

February 12, 2026

BSE Limited Phiroze-Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 <u>Scrip Code: 538902</u>	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, 5 th Floor Bandra Kurla Complex, Bandra (E), Mumbai -400 051 <u>Symbol: DTIL</u>
--	--

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

In accordance with the provisions of Regulation 30 and other applicable provisions of SEBI Listing Regulations, 2015, and further to our Outcome of Board Meeting dated February 10, 2026, we wish to inform you that the Company has entered into a Debenture Subscription Agreement (“Agreement”) with its wholly owned subsidiary company viz., Dhunseri Petrochem & Tea Pte Ltd., (DPTPL) for subscribing to the Optional Convertible Debentures (OCD) being offered by DPTPL aggregating to USD 1.5 MN.

The details (Annexure A) as required under the SEBI Listing Regulations, read with SEBI Master Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/0155 dated 11th November, 2024, is enclosed.

This is for your information and records.

Thanking you,
Yours faithfully,
For Dhunseri Tea & Industries Limited

Urmi Bhotika
Company Secretary &
Compliance Officer

Encl: As above

Annexure-A

Sl.No	Particulars	Details
1	Name of party with whom the agreement is entered	Dhunseri Petrochem & Tea Pte Ltd. (DPTPL)
2	Relationship with the party	Wholly Owned Subsidiary (WOS) of the Company.
3	Purpose of entering into the Agreement	Subscription to the Optional Convertible Debentures (OCD) to be issued by Dhunseri Petrochem & Tea Pte Ltd. aggregating to USD 1.5 MN.
4	Shareholding, if any, in the entity with whom the agreement is executed	Wholly Owned Subsidiary Company. 100% shares of Dhunseri Petrochem & Tea Pte Ltd. (wholly Owned Subsidiary) is held by DTIL.
5	Significant terms of the agreement (in brief)	<p>a. The option is to convert the OCDs into Conversion Shares, if not exercised by Dhunseri Tea & Industries Ltd (DTIL) within 7 years from the date of allotment of OCD.</p> <p>b. The interest rate for the said debentures will be 7.50%p.a.</p> <p>c. The interest on the OCDs shall accrue on a yearly basis, the accumulated interest amount shall only become due and payable in cash on the date of redemption of OCD or on issue of conversion shares.</p> <p>d. OCDs may be converted into Equity Shares ("Converted Equity Shares") at a conversion price to be determined on an arm's length basis as on date of conversion taking into consideration the valuation as per accepted pricing methodology for valuation.</p>
6	Extent and the nature of impact on management or control of the listed entity;	NA
7	Date of execution of the agreement;	12 th February, 2026
8	Details and quantification of the restriction or liability imposed upon the listed entity;	NA
9	Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship;	Yes 100% shares of Dhunseri Petrochem & Tea Pte Ltd. (Wholly Owned Subsidiary) is held by DTIL.
10	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes. The same is done at "arm's length"
11	In case of issuance of shares to the parties, details of issue price, class of shares issued:	NIL (Debentures will be subscribed by the Company)
12	Any other disclosures related to the agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreement, etc;	NIL