

PANACHE INNOVATIONS LIMITED

(Formerly known as Ruby Traders & exporters Limited)

Reg. Off.: 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata – 700055, West Bengal
 Corporate Off.: Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai – 400086, Maharashtra, India
 Tel: +91-9833995555; Email: compliance@panache.co.in; Website: www.panache.co.in
 CIN: L51100WB1981PLC033779

(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 19-09-2017)

Name of Sole/First named Member	
Registered Address of Sole/First named Member	
Joint Holders Name (If any)	
Folio No. / DP ID & Client ID	
No. of Equity Shares Held	

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday, 19th September, 2017 at 02.00 P.M. at 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata - 700055 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
170818048		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
16 th September, 2017 at 9.00 A.M. (IST)	18 th September, 2017 at 5.00 P.M.(IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

**By Order of the Board of Directors of
Panache Innovations Limited**

**Place: Mumbai
Date: 18th August, 2017**

**Vijay Patil
CS & Compliance Officer**

Encl.: AGM Notice, Attendance Slip and Proxy Form.

NOTICE TO MEMBERS

Notice is hereby given that the 36th Annual General Meeting (AGM) of the Members of Panache Innovations Limited will be held on Tuesday 19th September, 2017 at 2.00 p.m. at 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata – 700055, West Bengal to transact the following business;

Ordinary Business:

1. To receive, consider and adopt –
 - a. The Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017, and the report of the Board of Directors and Auditors thereon.
 - b. The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017, and the report of the Auditors thereon.
2. To declare dividend of ₹ 0.50 per Equity Share of Face Value of ₹ 10/- each for the Financial Year ended 31st March 2017.

“RESOLVED THAT a dividend at ₹ 0.50/- per equity share of Face Value Rs. 10/- each on 30,39,900 Equity Shares as recommended by Board of Directors be and hereby declared (Excluding the Equity Share upon which the members have waived/forgone his/their right to receive the dividend by him/them for financial year 2016-17) for payment to those holders of Equity Shares whose names appear in the Register of Shareholders of the Company as on 12th September, 2017”

3. To appoint a Director in place of Mr. Jayachandran Sunderamoorthy, Whole Time Director, (DIN 07706021), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution;

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of the Audit Committee and Board of Directors, M/s. Jain Salia & Associates, Chartered Accountants, Mumbai (Firm’s Registration No. 116291W), be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the 41st AGM to be held in 2022, subject to ratification of their appointment at every AGM, if so required under the Act, at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors upon recommendation of the Audit Committee.”

Special Business:

5. **Alteration of Articles of the Company**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution;

RESOLVED THAT in accordance with the provisions of applicable law, including Section 14 of the Companies Act, 2013 and the rules made thereunder and amended from time to time, consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company as follows;

a. Insertion of following Clause in Articles of Association of the Company after Clause 196 as Clause 196A;

Sr. No.	Particulars	
196A	Notwithstanding anything contained in this Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, his/ their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/their right to receive the dividend (interim or final) by him/ them under this Article.	Open to Members to waive/forego his/her right to receive the Dividend.

b. Replacing the existing Clause 197 with the following Clause;

Sr. No.	Particulars	
197	The Company in General Meeting may declare dividends to be paid to the Members other than the Members who have waived/forgone their right of receiving any Dividend (including any interim dividend), declared/to be declared by the Company for Financial Year, in accordance with Rules framed by the Board and amended from time to time, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The Company in General Meeting may declare Dividends.

c. Replacing the existing Clause 199 with the following Clause;

Sr. No.	Particulars	
199	Subject to the provisions of the Act, the Directors may, from time to time, pay to the Members other than the Members who have waived/foregone their right of receiving any dividend declared/to be declared by the Company for any financial year, in accordance with Rules framed by the Board and amended from time to time, such interim dividends as in their judgment the position of the Company justifies.	Interim Dividend

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for authorising Board of Directors for framing Rules for equity members who want to waive/forgo the right to receive dividend in respect any financial year and amend the same from time-to-time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors, Company Secretary & Compliance Officer and CFO of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, including filing of necessary forms with the Registrar of Companies, as may be required in relation to such amendments and to comply with all other requirements in this regard.”

