



Date: February 16, 2026

To,  
Secretary  
Listing Department  
BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E),  
Mumbai – 400 051

**BSE Scrip Code: 539199**

**NSE Symbol: SGFIN**

Dear Sir/Madam,

**Sub: Outcome of the Board Meeting and Intimation regarding variation in terms and conditions of the existing Listed, Rated, Secured, Redeemable, Non-Convertible Debentures having ISIN INE618R07012 under Regulation 30 and Regulation 51(2) read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

1. We refer to our intimation dated February 11, 2026, regarding holding a meeting of the Board of Directors on February 16, 2026, to consider the change in terms of the existing Listed, Rated, Secured, Redeemable, Non-Convertible Debentures (“NCDs”) having ISIN INE618R07012.
2. In this regard, we wish to inform you that the Board of the Company, at its meeting held on February 16, 2026, has approved certain changes in the terms of the existing NCDs as set out in paragraph 3 below (“**Proposed Variation**”) and has resolved to seek the requisite written consent from the Debenture Holders and the Debenture Trustee for the Proposed Variation and for the application to the stock exchange where the NCDs are listed for its prior approval to the Proposed Variation.
3. Subject to the consent/approval of the Debenture Holders, Debenture Trustee and the stock exchange where the NCDs are listed, the corresponding modification/amendment will be made to the Debenture Trust Deed and the Key Information Document for the Proposed Variation which will be as under:

Existing Provisions	Amended Provisions
On the date falling at the expiry of 12 (Twelve) months from the Deemed Date of Allotment and at the expiry of every 6 (Six) months thereafter, (each a (“ <b>Call Option Date</b> ”), the	On the date falling: (i) at the expiry of 12 (Twelve) months from the Deemed Date of Allotment and at the expiry of every 6 (Six) months thereafter; and (ii) on April 06, 2026,

**SG Finserve Limited**

(CIN: L64990DL1994PLC057941)

Regd. Office: 37, Hargobind Enclave, Vikas Marg, East Delhi, Delhi-110092, Ph.: 011-41450121

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E-mail: info@sgfinserve.com, Website: [www.sgfinserve.com](http://www.sgfinserve.com)



<p>Company shall have the right at its sole discretion (but not an obligation) to redeem the Debentures (in part or in full) and repay the Debenture Outstanding, as per the terms and conditions of this Deed and other Transaction Documents (“<b>Call Option</b>”).</p>	<p>(each a (“<b>Call Option Date</b>”), the Company shall have the right at its sole discretion (but not an obligation) to redeem the Debentures (in part or in full) and repay the Debenture Outstanding, as per the terms and conditions of this Deed and other Transaction Documents (“<b>Call Option</b>”).</p>																			
<p>For the purposes of exercise of the said Call Option, the Company shall provide a prior written notice of at least 15 (Fifteen) days prior to the relevant Call Option Date (“<b>Call Option Notice</b>”) to the Debenture Trustee, notifying its intention to redeem the Debentures.</p>	<p>For the purposes of exercise of the said Call Option, the Company shall provide a prior written notice of at least 21 (Twenty-One) days prior to the relevant Call Option Date (“<b>Call Option Notice</b>”) to the Debenture Trustee, Debenture Holder and Stock Exchange notifying its intention to redeem the Debentures.</p>																			
<p>-</p>	<p>Following illustrative table is proposed to be added to the Key Information Document which sets out the illustrative cashflows if call option exercised on April 06, 2026:</p> <table border="1" data-bbox="831 1077 1385 1818"> <thead> <tr> <th><b>Coupon</b></th> <th><b>Interest / Coupon Amount (Rs. per NCD)</b></th> <th><b>Cashflow for Investor (For all NCDs) (Rs.)</b></th> <th><b>Due Date of Payment</b></th> </tr> </thead> <tbody> <tr> <td><b>Pay-in Date / Allotment</b></td> <td></td> <td></td> <td></td> </tr> <tr> <td rowspan="2">February 10, 2025</td> <td>9,850</td> <td>49,250,000</td> <td>February 10, 2026</td> </tr> <tr> <td>1,484.25</td> <td>74,21,250</td> <td>April 06, 2026</td> </tr> <tr> <td><b>Redemption / Maturity</b></td> <td>100,000</td> <td>500,000,000</td> <td>April 06, 2026</td> </tr> </tbody> </table>	<b>Coupon</b>	<b>Interest / Coupon Amount (Rs. per NCD)</b>	<b>Cashflow for Investor (For all NCDs) (Rs.)</b>	<b>Due Date of Payment</b>	<b>Pay-in Date / Allotment</b>				February 10, 2025	9,850	49,250,000	February 10, 2026	1,484.25	74,21,250	April 06, 2026	<b>Redemption / Maturity</b>	100,000	500,000,000	April 06, 2026
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4. The detailed disclosure is enclosed as Annexure I, as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.
5. We request you to kindly take on record the aforesaid information.

Please note that the Board Meeting commenced at 11:00 a.m. and concluded at 11:25 a.m.

Thanking you,

Yours Faithfully,

**For SG Finserve Limited**

**Kush Mishra**  
**Company Secretary & Compliance Officer**

Cc:

**Axis Trustee Services Limited**

2nd Floor, Plot 25, Pusa Road, Karol Bagh

New Delhi -110005

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**Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

<b>Particulars</b>	<b>Change in terms of the existing NCDs</b>
Type of securities proposed to be issued	Not Applicable
Type of issuance	Not Applicable
Total number of securities proposed to be issued / the total amount for which the securities will be issued	Not Applicable
Size of the issue	Not Applicable
Whether proposed to be listed? If yes, name of the stock exchange(s)	Not Applicable
Tenure of the instrument	Not Applicable
Date of allotment	Not Applicable
Date of maturity	Not Applicable
Coupon / interest offered, schedule of payment of coupon / interest and principal	Not Applicable
Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not Applicable
Charge / security, if any, created over the assets	Not Applicable
Special right / interest / privileges attached to the instrument and changes thereof	Amendment/Modification of the existing Call Option Clause(s):  The existing Call Option Clause(s) is proposed to be amended/modified as set out under the Proposed Variation in the above letter.
Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not Applicable

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<b>Details of redemption of debentures indicating the manner of redemption (whether out of profits or out of fresh issue)</b>	Not Applicable
<b>Any cancellation or termination of proposal for issuance of securities including reasons thereof</b>	Not Applicable

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