented as a receivable at an amount equal to the net investment in the lease. Finance income is recognised over the lease term, based on a pattern reflecting a constant periodic rate of return on Company's net investment in the lease. A lease which is not classified as a finance lease is an operating lease.

The Company recognises lease payments in case of assets given on operating leases as income on a straight-line basis. The Company presents underlying assets subject to operating lease in its balance sheet under the respective class of asset.

15 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.

15.1 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.

15.2 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.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

16 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 Company, the Chief Operating Decision Maker could not identify any operating segments

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

(₹ in Lakhs)

SALES MADE TO MAJOR CUSTOMER	TOTAL SALES MADE DURING THE YEAR	% OF SALES MADE TO MAJOR CUSTOMERS
Rs. 351.77	Rs. 839.52	41.90%

17 Borrowing Costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset.

Other borrowing costs are expensed in the period in which they are incurred.

18 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 Reporting 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.

19 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.

20 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.102.00 Lakhs for the year or not less than Rs.8.50 Lakhs per month, if employed for part of the year.

2 Outstanding balances as at 31st March, 2022 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 Consumer Electronic & Electrical Goods & IT Hardware & its peripherals and Sanitary products. Day to day Quantitative Stock Records have been maintained properly.

4 All the Directors have drawn remuneration for the Accounting Year 2021-22 aggregating to Rs.11.00 Lakhs.

C Recent Accounting & Reporting Framework Pronouncements

a) Amendments to Existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

1) Ind AS 103 - Business Combination

2) Ind AS 16 - Property, Plant & Equipment

3) Ind AS 37 – Provisions, Contingent Liabilities & Contingent Assets

4) Ind AS 107 & Ind AS 109 - Financial Instruments

b) Amenments to Reporting Framework

On 23rd March 2022, the Ministry of Corporate Affairs (MCA) notified Companies (Indian Accounting Standards) Amendment Rules, 2022 effective from 1st April, 2022. The company has incorporated the amendments in its financial statements.

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

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

NOTE NO. 2
PROPERTY, PLANT & EQUIPMENTS, RIGHT OF USE ASSETS, INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Tangible Assets (Owned)								Leased Assets	Intangible Assets		Grand Total
	Furniture & Fixtures	Air Conditioner	Plant & Machinery	Mould	Office Equipments	Telephones	Computer Server	Computers & Laptops	Right of Use Asset (Building)	Software	Trademark	
Gross Block												
As at 1st April 2020	0.37	0.24	0.31	0.00	0.05	0.39	2.58	2.12	0.00	0.86	0.00	6.93
Additions	0.24	0.00	0.00	8.81	0.38	0.97	0.00	2.84	0.00	0.00	0.13	13.36
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.03	0.00	0.00	0.00	0.00	0.03
Impairment of Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As at 31st March 2021	0.61	0.24	0.31	8.81	0.43	1.36	2.55	4.96	0.00	0.86	0.13	20.26
Additions	1.01	0.00	1.99	5.23	0.37	0.94	0.10	1.98	20.24	0.00	0.00	31.86
Disposals	0.00	0.24	0.00	0.00	0.00	0.00	0.16	0.00	0.00	0.00	0.00	0.40
Impairment of Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As at 31st March 2022	1.61	0.00	2.30	14.04	0.80	2.30	2.50	6.94	20.24	0.86	0.13	51.72
Depreciation/Amortisation												
As at 1st April 2020	0.28	0.02	0.01	0.00	0.01	0.01	0.31	0.50	0.00	0.72	0.00	1.87
Charge for the year	0.04	0.03	0.02	0.42	0.05	0.20	0.41	1.02	0.00	0.14	0.02	2.35
Depreciation on disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.00	0.00	0.00	0.00	0.01
As at 31st March 2021	0.32	0.05	0.03	0.42	0.05	0.21	0.71	1.52	0.00	0.86	0.02	4.21
Charge for the year	0.10	0.02	0.10	1.51	0.14	0.29	0.40	1.87	1.17	0.00	0.04	5.64
Depreciation on disposal	0.00	0.08	0.00	0.00	0.00	0.00	0.07	0.00	0.00	0.00	0.00	0.14
As at 31st March 2022	0.42	0.00	0.13	1.93	0.19	0.50	1.05	3.39	1.17	0.86	0.07	9.71
Net Block												
As at 31st March 2021	0.28	0.19	0.28	8.39	0.38	1.14	1.84	3.44	0.00	0.00	0.11	16.05
As at 31st March 2022	1.19	0.00	2.16	12.11	0.61	1.80	1.45	3.55	19.07	0.00	0.06	42.01

The Useful Life of Assets adopted by the management from Schedule II of Companies Act,2013; for calculating Depreciation to be charged on different classes of Assets for the current year are as follows:-

CLASS OF ASSET	USEFUL LIFE ADOPTED (IN YEARS)
Furniture & Fixtures	10
Air Conditioner	8
Plant & Machinery	15
Mould	8
Office Equipments	5
Telephones	5
Computer Server	6
Computers & Laptop	3
Right of Use Asset	3
Software	3
Trademark	3

Notes:
1. Impairment Loss : No Provision for Impairment loss is made during the year.
2. For Method of Valuation of Assets and Depreciation/Amortisation refer Clause 6 & 14 of Note No.1 of General Notes to Financial Statements.

Disclosure related to title deeds of immovable property held in the name of persons other than company
There are no Immovable properties held or registered in the name of company and hence the disclosure relating to title deeds of immovable property held in the name of persons other than company is not relevant.

Disclosure requirements for Intangible Assets

a. As at 31st March 2022

Particulars	Intangible assets under development for a period of				
	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 years	Total
Projects in progress	0.00	0.00	0.00	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
Total					0.00

b. As at 31st March 2021

Particulars	Intangible assets under development for a period of				
	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 years	Total
Projects in progress	0.00	0.00	0.00	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
Total					0.00

NOTE NO. 3
INVESTMENTS (NON CURRENT)

(a) Measurement of Investments

The management has exercised its option to measure fair value changes in Equity Instruments through Other Comprehensive Income, as such Investments have not been held by the company for the purpose of trade. Quoted Equity Instruments have been valued at their respective market quotations as on reporting date, in an active market where such instruments are traded. However, since there has not been any active trade of the Quoted Equity Instrument held by the company, the same has been written down to Nil in FY 2019-20.

(b) 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 2022	AS AT 31ST MARCH 2021
Investment in Equity Instruments Quoted Equity Instruments	0.00	0.00
	0.00	0.00

NOTE NO. 4
LOANS & DEPOSITS (NON CURRENT)

(a) Measurement

Financial Assets in the nature of deposits have been measured at fair value by discounting the deposits over the

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

DEPOSIT	PERIOD	SOURCE	RATE
Thane Office Deposit	3	Government Bonds	7.75%

Value of Loans & Deposits

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Rent Deposit	3.35	1.75
	3.35	1.75

NOTE NO. 5
OTHER FINANCIAL ASSETS (NON CURRENT)

(a) Measurement Basis

Other Financial Assets 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.

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Other Deposits	0.05	0.05
	0.05	0.05

NOTE NO. 6
DEFERRED TAX ASSETS (NET)

(₹ in Lakhs)

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 01.04.2020		(4.23)	(2.76)	(6.99)
For the Year 2020-21				
On Carrying Values of Property Plant & Equipment	0.26	0.07	0.00	
Expected Credit Losses	0.00	0.00	0.00	
Provision for Gratuity	(6.33)	(1.65)	0.00	
Fair Value (gains)/Losses on Equity instruments to the extent considered recoverable	(14.97)	0.00	(3.89)	
Deferred tax on Carry forward business Losses	(20.84)	(5.42)	0.00	
Remeasurements of Employee Benefit Obligations	(0.97)	0.00	0.25	
(DTA)/DTL as on 31.03.2021		(7.00)	(3.64)	(10.64)
For the Year 2021-22				
Carrying Value of Property Plant & Equipment	1.05	0.27	0.00	
Provision for Gratuity	(10.38)	(2.70)	0.00	
Fair Value (gains)/Losses on Equity instruments to the extent considered recoverable	(14.97)	0.00	(3.89)	
Deferred tax on Carry forward business Losses	(13.06)	(3.40)	0.00	
Remeasurements of Employee Benefit Obligations	(2.36)	0.00	0.61	
(DTA)/DTL as on 31.03.2022		(5.82)	(3.28)	(9.10)

NOTE NO. 7
INVENTORIES

(a) Valuation Method

The Company values its Inventories which comprises of Consumer Electronic & Electrical Goods and IT Hardware & its peripherals and Sanitary products at Weighted Average Cost or Net Realisable Value whichever is lower as per Ind AS-2. Cost of Inventories consist of its purchase price 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 reporting dates are as follows:-

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Inventory of Goods	...	...	294.58	264.59
			294.58	264.59

NOTE NO. 8
TRADE RECEIVABLES

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Secured, Considered good	...	...	0.00	0.00
Unsecured, Considered good	...	...	331.13	341.22
Significant Increase in Credit Risk	...	...	0.00	0.00
Credit impaired	...	...	0.00	0.00
			331.13	341.22
Less : Allowance for Bad and Doubtful Debts	...	...	0.00	0.00
			331.13	341.22
Receivable from Related Parties (Refer Note No. 42)	...	...	98.52	112.35
			429.65	453.57

NOTE NO. 3
INVESTMENTS (NON CURRENT)

(a) Measurement of Investments

The management has exercised its option to measure fair value changes in Equity Instruments through Other Comprehensive Income, as such Investments have not been held by the company for the purpose of trade. Quoted Equity Instruments have been valued at their respective market quotations as on reporting date, in an active market where such instruments are traded. However, since there has not been any active trade of the Quoted Equity Instrument held by the company, the same has been written down to Nil in FY 2019-20.

