



Regd. Office :
Bengal Eco Intelligent Park, Tower-1
Block - EM, Plot No. 3, Salt Lake City
Sector - V, 3rd & 4th Floor
Kolkata - 700 091, W.B.
TEL. : 71122334, 71122445
WEBSITE : www.haldiapetrochemicals.com
CIN U24100WB2015PLC205383
GSTIN: 19AAGCB2001F1Z9

19th May, 2025

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Scrip Code: 974028

Dear Sir / Madam,

Sub: Approval for Material Modification of NCDs Issued by the Company

Re: Regulation 59 of SEBI (Listing Obligations & Disclosure Requirements)
Regulations, 2015

We are writing to seek your prior approval for a material modification to the terms and conditions of the 2,500 Listed, Rated, Secured Redeemable Non-Convertible Debentures having face value of Rs. 10,00,000/- each aggregating to a nominal value of up to Rs. 250,00,00,000/- ("NCDs" or "Debentures") issued on private placement basis, to Axis Bank Limited (ISIN: INE105U07022 & Scrip Code: 974028).

In compliance with Regulation 59 of the SEBI Listing Regulations, 2015, we would like to inform you that as mutually agreed between the Company and the investor holding entire NCDs under the aforesaid ISIN, duly concurred by the Debenture Trustee, we hereby propose to modify the terms of repayment from bullet repayment after 5 years in June, 2027 to Amortised Repayment Schedule commencing from July, 2025 and ending June, 2027, keeping the end repayment date unaltered.

We understand that under Regulation 59 of the SEBI Listing Regulations, 2015, approval from BSE Limited is required for making any material modification to the terms of the NCDs. As such, we hereby request your approval for the proposed modification to the terms of the NCDs.

We are enclosing the following documents for your consideration of our application:

- Approval of the Axis Bank Limited, sole NCD holder for ISIN: INE105U07022 & Scrip Code: 974028 and also SBICAP Trustee Company Limited, Debenture Trustee (**Annexure 1 & 2**);
- Certification from Practicing Company Secretary certifying that more than 75% debenture holders have provided their consent for changing the terms of the Debentures (**Annexure 3**);
- Certified true copy of the Board Resolution approving the modified terms of the NCDs (**Annexure 4**);
- Undertaking from the Company Secretary confirming compliance with provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015 and related circulars etc (**Annexure 5**);

- Confirmation email from NSDL that there is change in ISIN and advising the Company to apply for new ISIN/restructuring (**Annexure 6**).

The Company has also made payment of modification fees of Rs. 30,000/- on 19th May, 2025 vide UTR No. SBIN525139653009.

We kindly request that you consider our request and provide the necessary approval at the earliest. Should you require any further information or documents in relation to the modification, please feel free to contact us.

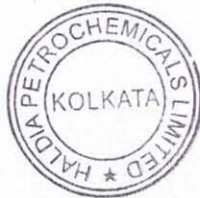
We look forward to your approval and guidance in this regard.

Thanking you,

Yours Sincerely,

For Haldia Petrochemicals Limited

Sarbani Mitra
Company Secretary
A14906



Encl: as above

Date : 24th March 2025.

SBICAP Trustee Company Limited,
Mistry Bhavan, 4th Floor,
122 Dinshaw Vachha Road,
Churchgate, Mumbai – 400020.

Sub: Revise the repayment schedule for ISIN INE105U07022

This is with reference to the NCDs issued by Haldia Petrochemicals Limited (ISIN - INE105U07022) wherein Axis Bank Limited is the sole subscriber till date. As decided, we propose to revise the repayment schedule of the said NCDs as tabulated below:

Date	Original Repayment Schedule	Revised Repayment Schedule
02-Apr-25	-	-
02-Jul-25	-	35.00
02-Oct-25	-	20.00
02-Jan-26	-	20.00
02-Apr-26	-	20.00
02-Jul-26	-	30.00
02-Oct-26	-	30.00
02-Jan-27	-	30.00
02-Apr-27	-	30.00
30-Jun-27	250.00	35.00
Total	250.00	250.00

This is for your information, records and for taking necessary action to give effect to the revised repayment schedule at the earliest.

Please note that the Bank will continue to have all the rights and remedies available to it under the Debenture Trust Deed and nothing contained herein shall impair, dilute or prejudice the Bank's right under the Financing Documents.

Thanking you.

For Axis Bank Ltd.

Nistha Chopra
Nistha Chopra

Vice President – Treasury Operations



Radhika

Radhika Haldawanekar
AVP - Treasury Operations



Ref. No. 322/STCL/DT/2025-26-CL-3995

Date: April 16, 2025

To,
Haldia Petrochemicals Ltd.
Tower 1, Bengal Eco Intelligent Park (Techna),
Block EM, Plot No. 3, Sector V, Salt Lake,
Kolkata – 700 091

Dear Sir,

Sub: - No-objection for modification of certain terms of non-convertible debentures in connection to listed, rated, secured, redeemable non-convertible debentures issued by Haldia Petrochemicals Limited ('the Company') ('Debentures' or 'NCDs') and application to Stock Exchange under Regulation 59 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are acting as Debenture Trustee for Debenture holders of listed, rated, secured, redeemable Non-Convertible Debentures ("NCDs") aggregating to Rs.250 Crores (Indian Rupees Two Hundred and Fifty Crores only) issued by Haldia Petrochemicals Limited ("the Company") under Debenture Trust Deed ("DTD") dated June 28, 2022, under ISIN INE105U07022.