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

**Date: 18/08/2017
Place: Mumbai**

**Amit Devchand Rambhia
Chairman & Managing Director
DIN: 00165919**

*The actual equity dividend to be declared by the members at the 36th Annual General Meeting will be for only equity shares other than the equity shares in respect of which the equity shareholder(s) has / have waived / forgone his / their right to receive the dividend for the financial year ended 31st March, 2017.

Notes:

- 1. The relevant Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.**
- 2. PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not later than Forty Eight (48) hours before the Meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- 3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.**
- 4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at meeting.**
- 5. Share Transfer Books of the Company will remain closed from 13th September, 2017 to 19th September, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 19th September, 2017.**
- 6. Cut-off Date for Despatch:** Members of the Company, holding shares either in dematerialised form or physical form, as on 11th August 2017 (cut-off for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2016-17, physically or through their registered mail id.

7. **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 etc. to Niche Technologies Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at D-511, Bagree Market, 71 B.R.B. Basu Road, Kolkata-700001. 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 etc. to their respective Depository Participants, any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
8. **Nomination Facility:** Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), 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.
9. **Dividend:** Subject to the provisions of Section 123 to Section 127 of the Companies Act, 2013, Dividend on Equity Shares for the year ended 31st March, 2017 as recommended by the Board (Excluding the shares upon which the members have waived/forgone his/their right to receive the dividend by him/them for financial year 2016-17), if sanctioned at the AGM, will be paid within a period of 30 days from the date of declaration to those Members who have not waived their right to receive the dividend for the Financial year 2016-17-
 - a. to those Members, holding Equity Shares in physical form, whose names appear on the Company's Register of Members, at the close of business hours on Tuesday, 12th September, 2017 after giving effect to all valid transfers in physical form lodged on or before Tuesday, 12th September, 2017 with the Company and/or its Registrar and Share Transfer Agents; and
 - b. in respect of Shares held in electronic form, to all beneficial owners as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose, as on Tuesday, 12th September, 2017.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for electronic credit / dispatch of dividend. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

10. **Go Green Initiative:** Members holding Shares in physical form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents (RTA) i.e. 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. Members are requested to carry their copies of the Annual Report along with attendance slip to the Meeting.
11. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Niche Technologies Private Limited.
12. **Inspection by Members:** All Statutory Registers and relevant documents referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company on all working days, except

Saturdays, Sundays and public holidays, during the business hours up to the date of the Annual General Meeting.

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

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

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

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

- 14. Voting at the AGM:** In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their votes electronically through electronic means. The e-voting service facility will be provided by Central Depository Services (India) Limited (CDSL).

The process and manner for remote e-voting are as under:

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited.

The facility for voting through poll paper shall be made available at the AGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through poll paper.

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

The instructions for Members voting electronically are as under:

- (i) The e-voting period commences on Saturday, 16th September, 2017 (9.00 am) to Monday, 18th September, 2017 (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 12th September, 2017, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

(iii)Click on “Shareholders” tab.

(iv)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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

(v)Next enter the Image Verification as displayed and Click on Login.

(vi)If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii)If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">•Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.•In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number(DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">•Please Enter the DOB or Bank Account Number in order to Login.•If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii)After entering these details appropriately, click on “SUBMIT” tab.

(ix)Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi)Click on the EVSN for the relevant Company Name i.e. PANACHE INNOVATIONS LIMITED on which you choose to vote.

(xii)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.

(xiii)Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv)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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at payaltachakandassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 18th September, 2017, upto 5:00 pm without which the vote shall not be treated as valid.
- The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.panache.co.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange.
15. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. Tuesday 12th September, 2017, may write to Registrar & Share Transfer Agent of the Company, Niche Technologies Private Limited, or send an e-mail at helpdesk.evoting@cdslindia.com.
 16. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday 12th September, 2017.
 17. The Company has appointed Payal Tachak and Associates, Practising Company Secretary, as the Scrutinizer who will conduct the remote evoting process of the AGM in a fair and transparent manner.
 18. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes and submit report of voting, of the total votes casted in favour or against, if any, to the Chairman of the meeting or a person as may be authorised by him shall declare the results of the voting forthwith and all the resolutions as mentioned in the notice of this AGM shall be deemed to be passed on the date of the meeting.