(b) 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 2022	AS AT 31ST MARCH 2021
Investment in Equity Instruments Quoted Equity Instruments	0.00	0.00
	0.00	0.00

NOTE NO. 4
LOANS & DEPOSITS (NON CURRENT)

(a) Measurement

Financial Assets in the nature of deposits have been measured at fair value by discounting the deposits over the

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

DEPOSIT	PERIOD	SOURCE	RATE
Thane Office Deposit	3	Government Bonds	7.75%

Value of Loans & Deposits

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Rent Deposit	3.35	1.75
	3.35	1.75

NOTE NO. 5
OTHER FINANCIAL ASSETS (NON CURRENT)

(a) Measurement Basis

Other Financial Assets 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.

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Other Deposits	0.05	0.05
	0.05	0.05

NOTE NO. 6
DEFERRED TAX ASSETS (NET)

(₹ in Lakhs)

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 01.04.2020		(4.23)	(2.76)	(6.99)
For the Year 2020-21				
On Carrying Values of Property Plant & Equipment	0.26	0.07	0.00	
Expected Credit Losses	0.00	0.00	0.00	
Provision for Gratuity	(6.33)	(1.65)	0.00	
Fair Value (gains)/Losses on Equity instruments to the extent considered recoverable	(14.97)	0.00	(3.89)	
Deferred tax on Carry forward business Losses	(20.84)	(5.42)	0.00	
Remeasurements of Employee Benefit Obligations	(0.97)	0.00	0.25	
(DTA)/DTL as on 31.03.2021		(7.00)	(3.64)	(10.64)
For the Year 2021-22				
Carrying Value of Property Plant & Equipment	1.05	0.27	0.00	
Provision for Gratuity	(10.38)	(2.70)	0.00	
Fair Value (gains)/Losses on Equity instruments to the extent considered recoverable	(14.97)	0.00	(3.89)	
Deferred tax on Carry forward business Losses	(13.06)	(3.40)	0.00	
Remeasurements of Employee Benefit Obligations	(2.36)	0.00	0.61	
(DTA)/DTL as on 31.03.2022		(5.82)	(3.28)	(9.10)

NOTE NO. 7
INVENTORIES

(a) Valuation Method

The Company values its Inventories which comprises of Consumer Electronic & Electrical Goods and IT Hardware & its peripherals and Sanitary products at Weighted Average Cost or Net Realisable Value whichever is lower as per Ind AS-2. Cost of Inventories consist of its purchase price 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 reporting dates are as follows:-

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Inventory of Goods	...	...	294.58	264.59
			294.58	264.59

NOTE NO. 8
TRADE RECEIVABLES

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Secured, Considered good	...	...	0.00	0.00
Unsecured, Considered good	...	...	331.13	341.22
Significant Increase in Credit Risk	...	...	0.00	0.00
Credit impaired	...	...	0.00	0.00
			331.13	341.22
Less : Allowance for Bad and Doubtful Debts	...	...	0.00	0.00
			331.13	341.22
Receivable from Related Parties (Refer Note No. 42)	...	...	98.52	112.35
			429.65	453.57

Trade Receivables - Ageing Schedule as at 31st March, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	144.17	112.39	73.86	61.10	38.12	429.65
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade Receivables - credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed Trade Receivables - which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade Receivables - credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

Trade Receivables - Ageing Schedule as at 31st March, 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	266.71	62.42	84.49	0.00	39.96	453.57
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade Receivables - credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed Trade Receivables - which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade Receivables - credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

NOTE NO. 9
CASH AND CASH EQUIVALENTS

Investments in Fixed Deposits have been considered by the management to be short term in nature, and hence they are valued at cost plus accrued interest on it.

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Cash & Cash Equivalents				
Balance with Banks	...	...	0.03	0.03
Cash on Hand	...	...	0.07	0.43
Fixed Deposits with Bank	...	...	0.63	0.00
			0.73	0.46

NOTE NO. 10
BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Unclaimed Dividends	...	...	0.81	0.81
			0.81	0.81

NOTE NO. 11
LOANS & DEPOSITS (CURRENT)

(a) Measurement

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

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Secured, Considered good	...	...	0.00	0.00
Unsecured, Considered good	...	...	288.97	328.31
Significant Increase in Credit Risk	...	...	0.00	0.00
Credit impaired	...	...	0.00	0.00
			288.97	328.31
Less: Provision for Expected Credit Losses	...	...	0.00	0.00
			288.97	328.31

NOTE NO. 12
CURRENT TAX ASSETS

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Income Tax Refundable	...	...	8.87	2.19
			8.87	2.19

NOTE NO. 13
OTHER CURRENT ASSETS

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Prepaid Expenses and others	...	...	2.34	7.85
Advance to Trade Payables	...	...	90.83	88.88
Input Credit of GST	...	...	0.44	8.67
Reimbursement Receivable from Party	...	...	0.09	0.08
Unbilled Revenue	...	...	3.44	0.00
			97.14	105.47

NOTE NO. 14
EQUITY SHARE CAPITAL

a. Capital Structure of the Company

(₹ in Lakhs)

PARTICULARS OF SHARE CAPITAL	AS AT 31ST MARCH 2022		AS AT 31ST MARCH 2021	
	NO.OF SHARES	TOTAL VALUE	NO.OF SHARES	TOTAL VALUE
AUTHORISED				
Equity Shares of Rs.10/- each	2,50,00,000	2,500.00	2,50,00,000	2,500.00
	2,50,00,000	2,500.00	2,50,00,000	2,500.00
ISSUED, SUBSCRIBED & FULLY PAID-UP :				
Equity Shares of Rs.10/- each	43,90,000	439.00	43,90,000	439.00
	43,90,000	439.00	43,90,000	439.00
ISSUED,SUBSCRIBED AND NOT FULLY PAID-UP:	0	0	0	0
	0	0	0	0

b. Details of Shareholding as at different Reporting Dates

Shareholders holding more than 5% of Equity :

SR. NO	NAME OF SHAREHOLDER	NO.OF SHARES AS ON 31ST MARCH 2022	PERCENTAGE HOLDING (%)	NO.OF SHARES AS ON 31ST MARCH 2021	PERCENTAGE HOLDING (%)
A.	**EQUITY SHARES**				
1.	Amit Devchand Rambhia	4,25,100	9.68%	4,25,100	9.68%
2.	Nikit Devchand Rambhia	4,25,000	9.68%	4,25,000	9.68%
3.	Devchand Rambhia	5,00,000	11.39%	5,00,000	11.39%

c. Reconciliation of the number of Equity Shares outstanding

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Number of Shares at the beginning of the year	43,90,000	43,90,000
(+) Bonus shares issued	0	0
(-) Shares forfeited	0	0
Number of Shares at the end of the year	43,90,000	43,90,000

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.

e. Promoter Share Holding

Shares held by promoters at the end of the year :

SR. NO	NAME OF PROMOTER	NO.OF SHARES AS ON 31ST MARCH 2022	PERCENTAGE HOLDING	NO.OF SHARES AS ON 31ST MARCH 2021	PERCENTAGE HOLDING
1.	Amit Devchand Rambhia	4,25,100	9.68%	4,25,100	9.68%
2.	Nikit Devchand Rambhia	4,25,000	9.68%	4,25,000	9.68%
3.	Devchand Rambhia	5,00,000	11.39%	5,00,000	11.39%
4.	Hetal	97,263	2.22%	-	0.00%

f. 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 :-

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Gross Debt	252.12	238.14
Less: Liquid Assets *	0.73	0.46
Net Debt	251.38	237.68
Total Equity (As Per Balance Sheet)	335.84	333.75
Net Gearing Ratio	**0.75**	**0.71**

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

NOTE NO. 15
OTHER EQUITY

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Balance of Reserves as per Statement of Changes in		
Retained Earnings		
Opening Balance	30.44	40.64
Add/(Less): Adjustments for Prior Period Errors	0.00	0.00
Add: Surplus As per Profit & Loss Account	1.07	(10.20)
Less: Appropriations		
Dividends Paid	0.00	0.00
Dividend Distribution Tax Paid	0.00	0.00
Bonus Issue	0.00	0.00
Closing Balance	31.50	30.44
Other Comprehensive Income		
Fair Value Changes in Equity Instruments (Notional)		
Opening Balance	(135.69)	(137.60)
Add/(Less) Changes for the Year	1.03	1.91
Closing Balance	(134.66)	(135.69)
	(103.16)	**(105.25)**

NOTE NO. 16
BORROWINGS (NON CURRENT)

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2021	AS AT 31ST MARCH 2020
Secured Borrowings		
Other borrowings	38.55	26.28
	38.55	26.28

Notes:

1 Guranteed Emergency Credit Line (GECL) of Rs 35,00,000 (Sanction Amount) is secured by way of hypothecation of Stocks and Book Debts. The Balance as on 31st March, 2022 is repayable in 36 monthly installments of Rs 0.97 Lakhs each with moratorium of first 12 months. Interest to be serviced as and when debited.