We are in receipt of email dated March 11, 2025, from the Company requesting to provide NOC for the proposed change in the structure of Debentures on the request of the Sole Debenture Holder as per Annexure I.

In this connection, we have received confirmation/ documents from the Company:

1. Request email dated March 11, 2025
2. Debenture Holder proposal / confirmation for amendment - vide email and letter dated March 24, 2025, from Axis Bank Limited (Sole Debenture Holder) regarding modification of repayment schedule of Debentures as applicable.
3. Approval of the Company's Board for modification of repayment schedule of Debentures held by Axis Bank Limited dated March 25, 2025.

On the basis of the consent and documents received we hereby provide our no-objection certificate for the proposed change in the Debentures under ISIN INE105U07022.

For SBICAP Trustee Company Limited

Authorised Signatory
Name: Rajiv Ranjan
Designation: Compliance Officer

SBICAP Trustee Company Ltd.

Registered & Corporate Office : 4th Floor, Mistry Bhavan, 122, Dinshaw Vachha Road, Churchgate, Mumbai, Pin - 400 020.

☎ +91 22 4302 5566 / +91 22 4302 5555 ✉ corporate@sbicaptrustee.com CIN : U65991MH2005PLC158386

UDYAM REGISTRATION NUMBER (SMALL ENTERPRISE Under MSME Act, 2006) - UDYAM-MH-19-0111411

🌐 www.sbicaptrustee.com

A Group Company of SBI

Annexure I
Revised Repayment Schedule

Date	Original Repayment Schedule	Revised Proposition
02-Apr-25	-	-
02-Jul-25	-	35
02-Oct-25	-	20
02-Jan-26	-	20
02-Apr-26	-	20
02-Jul-26	-	30
02-Oct-26	-	30
02-Jan-27	-	30
02-Apr-27	-	30
30-Jun-27	250.00	35
Total	250.00	250.00





S.SARKAR & ASSOCIATES
Company Secretaries

Angana Apartment, 2nd Floor
57/2/1 Sarat Park, Kolkata-700078
Mob: (+ 91) 9231699339, 7278563812
Email: cssandip.sarkar@gmail.com

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Sub: Consent of the Debenture Holder to change the Terms of Debenture as per Regulation 59 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

This is to inform that Haldia Petrochemicals Limited (CIN: U24100WB2015PLC205383) having Registered Office at Bengal Eco Intelligent Park (Techna) Tower - 1, Block-EM, Plot 3, Sector V, Bidhan Nagar, Kolkata – 700 091 had issued Non-Convertible Debentures amounting of Rs. 250 Crore (Rupees Two Hundred and Fifty Crore only) to Axis Bank Limited (ISIN- INE105U07022) (Scrip Code: 974028) and the same are listed on BSE Limited.

We hereby confirm that Axis Bank Limited vide it's letter dated 24/03/2025 has given it's consent to the Debenture Trustee namely SBICAP Trustee Company Limited having office at Mistry Bhavan 4th Floor, 122 Dinshaw Vachcha Road, Church Gate, Mumbai – 400 020 to alter the repayment schedule in relation to Non-Convertible Debentures amounting of Rs. 250 Crore (Rupees Two Hundred and Fifty Crore only) with ISIN: INE105U07022.

For S.SARKAR & ASSOCIATES
Company Secretaries

Sandip
Sarkar

Digitally signed
by Sandip Sarkar
Date: 2025.05.06
10:51:30 +05'30'

SANDIP SARKAR
(Proprietor)
Membership No-FCS 7524
CP No-9483

Date : 06.05.2025
Place: Kolkata



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CIN U24100WB2015PLC205383
GSTIN: 19AAGCB2001F1Z9

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 53RD MEETING OF
THE BOARD OF DIRECTORS OF THE COMPANY HELD ON 25TH MARCH, 2025**

REVISION IN REPAYMENT SCHEDULE OF NCDS ISSUED TO AXIS BANK

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, as may be required, approval of the Board of the Company be and is hereby accorded to amend the terms and conditions of the Debenture Trust Deed dated 28th June, 2022, (“Debenture Trust Deed”) in terms of which the Company had issued and allotted up to 2,500 (Two Thousand Five Hundred) Listed, Rated, Secured Redeemable Non-Convertible Debentures, on private placement basis, having face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of an aggregate nominal value of up to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores only) issued to Axis Bank Limited (ISIN: INE105U07022) to the extent necessary for the introduction of an amortization schedule for redemption of the Debentures (“Proposed Amendment”) and any other change in relation to the Proposed Amendment;

RESOLVED FURTHER THAT the Whole-time Director & CEO, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to, negotiate, approve, finalize, ratify, sign, dispatch and execute the agreements / documents for and on behalf of the Company and to finalise the terms and conditions for the introduction of the amortization schedule for redemption of the Debentures in the Debenture Trust Deed and all other additional agreements, deeds, documents, instruments, declarations, undertakings, covenants, applications and other papers necessary or desirable in connection with or incidental to giving effect to the purpose and intent of the above resolution;

RESOLVED FURTHER THAT the Whole-time Director & CEO, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to negotiate, finalise and execute or ratify amendments to such executed documents and other documents as and when they become necessary and to sign letters of undertakings, declarations, agreements and other papers and make application to BSE Limited for the aforesaid, each as may be required.”

