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February 12, 2026

DCS-CRD **BSE Limited** **First Floor, New Trade Wing, Rotunda Building, Phiroze Jeejeebhoy Towers** **Dalal Street, Fort** **Mumbai 400023** **Stock Code: 500032**	**National Stock Exchange of India Limited** **Exchange Plaza, 5th Floor** **Plot no. C/1, G Block** **Bandra Kurla Complex** **Bandra (East)** **Mumbai 400051** **Stock Code: BAJAJHIND**

Dear Sir,

Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, for outcome of Board Meeting held on February 12, 2026 and issuance of securities.

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and further to our intimation dated February 09, 2026, we would like to inform that the Board of Directors of Bajaj Hindusthan Sugar Limited ("Company"), at its meeting held today i.e. February 12, 2026, commenced at 11:45 A.M. and concluded at 01.20 P.M. has, inter alia, approved the following:

1. Increase in the Authorised Share Capital and consequential alteration of the capital clause of the Memorandum of Association of the Company, subject to the approval of the shareholders of the Company at the ensuing extra ordinary general meeting.

2. The resolution plan in relation to the Company's debts under the Reserve Bank of India Circular No. RBI/2018-19/203, DBR.No.BP.BC.45/21.04.048/2018-19 dated June 7, 2019, on Prudential Framework for Resolution of Stressed Assets ("**RBI Framework**"). The details of existing loans to be restructured, inter alia, are as follows:

   A. Cut-off date ("**COD**") – April 01, 2025.

   B. Proposed restructuring of outstanding facilities is as under:

Existing facility	Restructuring as per the resolution plan
Outstanding OCDs of Rs. 3,215.31 crores	Optionally Convertible Debentures ("**OCD**") amounts to continue as debt with elongated repayment schedule. Please see below the revised terms of OCDs: i. **Tenor** – 15 years. ii. **Moratorium Period** - First 6 years (from April 01, 2025, till March 30, 2031). iii. **Structured Annual Repayment of OCDs** – 10 structured annual instalments from 6th to 15th years (from March 31, 2031,

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	to March 31, 2040). iv. **Coupon** – 0.20% p.a. for entire tenor and payable annually at the year End. v. Waiver of further accrual of Yield to Maturity ("**YTM**") on the outstanding OCDs. vi. OCD amount to further reduce from proceeds of sale of non-core assets, as and when realized in inverse order of maturity.
Promoter/ Company Infusion	As a part of the resolution plan, the Company/ promoters are required to infuse Rs. 1,000 crores in financial year 2025-26. Out of Rs. 1,000 crores, Rs. 630.79 crores were bought in June 2025, through buy-back of shares. The proceeds were used towards payment of dues as on March 31, 2025, including OCD instalment of Rs. 267.94 crores, YTM instalment of Rs. 275.77 crores and coupon payment on OCDs of Rs. 87.08 crores. Balance infusion of Rs. 369.21 crores within financial year 2025-26 towards YTM adjustment through issuance of Tax Deducted at Source (TDS) certificates and balance to be used towards further reduction in YTM.
Outstanding YTM on OCDs of Rs. 2939.97 crores and right of recompense of Rs. 485.60 crores under the restructuring agreement of 2014 ("**MRA**")	Conversion of outstanding YTM of Rs. 2,939.97 crores (after adjustment of Rs. 369,21 crores as above) as on March 31, 2025, into the following by lenders: i. Equity shares of the Company up to Rs. 570.03 crores such that consortium lenders shareholding does not exceed 50% initially. ii. Balance amount of Rs. 2,369.94 crores to be converted into Compulsory Convertible Preference Shares ("**CCPS**"). Conversion of right of recompense under the MRA of Rs. 485.60 crores as on March 31, 2025, into CCPS of the Company. **Terms and conditions for issue of CCPS to the lenders:** i. CCPS shall have features for buy-back by the Company. ii. Tenor – up to 20 years. iii. Coupon – 0.01% p.a. (on a cumulative basis). iv. On every reduction of lenders' shareholding below 50% (by way of sale of shares/dilution of equity stake), the allotted CCPS will be converted into equity shares on a quarterly basis, in a manner that lenders' shareholding is envisaged to remain below 50%.

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	For the avoidance of doubt, such endeavour shall not be construed as imposing any restriction, limitation, or obligation on the lenders to maintain or reduce their shareholding below 50%. Lenders' conversion price for equity and CCPS shall be calculated as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the RBI Framework, to be computed by a registered valuer.

3. Issue of equity shares up to an aggregate amount of Rs. 570.03 crores on preferential basis on conversion of loan [part of YTM amount on OCDs] to consortium of lenders as per the resolution plan.

4. Issue of CCPS up to an aggregate amount of Rs. 2855.54 crores on preferential basis upon conversion of loan [part of YTM amount on OCDs and right to recompense on earlier restructuring] to consortium of lenders as per the resolution plan.

5. Draft notice of extra ordinary general meeting seeking necessary approvals of the shareholders of the Company for item numbers 1 to 4 mentioned above.