2 Guaranteed Emergency Credit Line (GECL) of Rs 23,00,000 (Sanction Amount) is secured on 11th November, 2021 by way of hypothecation of Stocks and Book Debts. The Balance as on 31st March, 2022 is repayable in 60 monthly installments of Rs 0.38 Lakhs each with moratorium of first 24 months. Interest to be serviced as and when debited.

NOTE NO. 17
LEASE LIABILITIES (NON CURRENT)

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Payment towards Lease Liability	12.18	0.00
	12.18	0.00

NOTE NO. 18
PROVISIONS (NON CURRENT)

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Provision for Gratuity Payable	7.59	5.08
	7.59	5.08

NOTE NO. 19
BORROWINGS (CURRENT)

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Secured Borrowings		
Cash Credit	196.43	201.61
Current Maturities of Long Term Borrowings	11.43	8.75
Other borrowings	5.71	1.50
	213.57	211.86

Notes :

1 The Cash Credit is secured by first charge by way of hypothecation of Stock and Book debts. Further, it is secured by way personal gurantee provided by Managing Director - Mr. Prakash M. Vichhivora.

2 Monthly returns or Statements of Current assets filed with bank are in agreement with the books of accounts.

3 The Company has registered all details of Registration or satisfaction of charge with ROC within the prescribed time limit from the execution of document.

4 The company has not been declared wilful defaulter by any Banks / Financial Institutions.

NOTE NO. 20
LEASE LIABILITIES (CURRENT)

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Payment towards Lease Liability	6.45	0.00
	6.45	0.00

NOTE NO. 21
TRADE PAYABLES (CURRENT)

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Trade payables		
Due to Micro and Small Enterprises	0.71	1.03
Other Trade Payables	233.27	231.32
Trade Payables to Related Parties (Refer Note No. 42)		
Due to Micro and Small Enterprises	1.30	91.62
Other Trade Payables to Related Parties	296.37	248.78
	531.65	572.75

(a) Disclosure

Out of the total payables to Micro and Small enterprises, disclosed in the table above, Rs. 0.32 Lakhs stands overdue as on 31st March 2022. However, no interest is due or payable on such balance, pursuant to mutual agreement between the parties.

Trade Payables ageing schedule: As at 31st March,2022

(₹ in Lakhs)

PARTICULARS	Outstanding for following periods from bill date				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	2.01	0.00	0.00	0.00	2.01
(ii) Others	253.49	131.49	0.48	144.17	529.64
(iii) Disputed dues- MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00

Trade Payables ageing schedule: As at 31st March,2021

(₹ in Lakhs)

PARTICULARS	Outstanding for following periods from bill date				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	92.65	0.00	0.00	0.00	92.65
(ii) Others	337.06	1.21	28.65	113.17	480.09
(iii) Disputed dues- MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00

NOTE NO. 22
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 since there are no significant financing component involved.

(₹ in Lakhs)

PARTICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Statutory Liabilities	...	...	6.15	7.72
Salaries Payable	...	...	11.97	12.84
Advance from Trade Receivables	...	...	8.29	11.03
Others	...	...	0.01	0.01
			26.42	31.60

NOTE NO. 23
PROVISIONS (CURRENT)

(₹ in Lakhs)

PARICULARS			AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Dividend Payable (Unclaimed)	...	...	0.81	0.81
Audit Fees Payable	...	...	0.90	0.93
Rent Payable	...	...	0.07	0.07
Professional Fees Payable	...	...	0.18	0.10
Provision for Gratuity Payable	...	...	0.43	0.28
Electricity Charges Payable	...	...	0.15	0.03
Reimbursement Payable	...	...	0.49	0.35
			3.03	2.58

NOTES FORMING PART OF PROFIT & LOSS ACCOUNT

NOTE NO. 24
REVENUE FROM OPERATIONS

(a) Recognition of Revenue

The company derives revenue primarily from sale of Consumer Electronic & Electrical Goods and IT Hardware & its peripherals and Sanitary products.

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.

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.

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Net Sales (Domestic)	....	....	682.39	880.51
Service Charges	....	....	154.88	98.57
Transport / Freight Charges Recovered	....	....	2.25	3.80
			839.52	982.88

(b) 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.

(c) Movement in Contract Balances (₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Contract Liability		
Opening Balance	11.03	4.94
Less: Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period.	(4.52)	(4.86)
Add: Revenue not recognised in the reporting period that is to be included in the closing balance of contract liability balance at the end of the period.	1.78	10.95
Closing Balance	8.29	11.03
Contract Assets		
Opening Balance	88.88	74.09
Less: Expense recognised in the reporting period that was included in the contract asset balance at the beginning of the period.	(8.11)	(1.18)
Add: Expense not recognised in the reporting period that is to be included in the closing balance of contract asset balance at the end of the period.	10.07	15.96
Closing Balance	90.83	88.88

NOTE NO. 25
OTHER INCOME

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Discount Received (Net)	....	....	0.01	0.04
Other Compensations	....	....	0.20	0.12
Reimbursement of Taxes from Customers		....	2.16	-
Interest Income	....	....	28.12	21.81
Commission Income	....	....	-	3.01
Liabilities no longer Payable	....	....	-	0.29
Finance Charges Income	....	....	0.02	-
			30.52	25.26

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.

NOTE NO. 26
COST OF GOODS PURCHASED

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Net Purchase	....	....	548.89	772.23
Service Charges Incurred	....	....	19.56	3.19
Royalty Expenses	....	....	2.38	40.73
			570.83	816.15

NOTE NO. 27
CHANGES IN INVENTORIES OF WORK-IN-PROGRESS, STOCK-IN-TRADE AND FINISHED GOODS

(₹ in Lakhs)

PARICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Opening Stock / Inventories	....	....	264.59	223.72
Less: Closing Stock / Inventories	....	....	(294.58)	(264.59)
			(29.99)	(40.87)

NOTE NO. 28
EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Director's Remuneration	....	....	11.00	18.00
Salary & Bonus to Employees	....	....	154.57	90.74
Contributions to PF, ESIC & Other Funds	....	....	10.40	6.82
Staff Welfare Expenses	....	....	0.82	0.36
Gratuity To Staff	....	....	4.05	3.23
			180.83	119.15

NOTE NO. 29
FINANCE COSTS

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Interest Charges	....	....	22.56	21.83
Processing Charges on CC	....	....	1.36	0.60
Finance Charges on Lease Liabilities	....	....	0.24	-
			24.17	22.43

NOTE NO. 30
DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Depreciation on Property, Plant & Equipment		....	4.43	2.19
Amortisation of Intangible Assets	....	....	0.04	0.17
Amortisation of Finance Lease Assets	....	....	1.17	-
			5.64	2.35

NOTE NO. 31
OTHER EXPENSES

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Advertisement Expenses	....	....	0.57	0.62
Annual Compliance Costs	....	....	0.06	0.20
Bank Charges	....	....	0.85	1.07
Business Promotion Expenses	....	....	0.33	0.34
Certification Charges	....	....	2.25	1.92
Clearing Charges	....	....	-	0.36
Commission & Brokerage Expenses	....	....	6.34	4.16
Consumables	....	....	0.26	-
Conveyance	....	....	-	3.98
Courier Charges	....	....	0.45	0.34
Custom Duty Paid	....	....	1.84	0.03
Discount & Rebate	....	....	-	1.73
Donation	....	....	0.13	-
Electricity Charges	....	....	0.66	0.32
E-commerce Expenses	....	....	3.22	6.18
Expected Credit Losses	....	....	1.76	1.72
Finance Charges	....	....	0.36	-
General Operating Expenses	....	....	3.22	4.35
GST Late Fees	....	....	0.05	0.13

Continued .....

