

NIKIT DEVCHAND RAMBHIA

Date: 20 August 2024

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended ("SEBI TAKEOVER REGULATIONS").

Dear Sir,

With reference to the captioned subject, please find enclosed disclosure under Regulation 29(2) of the SEBI Takeover Regulations, made pursuant to allotment of 7,86,000 warrants on preferential basis, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company having face value of ₹10 (Ten) ("Equity Share") each ("Warrants") at an issue price [including the warrant subscription price at the rate of ₹20.25 per warrant ("Warrant Subscription Price") and the warrant exercise price at the rate of ₹60.75 per warrant ("Warrant Exercise Price")] of ₹81 ("Warrant Issue Price") aggregating to ₹6,36,66,000 (Six Crore Thirty Six Lakhs Sixty Six Thousand) to the promoters of the Company listed below ("Warrant Holder(s)" / "Allottee(s)") by the Board of Directors of Panache Digilife Limited on 17th August 2024.

Sr No.	Name of the Warrants Allottee(s)	Category	No. of Warrants allotted	Warrant Subscription Amount (in ₹)
1.	Amit D Rambhia	Promoter	3,93,000	79,58,250
2.	Nikit D Rambhia	Promoter	3,93,000	79,58,250
TOTAL			7,86,000	1,59,16,500

Kindly take the above disclosure on your records and acknowledge the same.

Thanking You,
Yours' Sincerely,

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Nikit D Rambhia along with Promoters/ Promoter Group

Encl: Disclosures under Regulation 29(2) of the SEBI Takeover Regulations.

Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers)			
Part-A - Details of the Acquisition			
Name of the Target Company (TC)	Panache Digilife Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Amit D Rambhia Nikit D Rambhia Devchand Lalji Rambhia Devchand Lalji Rambhia (HUF) Jaya D Rambhia Kavita N Rambhia Deepa Amit Rambhia		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t.total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights			
Amit D Rambhia	28,00,000	23.3333	23.3333
Nikit D Rambhia	28,00,000	23.3333	23.3333
Devchand Lalji Rambhia	22,58,360	18.8197	18.8197
Devchand Lalji Rambhia (HUF)	280	0.0023	0.0023
Jaya D Rambhia	280	0.0023	0.0023
Kavita N Rambhia	140	0.0012	0.0012
Deepa Amit Rambhia	140	0.0012	0.0012
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	0.0000	0.0000
c) Voting rights (VR) otherwise than by shares	-	0.0000	0.0000
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	0.0000	0.0000
e) Total (a+b+c)	78,59,200	65.4933	65.4933
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold (Gross)	-	0.0000	0.0000
b) VRs acquired /sold otherwise than by shares	-	0.0000	0.0000
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
Amit D Rambhia # / ##	3,93,000	0.0000	2.4541
Nikit D Rambhia # / ##	3,93,000	0.0000	2.4541
d) Shares encumbered / invoked/released by the acquirer	-	0.0000	0.0000
e) Total (a+b+c/-d)	7,86,000	0.0000	4.9082

After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
Amit D Rambhia ###	28,00,000	18.3872	19.9388
Nikit D Rambhia ###	28,00,000	18.3872	19.9388
Devchand Lalji Rambhia	22,58,360	14.8303	14.1024
Devchand Lalji Rambhia (HUF)	280	0.0018	0.0017
Jaya D Rambhia	280	0.0018	0.0017
Kavita N Rambhia	140	0.0009	0.0009
Deepa Amit Rambhia	140	0.0009	0.0009
b) Shares encumbered with the acquirer	-	0.0000	0.0000
c) VRs otherwise than by shares	-	0.0000	0.0000
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
Amit D Rambhia ###	3,93,000	0.0000	2.4541
Nikit D Rambhia ###	3,93,000	0.0000	2.4541
e) Total (a+b+c+d)	86,45,200	51.6102	53.9853
Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance etc).	Preferential allotment of warrants		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Convertible warrants on preferential basis, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company having face value of ₹10 (Ten) ("Equity Share") each ("Warrants") at an issue price [including the warrant subscription price at the rate of ₹20.25 per warrant ("Warrant Subscription Price") and the warrant exercise price at the rate of ₹60.75 per warrant ("Warrant Exercise Price")] of ₹81 ("Warrant Issue Price")		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	17-08-2024		
Equity share capital / total voting capital of the TC before the said acquisition / sale	₹12,00,00,000 consisting of 1,20,00,00 Equity Shares of ₹10 each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	₹15,22,80,000 consisting of 1,52,28,000 Equity Shares of ₹10 each \$		
Total diluted share/voting capital of the TC after the said acquisition	₹16,01,40,000 consisting of 1,60,14,000 Equity Shares of ₹10 each		

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Warrants subscribed does not carry voting rights unless the said warrants are converted / exchanges into / with the equity share of the target company

assuming that all the warrants (i.e. 7,86,000) allotted by the target company are converted / exchanges into / with the equity share of the target company

This is calculated after considering the 32,28,000 equity shares allotted to the member of public category on preferential basis and the equity shares that will be allotted on conversion / exchange of warrants on above assumption

\$ target Company has simultaneously allotted 32,28,000 equity shares on 17 August 2024

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Signature of the acquirer

Place: Mumbai

Date: 20/08/2024