- 19.** The results declared along with the scrutiniser's report shall also be placed on the website of the Company i.e. www.panache.co.in and communicated to BSE Limited where the shares of the Company are listed.
- 20.** The Route Map of venue of the Annual General Meeting is enclosed.
- 21.** 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 and Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided below as Annexure A and forming part of the Notice.

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

Item No. 5:

Your Directors propose to alter the Articles of Association (AOA) of your Company to enable the Members of the Company including Promoters & Promoters Group, who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend, interim or final, by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company or Members of the Company.

In this regard, the Board of Directors shall be authorised to formulate necessary rules and amend the same from time-to-time.

Now, approval of the members is required by way of Special Resolution for Alteration of Associations of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution at point 5, except to the extent of their shareholding in the Company, if any.

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

Date: 18/08/2017

Place: Mumbai

Amit Devchand Rambhia
Chairman & Managing Director
DIN: 00165919

“Annexure A”

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. Jayachandran Sunderamoorthy
Father’s Name	Mr. Sunderamoorthy
DIN	07706021
Date of Birth	14/01/1956
Age	61
Educational Qualification	Bachelors in Commerce and Graduate Diploma in Materials Management (GDMM) from Indian Institute of Materials Management (IIMM)
Experience / Expertise	Mr. Jayachandran Sunderamoorthy is competent & versatile Management Professional offering rich and varied exposure of 35+ years to the entire spectrum of Business activities.
Nature of his expertise in specific functional area	Materials Management
Terms and conditions of appointment or re-appointment	a. He Shall be liable to retire by rotation. b. He shall be eligible to a gross remuneration of Rs. 32,00,000/- annually. c. He shall cease to be director on cessation of his employment with the company.
Last drawn remuneration	Rs. 5,79,705/-
Date of 1st Appointment on the Board	14/01/2017
Number of Meetings of the Board attended during the year 2016-17	3 (Includes Circular Resolution)
No. of share held as on date	NIL
Relationship with other directors, manager & KMP	NIL
Directorships in listed entities	Panache Innovations Limited
Committee Memberships in listed entities	Panache Innovations Limited Nomination and Remuneration Committee- Member

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 Tel: +91-9833995555; Email: compliance@panache.co.in; Website: www.panache.co.in
 CIN: L51100WB1981PLC033779

Form MGT-11 - Proxy Form

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

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

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

1. Name: _____ E-Mail ID: _____
 Address: _____ Signature: _____, or failing him/her
2. Name: _____ E-Mail ID: _____
 Address: _____ Signature: _____, or failing him/her
3. Name: _____ E-Mail ID: _____
 Address: _____ Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on the Tuesday, 19th September, 2017 at 02:00 P.M. at 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata- 700055, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolu-tion No.	Particulars	For	Against
Ordinary Business:			
1	Consider and adopt: a) the audited Standalone Financial Statement of the Company for the year ended March 31, 2017 and the report of the Board of Directors and Auditors thereon. b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.		
2	Declare dividend on Equity Shares for the financial year ended 31 st March 2017		
3	Appoint a Director in place of Mr. Jayachandran Sunderamoorthy, Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment		
4	Re-appointment of M/s. Jain Salia & Associates, Chartered Accountants, Statutory Auditor of the Company		
Special Business:			
5	Alteration in Articles of Company		

*Applicable for investors holding shares in electronic form.

**This is Optional

Signed this _____ day of _____, 2017

Signature of Member

Signature of Proxy Holder

Please Affix
Revenue
Stamp

Notes:

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- ii. A Proxy need not be a member of the Company.
- iii. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iv. *It is optional to indicate your preference. If you leave the 'For' or 'Against' blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.