The details regarding the issuance of securities, as required pursuant to paragraph 2 of Part A, Schedule III of SEBI LODR Regulations, read with the SEBI Master Circular (SEBI/HO/CFD/PoD2/CIR/P/0155) dated November 11, 2024 for compliance with the provisions of SEBI LODR Regulations by listed entities, in respect of serial numbers 3 and 4 above, are set out in **Annexures 1 and 2** respectively.

The above may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours faithfully,
For **Bajaj Hindusthan Sugar Limited**

Kausik Adhikari

Kausik Adhikari
Company Secretary &
Compliance Officer
(Membership No. ACS 18556)

Encl.: As above

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Annexure 1

Details in respect of proposed issuance of securities as prescribed under Regulation 30 of SEBI LODR Regulations in respect of serial number 3 above:

<table>
<tr><td>a)</td><td colspan="2">Type of securities proposed to be issued (viz. equity shares, convertibles, etc.);</td><td>Equity shares</td></tr>
<tr><td>b)</td><td colspan="2">Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.);</td><td>Preferential issue to lenders in accordance with the resolution plan under the RBI Framework</td></tr>
<tr><td>c)</td><td colspan="2">Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);</td><td>Total amount up to Rs. 570.03 crores

Approximately 111,33,39,844 equity shares of face value Re. 1 each</td></tr>
<tr><td>d)</td><td colspan="3">In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):</td></tr>
<tr><td></td><td>i)</td><td>Names of the investors;</td><td><table>
<tr><th>Sr.</th><th>Names of Investors/Lenders</th></tr>
<tr><td>1</td><td>State Bank of India</td></tr>
<tr><td>2</td><td>Punjab National Bank</td></tr>
<tr><td>3</td><td>Indian Bank</td></tr>
<tr><td>4</td><td>Central Bank of India</td></tr>
<tr><td>5</td><td>Bank of Maharashtra</td></tr>
<tr><td>6</td><td>IDBI Bank Limited</td></tr>
<tr><td>7</td><td>Canara Bank</td></tr>
<tr><td>8</td><td>Union Bank of India</td></tr>
<tr><td>9</td><td>UCO Bank</td></tr>
<tr><td>10</td><td>Bank of Baroda</td></tr>
<tr><td>11</td><td>Indian Overseas Bank</td></tr>
<tr><td>12</td><td>Bank of India</td></tr>
</table></td></tr>
<tr><td></td><td>ii)</td><td>Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;</td><td>The number of investors is as provided above i.e. 12

Further, the outcome of subscription will be informed after allotment of equity shares</td></tr>
<tr><td></td><td>iii)</td><td>In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;</td><td>Not applicable</td></tr>
<tr><td>e)</td><td colspan="3">In case of bonus issue, the listed entity shall disclose the following additional details to the stock exchange(s): Not applicable</td></tr>
<tr><td>f)</td><td colspan="3">In case of issuance of depository receipts (ADR/GDR) or FCCB, the listed entity shall disclose following additional details to the stock exchange(s): Not applicable</td></tr>
<tr><td>g)</td><td colspan="3">In case of issuance of debt securities or other non-convertible securities, the listed entity shall disclose the following additional details to the stock exchange(s): Not applicable</td></tr>
<tr><td>h)</td><td></td><td colspan="2">any cancellation or termination of proposal for issuance of securities including reasons thereof: Not applicable</td></tr>
</table>

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Annexure 2

Details in respect of proposed issuance of securities as prescribed under Regulation 30 of SEBI LODR Regulations in respect of serial number 4 above:

a)	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.):		Compulsory Convertible Preference Shares (CCPS)
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);		Preferential issue to lenders in accordance with the resolution plan under the RBI Framework
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);		Total amount up to Rs. 2855.54 crores
d)	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
	i)	Names of the investors;	**Sr.** – **Names of Investors/Lenders** 1 State Bank of India 2 Punjab National Bank 3 Indian Bank 4 Central Bank of India 5 Bank of Maharashtra 6 IDBI Bank Limited 7 Canara Bank 8 Union Bank of India 9 UCO Bank 10 Bank of Baroda 11 Indian Overseas Bank 12 Bank of India
	ii)	Post allotment of securities - outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors;	The number of investors is as provided above i.e. 12 Further, the outcome of the subscription and the issue/allotted price shall be disclosed after allotment of securities
	iii)	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	The CCPS are compulsory convertible into equity shares of the Company Tenure: 20 years
e)	In case of bonus issue, the listed entity shall disclose the following additional details to the stock exchange(s): **Not applicable**		
f)	In case of issuance of depository receipts (ADR/GDR) or FCCB, the listed entity shall disclose following additional details to the stock exchange(s): **Not applicable**		

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g)	In case of issuance of debt securities or other non convertible securities, the listed entity shall disclose following additional details to the stock exchange(s): **Not applicable**
h)	any cancellation or termination of proposal for issuance of securities including reasons thereof: **Not applicable**

For **Bajaj Hindusthan Sugar Limited**

Kausik Adhikari
Company Secretary &
Compliance Officer
(Membership No. ACS 18556)

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