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Insurance Charges	....	....	1.27	1.87
Interest on TCS/TDS	....	....	0.54	0.51
Interest on VAT, CST & GST	....	....	3.99	0.80
Interest on Late payments	....	....	0.01	-
Late fees on Import Duty Paid	....	....	-	1.23
Listing Fees	....	....	3.00	3.00
Payment to Auditors	....	....	1.25	3.05
Professional Fees	....	....	25.32	21.99
Profession Tax	....	....	0.06	0.03
(Profit)/Loss on Exchange rate fluctuation	....	....	-	1.22
Printing & Stationery	....	....	2.47	2.09
Rent, Rates and Taxes	....	....	9.10	5.85
Royalty Expense	....	....	-	0.50
Repairs & Maintenance	....	....	1.07	0.07
Service Expenses	....	....	3.15	-
Software, Cloud & Other related Expenses	....	....	1.97	2.02
Stamp duty and Registration Charges	....	....	-	1.31
Sundry Expenses	....	....	0.72	0.64
Telephone, Mobile & Internet Charges	....	....	2.79	2.79
Transportation Charges	....	....	23.74	21.68
Travelling Expenses	....	....	13.39	6.34
Warehousing Expenses	....	....	-	1.24
Website Development Charges	....	....	0.18	-
			116.36	105.68

NOTE NO. 31.1

DETAILS OF PAYMENTS TO AUDITORS

Payment made to Auditors for Different kinds of Audits are as Follows:- **(₹ in Lakhs)**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Payment to Auditors		
Statutory Audit	1.00	1.00
Tax Audit	0.25	0.25
Internal Audit	-	1.80
Total Payments Made to Auditors	1.25	3.05

NOTE NO. 32

EXCEPTIONAL ITEMS

(₹ in Lakhs)

PARTICULARS			FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Profit on Sale of Fixed Asset	....	....	0.04	0.01
Gain on Disposal of Subsidiary Investment	....	....	-	0.73
Gain on Dissolution of Subsidiary	....	....	-	1.41
			0.04	2.15

NOTE NO. 33
INCOME TAX EXPENSE

A. Disclosure Pursuant to Ind AS 12

(a) Major Components of Income Tax **(₹ in Lakhs)**

Sr. No.	PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
(a)	**Tax on Items Routed Through Profit or Loss Section**		
	(i) Income Tax		
	Current Tax under Income Tax Act,1961	0.00	0.12
	Adjustments in respect of income tax of previous years.	0.00	(1.76)
	(ii) Deferred Tax		
	Tax Expense on Origination & Reversal of Temporary Difference	1.18	(2.77)
	Tax Expense Reported in statement of Profit or Loss [(i) +(ii)]	1.18	(4.41)
(b)	**Tax on Items Routed Through Other Comprehensive Income**		
	(i) Income Tax	0.00	0.00
	(ii) Deferred Tax	0.36	(0.88)
	Tax Expense Reported in Other Comprehensive Income [(i) +(ii)]	0.36	(0.88)

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

PARTICULARS		FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Profit Before Tax		2.24	(14.61)
Adjustments as per Income Tax			
Add: Depreciation as per Companies Act		5.64	2.35
Add: Disallowances U/s 37		1.14	0.51
Add: Disallowance of Gratuity Provision		4.05	3.23
Add: Disallowance of Contributions to statutory Funds		2.82	4.15
Less: Depreciation as per Income Tax Act		(5.23)	(3.31)
Less: Other Deductions		(1.36)	(13.17)
		7.06	(6.24)
Income Taxable	**(B)**	9.30	(20.84)
Less: Transferred to Deferred Taxes		0.00	20.84
Less: Set off against Brought forward Loss		(9.30)	0.00
Income Tax Payable at Special Rate		0.00	0.12
Net Income Tax Payable by the company		0.00	0.12
Deferred Tax Expenses on Items Routed Through P&L			
Incremental Deferred Tax Liability/(Asset) on account of PPE and Intangible Assets		1.18	(2.77)
Tax on Income/Expenses classified under OCI			
Long Term Capital Gain on Unlisted Securities Taxable @ 20%		0.00	0.00
Incremental Deferred Tax Liability/(Asset) due to Fair valuation of Equity Instruments and Remeasurement of Defined Benefit Obligations		0.36	(0.88)
Net Deferred Tax Expense/(Benefit)	**(D)**	1.54	(3.64)
Total Tax Expense Recognised for the Year	**(E) = [(C)+(D)]**	1.54	(3.64)
Effective Tax Rate on Standalone Results of the Company	**[(E)/(A)*100]**	68.61%	24.95%

NOTE NO. 34
OTHER COMPREHENSIVE INCOME

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Items that will not be reclassified to Profit & Loss A/c		
Fair Value Changes on Equity Instruments designated through OCI	-	-
Remeasurements of Post Employment Benefit Obligations	1.39	1.04
	1.39	1.04

NOTE NO. 35
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 :-

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Calculation of Basic EPS		
A. Profit From Continuing Operations (Numerator)	1.07	(10.20)
B. Equity Shares Outstanding as on Balance sheet Date		
a. Weighted Average Number of Equity Shares	43,90,000	43,90,000
Total Equity Shares for Calculation of Basic EPS (Denominator)	43,90,000	43,90,000
Basic Earnings Per Share(EPS) of nominal value of Re. 1/- each in Rs. [(A) / (B)]	0.02	(0.23)
Calculation of Diluted EPS		
A. Profit From Continuing Operations (Numerator)	1.07	(10.20)
B. Equity Shares Outstanding as on Balance sheet Date		
a. Weighted Average Number of Equity Shares	43,90,000	43,90,000
b. Potential Equity shares	0	0
Total Equity Shares for Calculation of Diluted EPS (Denominator)	43,90,000	43,90,000
Diluted Earnings Per Share(EPS) of nominal value of Re. 1/- each in Rs [(A) / (B)]	0.02	(0.23)

NOTE NO. 36
CONTINGENT LIABILITIES

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022
MVAT Assessment Order (FY 2016-17)	67.81
	67.81

During the FY 2020-21, company has received demand notice of Rs. 67.81 Lakhs from MVAT department under transactional assessment order for FY 2016-17 under section 23(5) of MVAT Act, 2002. The demand was raised on account of Mismatch in Input Tax Credit claimed. The Company has filed an appeal against the said order relating to disputed liability of Rs. 67.39 Lakhs. The management is of the view that this demand notice will not result in any cash outflow and hence no provision has been created for the same.

NOTE NO. 37
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, disclosures regarding current assets which are expected to be recovered within twelve months and after twelve months from the reporting date are as follows:-

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022			AS AT 31ST MARCH 2021		
	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL
Inventories	294.58	-	294.58	264.59	-	264.59
Trade Receivables	429.65	-	429.65	453.57	-	453.57
Loans-Current	288.97	-	288.97	328.31	-	328.31
Other Current Assets	8.88	-	8.88	2.19	-	2.19

B. Basis of classification of Current Liabilities

An entity shall classify a liability as current liability 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

Credit Period for Current Liabilities

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

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022			AS AT 31ST MARCH 2021		
	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL	WITHIN TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL
Borrowings	17.14	-	17.14	10.25	-	10.25
Lease Liabilities	6.45	-	6.45	-	-	-
Trade Payables	531.65	-	531.65	572.75	-	572.75
Other Current Liabilities	26.42	-	26.42	31.60	-	31.60
Provisions	3.03	-	3.03	2.58	-	2.58
Current Tax Liabilities	-	-	-	-	-	-

NOTE NO. 38
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 defense 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

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than the functional currency of the Company.

In General, the company has not entered in any foreign currency transaction.

Sensitivity Analysis

Since, The Company does not have any balanced payable or receivable in foreign currency Hence, The Company remain unaffected by movements in foreign exchange rates.