PANACHE INNOVATIONS LIMITED
(Formerly known as Ruby Traders & Exporters Limited)

Reg. Off.: 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata – 700055, West Bengal.
Corporate Off.: Unit No. 201/B1, Raheja Plaza-1, L.B.S. Marg, Ghatkopar West, Mumbai – 400086, Maharashtra, India
Tel: +91-9833995555; Email: compliance@panache.co.in; Website: www.panache.co.in
CIN: L51100WB1981PLC033779

Attendance Slip

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

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

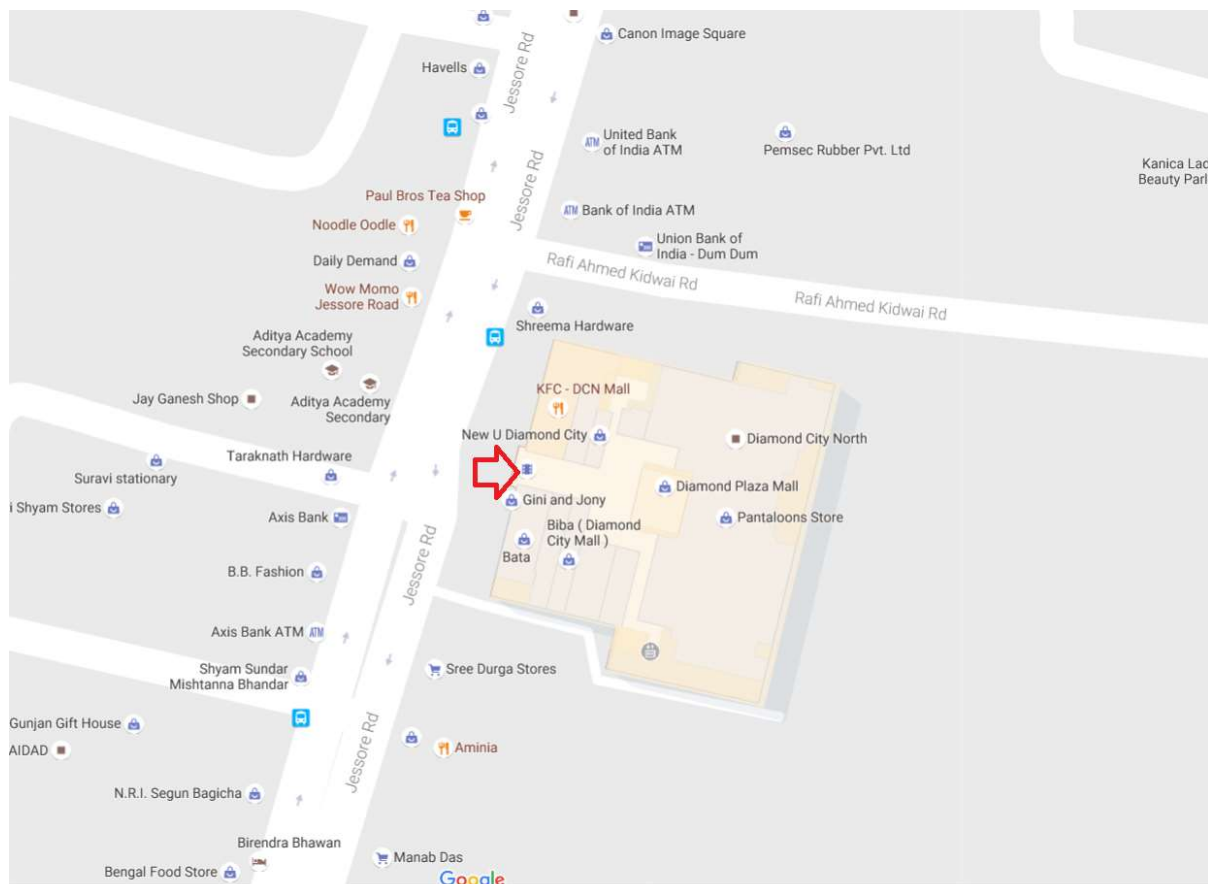
Name of the Member:	
Address of the Member:	
DP Id*	Folio No.
Client Id*	No. of Shares

I hereby record my presence at the 36th ANNUAL GENERAL MEETING of the Company held on Tuesday, 19th September, 2017 at 02:00 P.M. at 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata – 700055, West Bengal.

Signature of member/Proxy holder(s)

***Applicable for investors holding shares in electronic form.**

Route Map for the Venue of 36th Annual General Meeting of Panache Innovations Limited to be held on Tuesday, 19th September, 2017 at 2.00 P.M. at 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata – 700055, West Bengal;



Diamond City Complex