Date: 16.04.2025

For Haldia Petrochemicals Limited

Place: Kolkata

Sarbani Mitra
Company Secretary
A14906



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CIN U24100WB2015PLC205383
GSTIN: 19AAGCB2001F1Z9

19th May, 2025

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Sub: Undertaking regarding compliance with applicable laws for modification in terms of listed Non-Convertible Debentures (ISIN: INE105U07022)

I, Sarbani Mitra, Company Secretary of Haldia Petrochemicals Limited do hereby solemnly affirm and undertake as under:

1. That I am the Company Secretary of the Company and am duly authorized to provide this undertaking on behalf of the Company;
2. That with respect to the proposed material modification to the terms of the 2,500 Listed, Rated, Secured, Redeemable, Non-Convertible Debentures having a face value of Rs. 10,00,000/- each, aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores Only), issued to Axis Bank Limited (ISIN: INE105U07022, Scrip Code: 974028), the Company has complied with all applicable provisions of:
 - The Companies Act, 2013 and the rules made thereunder;
 - SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - Applicable SEBI circulars and guidelines issued from time to time;
 - Terms of the Debenture Trust Deed and any other applicable agreements.
3. That the proposed modification, which entails a change from a bullet repayment at the end of 5 years in June, 2027 to an amortised repayment schedule commencing from July, 2025 and ending in June, 2027, has been undertaken in accordance with due process and on the request of the debenture holder, Axis Bank Limited;
4. That all necessary corporate approvals and consents have been obtained and that there is no breach of any covenant or regulatory requirement in making the said modification.

This undertaking is being provided to BSE Limited for the purpose of seeking its approval under Regulation 59 of the SEBI Listing Regulations, 2015.

For Haldia Petrochemicals Limited


Sarbani Mitra
Company Secretary
A14906



Keshav Sadani**Subject:**

Re:[EXTERNAL]Fwd: Haldia Petrochemicals Ltd - Modification to the terms of NCDs -
ISIN: INE105U07022

From: Nidhi Kathrani <NidhiK@nsdl.com>

Sent: 10 May 2025 13:06

To: Ravindra Bhagwan Khamkar <ravindra.bhagwankhamkar@hpl.co.in>; 'Sagar Narendra Mojindra' <sagar.mojindra@kfintech.com>; Sarbani Mitra <sarbani.mitra@hpl.co.in>; Priti Kumari Kedia <priti.kedia@hpl.co.in>; Partha Sarathi Dutta <partha.dutta@hpl.co.in>; Keshav Sadani <Keshav.Sadani@hpl.co.in>; Partha Sarathi Dutta <partha.dutta@hpl.co.in>

Cc: Basant Sahu <BasantS@nsdl.com>; Rakesh Mehta <RakeshM@nsdl.com>; Anurag Tripathi <AnuragT@nsdl.com>; Akshay D. Kumbhar <Akshay.Kumbhar@nsdl.com>; Sanchita Bhise <SanchitaB@nsdl.com>; Karen Lobo <Karen.Lobo@nsdl.com>; dipti.ghosh@kfintech.com; Biswajit Maitymt <biswajit.maitymt@hpl.co.in>; Deepak Narayan Singh <deepak.singh@hpl.co.in>; Rohit Kumar Agarwal <rohit.agarwal@axisbank.com>; Chakka Jagannadh <jagannadh.chakka@kfintech.com>

Subject: [External]: RE: [External]: RE: [External]: RE: [External]: RE: [EXTERNAL]Fwd: Haldia Petrochemicals Ltd - Modification to the terms of NCDs - ISIN: INE105U07022

CAUTION - EXTERNAL EMAIL: This email originated from outside the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Dear Sir/Madam,

Please be informed that change in the terms of NCD from full redemption to partial redemption issuer need to apply for new ISIN/restructuring.

For restructuring ISIN creation, the following documents are required:

- Request Letter (stating ISIN number, old and new terms)
- Revised MCF
- Revised Term Sheet / Amended DTD
- Board Resolution of Restructuring
- Consent Letter from Holders
- In-Principle Approval (if listed)
- Credit Rating Letter (if rated)

Regards,

Nidhi Kathrani | Assistant Manager | Operations

☎ : 022 6948-9346/9004275414 | Email: NidhiK@nsdl.com | Web: www.nsdl.co.in

National Securities Depository Limited | 3rd floor, Naman Chambers, Plot C32, G – Block, Bandra Kurla Complex, Bandra(E), Mumbai - 400051



Please note our email domain has changed from NsdL.co.in to Nsdl.com