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'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 are 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) and RLLR (Repo Linked Lending Rate)

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

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Cash Credit	196.43	201.61
Guaranteed Emergency Credit Line	49.97	35.22
	246.41	236.83

Sensitivity Analysis

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

(₹ in Lakhs)

SENSITIVITY TO MOVEMENT IN INTEREST RATES	AS AT 31ST MARCH 2022		
	ASSUMED INTEREST RATE MOVEMENT IN BPS	IMPACT ON PROFIT OR LOSS AFTER TAX	
		INCREASE	DECREASE
Change in Interest Cost			
Cash Credit *	10 bps	(0.20)	0.20
Guaranteed Emergency Credit Line *	10 bps	(0.05)	0.05
Less: Tax Effect on Interest Cost		0.06	(0.06)
Net Effect on Profit & Loss Account		(0.18)	0.18

** Holding all other variables constant*

Sensitivity Analysis

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

(₹ in Lakhs)

SENSITIVITY TO MOVEMENT IN INTEREST RATES	AS AT 31ST MARCH 2021		
	ASSUMED INTEREST RATE MOVEMENT IN BPS	IMPACT ON PROFIT OR LOSS AFTER TAX	
		INCREASE	DECREASE
Change in Interest Cost			
Cash Credit *	10 bps	(0.20)	0.20
Guaranteed Emergency Credit Line *	10 bps	(0.04)	0.04
Less: Tax Effect on Interest Cost		0.06	(0.06)
Net Effect on Profit & Loss Account		(0.18)	0.18

** 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 and other receivables.

Trade Receivable and other financial assets

The company has established a credit policy under which each new customer is analysed individually for creditworthiness before entering into the contract, delivery terms and conditions of payments. 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 thereof, the company is making provision on trade receivables based on Expected Credit Loss(ECL) model. The reconciliation of ECL is as follows :-

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Opening Balance	-	-
Changes in Loss Allowance		
Loss Allowance for the year, based on ECL Model.	1.76	1.72
Write Off as Bad Debts	1.76	1.72
Closing Balance reproted under Note No.8	-	-

Expected Credit loss for Loans & Advances Given:

The Company, based on internal assessment which is driven by the historical experience/current facts available in relation to defaults and delays in collection thereof, the company is making provision on Loans & advances based on Expected Credit Loss(ECL) model. The reconciliation of ECL is as follows :-

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Opening Balance	0.00	12.45
Changes in Loss Allowance		
Loss Allowance for the year, based on ECL Model.	0.00	0.00
Write Off as Bad Debts	0.00	12.45
Closing Balance reproted under Note No.11	0.00	0.00

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 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.

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 2022

(₹ in Lakhs)

NON-DERIVATIVE FINANCIAL LIABILITIES	CONTRACTUAL CASH FLOWS		
	PAYABLE WITHIN ONE YEAR	PAYABLE AFTER ONE YEAR	TOTAL
Borrowings	17.14	38.55	55.68
Lease Liabilities	6.45	12.18	18.63
Trade Payables	531.65	0.00	531.65

As at 31st March 2021

(₹ in Lakhs)

NON-DERIVATIVE FINANCIAL LIABILITIES	CONTRACTUAL CASH FLOWS		
	PAYABLE WITHIN ONE YEAR	PAYABLE AFTER ONE YEAR	TOTAL
Borrowings	10.25	26.28	36.54
Trade Payables	572.75	0.00	572.75

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to non- derivative financial liabilities held for risk management purpose and which are not usually closed out before contractual maturity.

NOTE NO. 39
LEASES

A. Classification & Measurement

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

Where the Company is a Lessee

This note explains the impact of the Application of ind AS 116 Leases on the company's financial statements.

The company has determined the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain after making an assessment on the expected lease term on a lease-by-lease basis and thereby assessing whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Practical Expedients Applied

In applying Ind AS 116, the company has used the following practical expedients permitted by the standard:
1) accounting for operating leases with a remaining lease term of less than 12 months, as short-term leases
2) excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
3) using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.
4) applying a single discount rate to a portfolio of leases with reasonably similar characteristics

The lease liabilities recognised in the balance sheet as on 31st March 2022, is as follows:

(₹ in Lakhs)

PARTICULARS	AMOUNT
Lease Liability recognised under Ind AS 116 as on 1st February, 2022	19.69
Add: Interest Accrued for the Financial Year 2021-22	0.24
Less: Lease Payments Made	(1.30)
Lease Liability recognised in the Financial Statements as on 31st March 2022	18.63

Details with respect to Right-of-Use Assets :

(₹ in Lakhs)

PARTICULARS	CARRYING AMOUNT OF ASSET AS AT 1ST APRIL 2021	ADDITIONS DURING THE YEAR	DEPRECIATION	CARRYING AMOUNT OF ASSET AS AT 31ST MARCH 2022
Office Building	0.00	20.24	1.17	19.07

Other Transactions recorded in the Financial statements pertaining to Leases are as follows :-
i) Interest Expense on Lease liabilities amounts to Rs 0.24 Lakhs.
ii) The expense relating to payments not included in the measurement of the lease liability and recognised as expense in the Statement of Profit and Loss during the year amounted to Rs. 9.10 Lakhs.
iii) Total cash outflow for leases amounts to Rs 10.40 Lakhs during the year including cash outflow of short-term and low value leases.

NOTE NO. 40
ASSETS PLEDGED AS SECURITY

The carrying amounts of assets pledged as security for current and non-current borrowings are :

(₹ in Lakhs)

PARTICULARS	NOTES	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
CURRENT ASSETS			
Fixed Charge Asset			
Assets		0.00	0.00
Floating Charge (Primary Security)			
Trade Receivables	Note No . 8	429.65	453.57
Inventory	Note No . 7	294.58	264.59
Financial assets at fair value through profit/loss		0.00	0.00
Total current assets pledged as security		724.23	718.16
Non Current Assets pledged as security		0.00	0.00
Total assets pledged as security		724.23	718.16

NOTE NO. 41
EMPLOYEE BENEFIT EXPENSES

(a) Disclosures pursuant to Ind AS-19

i. Defined Contribution Plans

The Company makes contributions, determined as a specified percentage of employee salaries in respect of qualifying employees towards Provident Fund (PF) and Employee State Insurance Corporation (ESIC), which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

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

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Employer's Contribution to Provident Fund & ESIC	10.40	6.82

ii. Defined Benefit Plans.

The company's gratuity plan to provide post employment 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 :- **(₹ in Lakhs)**

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Present Value of Defined Benefit Obligation		
Wholly Funded	0.00	0.00
Wholly Unfunded	8.02	3.17
	8.02	3.17
Less: Fair Value of Plan Assets	0.00	0.00
Amounts recognised as Liability (See Note No.18 & Note No.23)	8.02	3.17

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

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Current Service Cost	3.68	3.01
Interest Cost	0.36	0.22
Past Service Cost	0.00	0.00
Expenses included in Employee Benefits (See Note No.28)	4.05	3.23

(c) The amounts recognised in Other Comprehensive Income are as Follows:-

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Actuarial (Gains) / Losses	(1.39)	(1.04)
Expenses included in Other Comprehensive Income (See Note No.34)	(1.39)	(1.04)

(d) The Reconciliation of Opening and Closing Balances of Defined Benefit Obligation is as Follows :- **(₹ in Lakhs)**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Opening Balance of present value of Defined Benefit Obligation	5.36	3.17
Add: Current Service Cost	3.68	3.01
Add: Interest Cost	0.36	0.22
Add: Past Service Cost	0.00	0.00
Add/(less): Actuarial Losses/(Gains)	(1.39)	(1.04)
	8.02	5.36
Less: Benefits Paid	0.00	0.00
	8.02	5.36

(e) Breakup of Other Comprehensive Income

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Actuarial losses / (gains) arising from change in financial assumptions	0.00	0.00
Actuarial losses / (gains) arising from change in Demographic assumptions	0.00	0.00
Actuarial losses / (gains) arising from change in experience adjustments	(1.39)	(1.04)
	(1.39)	(1.04)

(f) Actuarial Assumptions

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

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Discount Rate (per anum)	6.80%	6.80%
Salary Growth Rate (per anum)	7.00%	7.00%
Retirement Age	58 Years	58 Years
Attrition Rate		
Younger Ages	5%	5%
Older Ages	1%	1%

(g) Maturity profile of defined benefit obligation

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Within 1 Year	0.43	0.28
Year 1 to Year 2	0.26	0.17
Year 2 to Year 3	0.25	0.16
Year 4 to Year 5	0.24	0.29
Year 5 to Year 6	0.23	0.15
Year 6 to Year 10	5.72	3.91
After 10 Years	0.91	0.40

NOTE NO. 42
RELATED PARTY DISCLOSURES

a. Details of Related Parties

i) Key Managerial Personnel

NAME OF RELATED PARTY	RELATIONSHIP WITH THE COMPANY
Prakash M. Vichhivora	Managing Director
Hetal M. Vichhivora	Whole Time Director & CFO
Amit D. Rambhia	Non - Executive Director
Priyank Sangoi*	CS & Compliance Officer
Vishal Adhav**	CS & Compliance Officer

ii) List of Related Parties with whom transactions has taken place during the Reporting Period

NAME OF RELATED PARTY	RELATIONSHIP WITH THE COMPANY
Amit D. Rambhia	Non- Executive Director
Prakash M. Vichhivora	Managing Director
Hetal M. Vichhivora	Whole Time Director & CFO
Priyank Sangoi	CS & Compliance Officer
Vishal Adhav	CS & Compliance Officer
Panache Digilife Limited	Company having Common Director
Modera Freight Services Pvt Ltd	Company having Common Director
Modera Electronics	Firm in which Director is a Partner
Rambhia IPR Services LLP	Firm in which Director is a Partner

