

February 12, 2026

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

**Subject: Outcome of Board Meeting held on February 12, 2026**

**NSE Symbol: PANACHE**

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Dear Sir / Madam,

We wish to inform you that pursuant to Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Board of Directors of Panache Digilife Limited ('the Company") at its meeting held today i.e., Thursday, February 12, 2026 has inter-alia considered, approved and taken on record the following:

1. Issuance of upto **6,07,348 (Six Lakhs Seven Thousand Three-hundred and Forty-eight)** warrants each convertible into, or exchangeable for, one equity share having face value of **₹10 (Ten)** each within the period of 18 (eighteen months) ("Warrants") at a price of **₹355** (Three Hundred Fifty-five Rupees) each (including the warrant subscription price and the warrant exercise price) aggregating upto **₹21,56,08,540 (Rupees Twenty-one Crore Fifty-six Lakhs Eight Thousand Five Hundred and Forty)** to the members of Non-promoter of the Company (as listed in **Schedule – A** herein) ("Proposed Warrant Allottee" or "Warrant Holder") by way of preferential issue in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended ("Rules"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 ("SEBI ICDR Regulations"), as amended, and subject to necessary approval of the members of the Company and other regulatory authorities including NSE Limited, Reserve Bank of India, as maybe applicable. Upon issuance of Warrants an amount of **₹88.75** (Eighty-Eight Rupees and Seventy-five paise) for each Warrant shall be payable by the Warrant holders at the time of subscription and allotment of each Warrant ("Warrant Subscription Price") and the balance **₹266.25** (Two Hundred Sixty-six Rupees and Twenty-five paise) for each Warrant shall be payable by the Warrant holder on the exercise of the Warrants ("Warrant Exercise Price").

The details required to be disclosed pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-  
CFD-POD2/I/3762/2026 dated January 30, 2026 is disclosed in **Annexure – I**.

The meeting of the Board of Directors of the Company commenced at 11:00 a.m. and concluded  
at 4.30 p.m.

Kindly take the same on your records.

Thanking you,  
Yours faithfully,

**For Panache Digilife Limited**

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**Harshil Chheda**  
**Company Secretary & Compliance Officer**

**Encl.: As above**

**Annexure – I**
**Disclosure of information pursuant to SEBI Master Circular:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Information</b>
a.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Convertible Warrants into Equity Shares
b.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment / issue in terms of SEBI ICDR Regulations and other applicable law.
c.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issuance of: upto <b>6,07,348 (Six Lakhs Seven Thousand Three-hundred and Forty-eight)</b> warrants at a price of <b>₹355 (Three Hundred Fifty-five Rupees)</b> each (including the warrant subscription price and the warrant exercise price) aggregating upto <b>₹21,56,08,540 (Rupees Twenty-one Crore Fifty-six Lakhs Eight Thousand Five Hundred and Forty)</b>
d.	In case of preferential issue the listed entity shall disclose the following additional details to stock exchange(s):	
	Names of the investors;	As mentioned in <b>Schedule – A</b>
	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Please refer <b>Schedule – B</b>  <b>Issue price: ₹355 (Three Hundred Fifty-five Rupees)</b> each Warrant (including the Warrant Subscription Price and the Warrant Exercise Price). The issue price at which the Warrants shall be issued is not lower than the floor price calculated in accordance with Regulation 164 of the SEBI ICDR Regulations.
	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants.  In the event that, a Warrant Holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrants Holders on such Warrants shall stand forfeited by Company.

**Schedule– A**

Sr. No.	Name of the Proposed Allottee (warrants)	Category	Maximum Nos. of convertible warrants to be allotted
1.	Bhushan Gaonkar	Non-Promoter Public	6,07,348
<b>TOTAL</b>			<b>6,07,348</b>

**Schedule – B**

Sr. No	Name of the Proposed Allottee	Pre-issue equity holding				No. of Warrants proposed to be issued	Post-issue equity holding (After exercise/ conversion of warrants) #	
		No. of Equity Shares	% of Holding	Nos. of O/s Warrants	% of Holding (After exercise/ conversion of warrants)		No. of Equity Shares	% of Holding
1.	Bhushan Gaonkar	--	--	15,152	0.08	6,07,348	6,22,500	3.18

# Assuming all the outstanding Warrants and proposed Warrants to be allotted are converted into equity shares of the Company.

**For Panache Digilife Limited**

**Harshil Chheda**  
**Company Secretary & Compliance Officer**