** Mr. Priyank Sangoi has resigned from the post of "Company Secretary & Compliance Officer" with effect from 26th June, 2021.*
*** Mr. Vishal Adhav has resigned from the post of "Company Secretary & Compliance Officer" with effect from 19th March, 2022.*

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:-

(₹ in Lakhs)

NAME OF THE PERSON / ENTITY	RELATION WITH THE COMPANY	NATURE OF TRANSACTION	GROSS VOLUME OF TRANSACTION IN FY 2021-22
Hetal M. Vichhivora	Whole Time Director & CFO	Remuneration	5.50
Prakash M. Vichhivora	Managing Director	Remuneration	5.50
Priyank Sangoi	CS & Compliance Officer	Short Term Employee Benefits	0.97
Vishal Adhav	CS & Compliance Officer	Short Term Employee Benefits	2.38
Panache Digilife Limited	Company having Common Director	Sales	8.19

(₹ in Lakhs)

NAME OF THE PERSON / ENTITY	RELATION WITH THE COMPANY	NATURE OF TRANSACTION	GROSS VOLUME OF TRANSACTION IN
Panache Digilife Limited	Company having Common Director	Sale of Fixed Asset	0.16
Panache Digilife Limited	Company having Common Director	Services Provided	5.28
Panache Digilife Limited	Company having Common Director	Services Availed	2.69
Panache Digilife Limited	Company having Common Director	Purchases	141.81
Panache Digilife Limited	Company having Common Director	PPE Purchased	0.36
Modera Electronics	Firm in which Director is a Partner	Services Provided	0.07
Modera Electronics	Firm in which Director is a Partner	Purchases	1.16
Modera Freight Services Pvt Ltd	Company having Common Director	Freight Charges	1.06
Modera Freight Services Pvt Ltd	Company having Common Director	Sales	0.43
Modera Freight Services Pvt Ltd	Company having Common Director	Sale of Fixed Asset	0.14

The above mentioned transactions with related parties are stated by excluding tax and carried out at arms length prices.

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

(₹ in Lakhs)

PARTICULARS	RELATION WITH THE COMPANY	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Amounts Receivable from Related Parties			
Receivables For Sales & Services Provided			
Panache Digilife Limited	Company having Common Director	7.76	-
Modera Electronics	Firm in which Director is a Partner	90.76	112.35
		98.52	112.35
Receivables from KMP's or their Relatives		-	-
		-	-
Total Receivables from Related Parties		98.52	112.35
Amounts Payable to Related Parties			
Payables for Purchases & Services Availed			
Panache Digilife Limited	Company having Common Director	266.94	219.35
Modera Electronics	Firm in which Director is a Partner	1.04	91.62
Modera Freight Services Pvt Ltd	Company having Common Director	0.26	-
ICT Infratech Services Pvt Ltd	Company having Common Director	28.65	28.65
Rambhia IPR Services LLP	Firm in which Director is a Partner	0.77	0.77
		297.67	340.40
Payables to KMP as Remuneration or Expenses			
Prakash M. Vichhivora	Managing Director	0.07	0.25
Hetal M. Vichhivora	Whole Time Director & CFO	0.61	0.10
Priyank Sangoi	CS & Compliance Officer	-	0.39
Vishal Adhav	CS & Compliance Officer	0.21	-
		0.89	0.74
Total Payables to Related Parties		298.56	341.14

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.

(₹ in Lakhs)

PARTICULARS	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
Financial Assets		
Measured at Amortised Cost		
Loans	292.33	330.06
Trade Receivables	429.65	453.57
Other Financial Assets	0.05	0.05
Cash & Cash Equivalents	0.73	0.46
Balances with Bank other than Cash & Cash Equivalents	0.81	0.81
Total financial Assets Measured at Amortised Cost (I)	723.57	784.96
Measured at Fair Value Through Other Comprehensive Income (FVTOCI):-		
Investment in Equity Shares	-	-
Total of Financial Assets Measured at FVTOCI (II)	-	-
Total Value of Financial Assets measured as per Ind AS 109 [(I)+(II)]	723.57	784.96
Financial Liabilities		
Measured at Amortised Cost		
Borrowings	252.12	238.14
Lease Liabilities	18.63	-
Trade Payables	531.65	572.75
Total of Financial Liabilities Measured at Amortised Cost	802.40	810.89
Total Value of Financial Liabilities measured as per Ind AS 109	802.40	810.89

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

(₹ in Lakhs)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2022	FOR THE YEAR ENDED 31ST MARCH 2021
Net gains/(losses) on financial assets and liabilities measured at amortised cost :-		
(i) Exchange Difference Gains/ Losses on revaluation or settlement of items denominated in Foreign Currency (Trade Receivables, Loans Given,etc.)	0.00	(1.22)
(ii) Interest Charges	(22.56)	(21.83)
(iii) Processing Charges on CC	(1.36)	(0.60)
(iv) Interest Income on Loans & Advances given	28.12	21.81
(v) Finance Charges Income (on Rent Deposit)	0.02	0.00
(vi) Finance Charges on Lease Liabilities	(0.24)	0.00
(vii) Provision for Expected Credit losses	(1.76)	(1.72)
(viii) Finance Charges (on Office Deposit)	(0.36)	0.00
Total	1.85	(3.56)
Net gains/(losses) on financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI) :-		
(i) Gains/(losses) on Fair Valuation of Equity Instruments	0.00	0.00
(ii) Net Tax on Equity Instruments	0.00	0.00
Total	0.00	0.00

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

AS AT 31ST MARCH 2022	CARRYING VALUE IN BOOKS	LEVEL OF INPUT USED FOR FAIR VALUATION		
		LEVEL 1	LEVEL 2	LEVEL 3
Financial Assets				
Investments	0.00	0.00	--	--

AS AT 31ST MARCH 2021	CARRYING VALUE IN BOOKS	LEVEL OF INPUT USED FOR FAIR VALUATION		
		LEVEL 1	LEVEL 2	LEVEL 3
Financial Assets				
Investments	0.00	0.00	--	--

NOTE NO. 44
DISCLOSURE UNDER SECTION 186 OF COMPANIES ACT

Particulars of Loans, Deposits and Guarantees as at the year end :

(₹ in Lakhs)

NAME OF THE ENTITY	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021	NATURE OF ASSISTANCE	PURPOSE FOR WHICH LOAN/ GUARANTEE IS PROPOSED TO BE UTILISED BY RECEIPIENT
Karrm Warehousing Private Limited	279.97	296.30	Inter Corporate Loan	Short Term Working Capital
Seemsan Pumps And Equipment Pvt Ltd	-	28.91	Inter Corporate Loan	Short Term Working Capital
Sure Horizon Softtech End2End Solution Pvt Ltd	1.88	1.88	Inter Corporate Loan	Short Term Working Capital
Greatmoon Trading Private Limited	1.18	1.18	Inter Corporate Loan	Short Term Working Capital

NOTE NO. 45
Disclosure where Loans or Advances in the nature of loans are granted to promoters, directors, KMP's and the related parties, either severally or jointly with any other person, that are :

a. repayable on demand; or
b. without specifying any terms or period of repayment.

Type of Borrower	Amount of Loans or advances in the nature of loan outstanding	Percentage to the Total loans and Advances in the nature of loans
Promoters	N.A.	N.A.
Directors	N.A.	N.A.
KMP's	N.A.	N.A.
Related Parties	N.A.	N.A.

NOTE NO. 46
Details of Benami Property held
No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions Act), 1988 (45 of 1988) and rules made thereunder.

NOTE NO. 47
Disclosure relating to company being declared as Wilful defaulter
The company has not been declared as wilful defaulter by any Banks or Financial Institution or other lender.

NOTE NO. 48

Transactions with Struck-off Companies

I. As at 31st March, 2022

Name of Struck off Company	Nature of transactions with Struck off company	Balance Outstanding	Relationship with the struck off company if any, to be disclosed
N.A.	Investment in Securities	NIL	N.A.
N.A.	Receivables	NIL	N.A.
N.A.	Payables	NIL	N.A.
N.A.	Shares held by Struck off Company	NIL	N.A.
N.A.	Other Outstanding balances (to be specified)	NIL	N.A.

I. As at 31st March, 2021

Name of Struck off Company	Nature of transactions with Struck off company	Balance Outstanding	Relationship with the struck off company if any, to be disclosed
N.A.	Investment in Securities	NIL	N.A.
N.A.	Receivables	NIL	N.A.
N.A.	Payables	NIL	N.A.
N.A.	Shares held by Struck off Company	NIL	N.A.
N.A.	Other Outstanding balances (to be specified)	NIL	N.A.

NOTE NO. 49

Disclosure relating to Registration of charge or Satisfaction with ROC beyond Statutory period

All the Charges (be it Fixed or Floating Charge created on the assets of the Company by way of Cash credit and Term loans) have been registered with ROC within statutory period.

NOTE NO. 50

Disclosure relating to complaince with number of layers of companies

The company has complied with the number of layers prescribed under clause (87) of section 2 of Companies Act, 2013.

NOTE NO. 51

Financial Ratios

The Financial ratios for the years ended March 31, 2022 and March 31, 2021 are as follows :

Sr No.	Particulars	Numerator	Denominator	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021	Variance (%)
1	Current Ratio	Current Assets	Current Liabilities	1.43	1.41	1.68%
2	Debt Equity Ratio	Total Debt (incl. Lease Liabilities)	Shareholder's Equity	0.15	0.08	-91.79%
3	Debt Service Coverage Ratio	Earnings available for Debt service	Debt Service (Interest)	1.36	0.50	-171.55%
4	Return on Equity	Net Profit after Taxes	Avg. Shareholder's Equity	0.32%	-3.02%	110.54%
5	Inventory Turnover Ratio	Revenue	Avg. Inventory	0.75	1.01	-25.41%
6	Trade Receivables Turnover Ratio	Revenue	Avg. Trade Receivables	1.28	1.25	2.00%
7	Trade Payables Turnover Ratio	Purchases of Goods and Other Expenses	Avg. Trade Payables	0.70	0.87	-19.53%
8	Net Capital Turnover Ratio	Revenue	Working Capital	3.46	4.25	-18.58%
9	Net Profit Ratio	Net Profit	Revenue	0.13%	-1.04%	112.22%
10	Return on Capital Employed	EBIT	Capital Employed	6.11%	2.26%	170.73%

Reasons for huge variance :

1 The Debt Equity Ratio has a huge variance on account of recognition of a Finacial Lease Liability due to which the Long term debt has increased significantly.

2 The Debt service coverage Ratio has improved as a result of positive earnings for the current Financial year to service the debt as compared to negative earnings in previous year.

3 The Return on Equity, Net profit and Return on Capital Employed Ratio has also improved on account of profits in the Current year, depiciting improvement in operations of the business as compared to preceding year.

NOTE NO. 52

Note on Undisclosed Income If any

The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Also none of the previously unrecorded income and related assets have been recorded in the books of account during the year.

NOTE NO. 53

Disclosure relating to Complaince with approved scheme of Arrangements

No Schemes of Arrangements have been approved by any Competent Authority in terms of section 230 to 237 of the Companies Act, 2013.

NOTE NO. 54

Disclosure relating to reporting under rule 11(e) of the companies (audit and auditors) rules, 2014 , as amended.

1 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

2 No funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

AS PER OUR REPORT OF EVEN DATE
FOR JAIN SALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
[ICAI FRNo. 116291W]

CA JAYESH K. SALIA
PARTNER
(MEM NO. 044039)

PLACE: MUMBAI
DATED: 30/05/2022
UDIN: 22044039AJXOBA5799

FOR AND ON BEHALF OF BOARD OF DIRECTORS
PANACHE INNOVATIONS LIMITED

MR. PRAKASH M. VICHHIVORA
MANAGING DIRECTOR
DINO:- 03123043

MR.HETAL M. VICHHIVORA
WHOLE TIME DIRECTOR & CFO
DINO:- 0003123060

MR. AMIT D. RAMBHIA
NON-EXECUTIVE DIRECTOR
DINO:- 00165919

PLACE: MUMBAI
DATED: 30/05/2022

NOTICE TO MEMBERS

Notice is hereby given that the 41st Annual General Meeting (AGM) of the Members of Panache Innovations Limited will be held on Wednesday, 28th September, 2022 at 03.00 p.m. Indian Standard Time ("IST") through **Video Conferencing / Other Audio-Video Means ("VC/OAVM")** to transact the following business;

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amit Devchand Rambhia (DIN 00165919), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditor-KPB & Associates in place of retiring Auditor-Jain Salia & Associates due to completion of their tenure.

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

"RESOLVED THAT pursuant to section 139,142 and any other applicable provisions of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provision of the companies Act 2013 and considering the approval of the board on recommendations made by the Audit Committee, consent of the shareholders be and is hereby accorded to appoint M/s KPB & Associates (FRN: 114841W), Chartered Accountants as the Statutory Auditor of the company in place of retiring Auditors M/s Jain Salia & associates on completion of their tenure.

FURTHER RESOLVED THAT M/s KPB & Associates (FRN: 114841W), Chartered Accountants, be and is hereby appointed as Statutory Auditor of the company for a period of 5 years who shall hold the office as Statutory Auditor of the Company from the conclusion of this 41st AGM till the conclusion of 46th AGM at a remuneration of 1,25,000 p.a. and other out of pocket expense as may be decided by the board.

FURTHER RESOLVED THAT the Board may every year review the annual fee payable to the Statutory Auditors within the overall limit set in the shareholders resolution and in consultation with the Audit Committee.

FURTHER RESOLVED THAT any of the Board of Directors and/or the Company Secretary of the Company, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

Special Business:

4. APPROVAL OF NAME CHANGE OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of section 4, section 5, section 13 and section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approval of the Central Registration Centre, Registrar of Companies and/ or any other statutory authority ("the Authority") as may be necessary, approval of the members of the Company be and is hereby accorded for change of name of the Company from Panache Innovations Limited to "Panabyte Technologies Limited" or such other name as may be approved by the Authority.

RESOLVED FURTHER THAT subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the name clause being clause in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

The Name of the Company is "Panabyte Technologies Limited".

RESOLVED FURTHER THAT upon issuance of fresh certificate of incorporation by the Authority consequent upon change of name of the Company, the old name "Panache Innovations Limited" wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name as "Panabyte Technologies Limited" or such other name as may be approved by the Authority,

RESOLVED FURTHER THAT any of the Director of the Company and/or the Company secretary of the Company be and is hereby severally and/ or jointly authorized to do all such acts , things and deeds as may be required in order to the effective execution of the said resolution including but not limited to file necessary e-forms under their digital signature with Registrar of Companies or such other Regulatory Authorities.**"**

5. CONTINUATION OF INDEPENDENT DIRECTOR-TEJASWINI MORE

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 ,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), applicable Regulation, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')(including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendations of the Nomination and Remuneration Committee, and that of the Board, Mrs. Tejaswini Chandrashekhar More (holding DIN: 00324922), who was appointed as an additional Independent Director of the Company by the Board of Directors w.e.f. 18th January, 2022, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold the office for a period of 5 years from the original date of appointment i.e. 18th January, 2022 to 17th January, 2027.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company for the time being, be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose for giving effect to this resolution.**"**

By order of the Board of Directors of
Panache Innovations Limited

Date: 22/08/2022
Place: Mumbai

Saloni Hurkat
CS & Compliance Officer
Membership No. A67713

NOTES:

1. **Annual General Meeting through Video Conferencing facility or Other Audio-Visual Means:** In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 02/2022 dated 5th May, 2022, General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated 13th May, 2022, circular dated 15th January, 2021 and circular dated 12th May, 2020 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("the Meeting / AGM") through Video Conferencing facility or Other Audio-Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the Meeting of the Company is being convened and conducted through VC / OAVM.

2. **Proxies, Attendance Slip & route map of the AGM venue:** Pursuant to MCA Circulars and SEBI Circulars, since the AGM will be held through VC/ OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice.

3. **Quorum:** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. **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 forms part of the Notice.

5. 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.

6. The Board of Directors have considered and decided to include the resolution no.4 & 5 given above as Special Business in the forthcoming AGM.

7. **Cut-off Date for Dispatch:** Members of the Company, holding shares either in dematerialised form or physical form, as on Friday 26th August, 2022 (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2021-22, through their registered mail id. Any person, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. Wednesday, 21st September, 2022 , may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Niche Technologies Private Limited at email nichetechpl@nichetechpl.com or to Central Depository Services (India) Limited at email helpdesk.evoting@cdslindia.com.

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 Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022 (both days inclusive) for the purpose of 41st AGM.

9. **Communication:** Notice of the AGM and the Annual Report for the Financial Year 2021-22 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or Company's Registrar and Share Transfer Agents. Any member, who has not registered his Email id, may register his / her Email ID with Registrar and Share Transfer Agents and may also request for a copy of Annual Report electronically. Annual Report for 2021-22 along with Notice of the AGM is available at the website of the Company at www.panachemodera.com and website of the Stock Exchange i.e. BSE Limited of India at www.bseindia.com.

10. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. Non-Resident Indian Members are requested to inform the R&TA immediately about the change in residential status on their return to India, if any.

12. **Dematerialisation:** SEBI vide its notification dated 8th June 2018 as amended on 30th November 2018, has stipulated that w.e.f. 1st April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.

13. **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 Niche Technologies Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata WB 700017. 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.

14. **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 there under, 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), Niche Technologies 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.

15. 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. Wednesday, 21st September, 2022.

16. Any person who is not a Member as on the cut-off date i.e Wednesday, 21st September, 2022, should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. Wednesday, 21st September, 2022, may obtain the login ID and password by sending a request to RTA, Niche Technologies Private Limited. However, if he/she is already registered with RTA for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

17. Members seeking any information with regard to the Accounts, operations, etc are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

18. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by submitting duly filled and signed form ISR-4

19. **Go Green Initiative:** Members holding Shares in physical form are requested to register their email IDs with the Company's RTA i.e. Niche Technologies 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.

20. Mr. Dharmesh Zaveri, proprietor of M/s. D. M. Zaveri & Co., Company Secretaries (FCS No. 5418 CP. No. 4363) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.

21. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

22. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.panachemodera.com and shall also be forwarded to BSE Limited (BSE).

23. **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 RTA, Niche Technologies Private Limited.

24. **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. Niche Technologies Private Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

25. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to compliance@panachemodera.com from their registered e-mail address.

26. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact at toll free no.1800225533.
    All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800225533.

CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 21/2021 dated 14th December, 2021,Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated 5th May, 2022. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January13, 2021 the Company is providing facility of remote evoting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.panachemodera.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 Circular No. 20/2020 dated May 05, 2020, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No.02/2022 dated May 05, 2022.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020, circular no. 02/2021 dated January 13, 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2021, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA, circular no.02/2022 dated 05th May, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING AT AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The e-voting period commences on Sunday, 25th September, 2022 (9.00 a.m.) to Tuesday, 27th September, 2022 (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 Wednesday, 21st September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode **CDSL/NSDL** is given below:

Type shareholders	**Login Method**
Individual Share-holders holding securities in	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.

Demat mode with **CDSL**	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Panache Innovations Limited on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians for Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@panachemodera.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@panachemodera.com. The shareholders who do not wish to speak during the AGM but

have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@panachemodera.com. These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION NO. 3 TO 5

Item:3

M/s Jain Salia & Associates, Chartered Accountants, is liable to retire from the post of Statutory Auditor of the company on completion of their tenure. Hence, for the audit of the accounts of the company from the conclusion of the ensuing AGM i.e. from the conclusion of this 41st AGM till the conclusion of 46th AGM, the Board on the recommendation of the Audit Committee proposed the name of M/s KPB & Associates , Chartered Accountants, having [FRN: 114841W] to be appointed as Statutory Auditor pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 for a period of 5 years who shall hold the office of the company from the conclusion of this 41st AGM till the conclusion of 46th AGM at a proposed annual remuneration of Rs 1,25,000 for the statutory audit and limited review of the Company (excluding out of pocket expenses and statutory levies).

The fees proposed to be paid will be decided by the Board of Directors every year during the five-year tenure. For the financial year 2022-2023, it is proposed to pay a remuneration of Rs.1,25,000 for the statutory audit and limited review of the Company (excluding out of pocket expenses and statutory levies). The remuneration proposed is not materially higher than that paid to the outgoing auditor.

The Audit Committee while recommending M/s KPB & Associates, Chartered Accountants for appointment by the Board also considered various parameters like relevant audit experience, clientele served, technical knowledge etc., and found M/s KPB & Associates , Chartered Accountants to be suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The Board recommends that the Ordinary Resolution set out at Item No.3 in this Notice be passed as a Ordinary Resolution by the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

Item:4

The Members may note that the Board of Directors of the Company in their meeting held on 22nd August, 2022 decided to change the name of the Company from “Panache Innovations Limited” to “Panabyte Technologies Limited” and also approved consequent change in Memorandum of Association and Articles of Association of the Company subject to receipt of approval from shareholders.

The Company had made an application for availability and reservation of name change to the Central Registration Centre (CRC) of Ministry of Corporate Affairs (MCA). The desired name “Panabyte Technologies Limited” is made available by them, vide letter dated 13th August, 2022 to the Company.

Consequent upon change of name of the Company, the name “Panache Innovations Limited” as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company, documents, letterhead, Invoices and places would have to be substituted with the new name i.e. “Panabyte Technologies Limited”.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution.

It may be further noted that the said change in the name of the Company will be effective upon receipt of Fresh Certificate of Incorporation in the new name of the Company i.e. "Panabyte Technologies Limited".

It is proposed to authorise the Board of Directors and or Officers of the Company authorised by the Board of Directors to complete all the regulatory formalities as prescribed by Securities and Exchange Board of India (SEBI), or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

The Board recommends, in the best interest of the Company, that the Special Resolution set out at Item No. 4 in this Notice be passed as a Special Resolution by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any

Item:5

Continuation of Mrs. Tejaswini Chandrashekhar More (holding DIN: 00324922), as an independent director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors on 18th of January, 2022 passed a circular resolution , subject to the approval of the members of the Company had appointed Ms. Tejaswini More (DIN 00324922) as an Additional Independent Director of the Company via circular resolution passed on 18th January, 2022, for a term of 5 consecutive years to hold office from 18th January, 2022 till 17th January, 2027, not liable to retire by rotation.

Mrs. Tejaswini More is a practicing Chartered Accountant having experience of 29 years in the field of accounts, Taxation, Income tax, GST and financial Advisory.

The NRC has considered leadership capabilities, risk management, experience and the skills required for this role. The NRC and the Board of Directors are of the view that Mrs. Tejaswini More possess the requisite skills and has vast experience which will be of great advantage for guiding the Company in its operations. Hence, it is in the best interest of the Company to appoint her as an Independent Director of the Company.

The Company has received from Mrs. Tejaswini More consent to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; confirmation in form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act for being appointed as Director; confirmation that she meets the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder, declaration under Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 as regards registration with the Independent Directors databank maintained by the Indian Institute of Corporate Affairs, Ministry of Corporate Affairs, Government of India along with the other disclosures.

In the opinion of the Board, Mrs. Tejaswini More fulfills the conditions specified in the Companies Act, 2013, rules made thereunder for appointment as Independent Director of the Company and is independent of the management of the Company

The Board recommends this resolution for approval by the Members of the Company as special resolution.

Except Ms. Tejaswini More none of the Directors, Key Managerial Personnel and their relatives are interested in the aforesaid resolution.

By order of the Board of Directors of
Panache Innovations Limited

Saloni Hurkat
CS & Compliance Officer
Membership No.
A67713

Date: 22/08/2022
Place: Mumbai

ANNEXURE A TO 41ST AGM NOTICE

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

Name of the Director	Mr. Amit Rambhia	Mrs. Tejaswini More
Father's Name	Mr. Devchand Lalji Rambhia	Late Mr. Ankola Dattatray Balkrishna Shetty
DIN	00165919	00324922
Nationality	Indian	Indian
Resignation (from listed Companies in last three years)	NA	NA
Date of Birth	23/09/1974	12/08/1966
Age	48	56
Educational Qualification	Bachelor's degree from Mumbai University; MBA from IIM Indore.	Chartered Accountant
Experience / Expertise	Amit Rambhia with 20 years of experience is an innovative and self-driven man. He always had a passion for technology. He offers rich and varied exposure of 20+ years to the entire spectrum of Business activities. Mr. Amit Rambhia has been recognised amongst The Most Influential Marketing Leader by the World Marketing Congress.	Practicing Chartered Accountant having experience of 29 years in the field of accounts, Taxation, Income tax, GST and financial Advisory.
Nature of his expertise in specific functional area	Management & overall business execution	Sole proprietory - Tejaswini Shetty & Co., Chartered Accountants
Terms and conditions of appointment or re-appointment or re-designation	Mr. Amit Rambhia is appointed as Chairman & Non-Executive Director of the company w.e.f. 30th May, 2019. His appointment is due for retirement by rotation and being eligible has offered for re-appointment and accordingly proposed to shareholders approval for reappointment.	Appointed as an Independent Director for a term of 5 years i.e. till 17th January, 2027, not liable to retire by rotation

Last drawn remuneration	Nil	Rs. 10,000 (sitting fees)
Date of 1st Appointment on the Board	02/02/2016	18/01/2021
Number of Meetings of the Board attended during the year 2021-22	5	1
No. of share held as on date	4,25,100 shares	Nil
Relationship with other directors, manager & KMP	Nil	Nil
Other Directorships	Panache Digilife Limited – Managing Director ICT Infratech Services Private Limited- Director	Nil
Committee Memberships in other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Panache Digilife Limited: Audit Committee (Member)	Panache Digilife Limited: Audit Committee (Member)

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Panache Innovations Limited

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