

No. HUDCO/Bonds/2025-26

02nd June, 2025


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| Listing Department BSE Limited, P J Towers, Dalal Street, Mumbai -400001 | National Stock Exchange of India Ltd. Regd. Office: Exchange Plaza Bandra, Kurla Complex Bandra (E), Mumbai-400051 |
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Sub: Compliance of Regulation 29(1)(d) & 50(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015- regarding intimation to stock exchanges in respect of issue of Non-Convertible Debt Securities

Sir,

In compliance of Regulation 29(1)(d) & 50 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby wish to inform that pursuant to the approval of the Board of Directors on 04.04.2025, for raising of funds of up to Rs.65,000 crore through issue of bonds/ debentures during FY 2025-26, the 'Bond Allotment Committee' in its meeting proposed to be held on 06th June, 2025 proposes to approve issue/ allotment of Unsecured, Taxable, Redeemable, Non-Convertible, Non-Cumulative NCDs of face value of Rs.1,00,000 each (Series-C 2025) aggregating up to Rs.3,000.00 crore on private placement basis as per Term Sheet enclosed.

For Housing and Urban Development Corporation Limited.


Authorized Signatory
Name: Shailu Bhardwaj
Designation: GM (Finance)



हाउसिंग एंड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड
(भारत सरकार का उपक्रम)
आई एस ओ 9001:2015 प्रमाणित कंपनी
कोर - 7ए, हडको भवन, इंडिया हैबिटेट सेंटर, लोधी रोड,
नई दिल्ली - 110003, दूरभाष : 011-24649610-21

Housing and Urban Development Corporation Limited
(A Government of India Enterprise)
AN ISO 9001 : 2015 CERTIFIED COMPANY
Core - 7 'A', HUDCO Bhawan, India Habitat Centre, Lodhi Road,
New Delhi - 110003, Tel. : 011-24649610-21

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CIN : L74899DL1970GOI005276, GST : 07AAACH0632A1ZF, Visit us at : www.hudco.org.in

Financing Assets for Viksit Bharat

TERM SHEET-HUDCO TAXABLE NCDs 2025

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| Security Name | [•] HUDCO TAXABLE NCDs SERIES-C2025 TENOR 3 YEARS RED DMT 06.06.2028 | |
| Issuer | Housing and Urban Development Corporation Limited (HUDCO) | |
| Type of Instrument | Unsecured, Redeemable, Non-Convertible, Non-cumulative, Taxable Debentures. | |
| Nature of Instrument (Secured or Unsecured) | Unsecured | |
| Seniority (Senior or Subordinated) | Senior Debt | |
| Mode of Issue | Private Placement through online bidding process on NSE EBP Platform | |
| Eligible Investors/ Class of investors eligible to invest | <p>a. Indian Mutual Funds registered with SEBI;</p> <p>b. Public Financial Institutions as defined in section 2 (72) of the Companies Act, 2013;</p> <p>c. Scheduled Commercial Banks;</p> <p>d. State Industrial Development Corporations;</p> <p>e. Insurance Companies registered with the Insurance Regulatory and Development Authority;</p> <p>f. Provident Funds, Pension Funds, Gratuity Funds and Superannuation Funds authorized to invest in the issue;</p> <p>g. National Investment Funds set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;</p> <p>h. Insurance Funds set up and managed by army, navy or air force of the Union of India;</p> <p>i. Companies and Bodies Corporate authorized to invest in bonds/debentures;</p> <p>j. Co-operative Banks and Regional Rural Banks authorized to invest in bonds/debentures;</p> <p>k. Societies authorized to invest in bonds/debentures;</p> <p>l. Trusts authorized to invest in bonds/debentures;</p> <p>m. Foreign Institutional Investors and sub-accounts registered with SEBI or Foreign Portfolio Investors (not being an individual or family offices) and</p> <p>n. Statutory corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/debentures.</p> <p>o. Any other entity authorised to invest in these Debentures</p> | |
| Listing | The NCDs are proposed to be listed on BSE on or before 3 (three) trading days from the Issue Closing date. | |
| Rating | ICRA Ltd. | '[ICRA] AAA' (Stable) |
| | CARE Ratings | 'CARE-AAA' (Stable) |
| | IRRPL | 'IND-AAA' (Stable) |
| Right to Re-issue | HUDCO reserves the right to re-purchase and re-issue the NCDs as per the prevailing guidelines/ regulations and other applicable statutes. | |
| Issue Size (Amount) | Rs. 500 crore plus green shoe option to retain oversubscription | |
| Minimum subscription of debt security | As the current issue of NCDs is being made on private placement basis, the requirement of minimum subscription shall not be applicable and therefore the Company shall not be liable to refund the issue subscription(s)/ proceed(s) in the event of the total issue collection falling short of issue size or certain percentage of issue size. | |
| Option to retain oversubscription (Amount) | Up to Rs.2,500.00 crore (Total issue size being Rs.3,000 crore) | |

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| Objects of the Issue | <p>100% of the funds to be raised through the private placement are to augment long-term resources of the Issuer for the purpose of meeting business/ operational requirements viz. lending activities, repayment/refinancing of existing debt (both long term and short term) and/or for any other purpose in the ordinary course of business of the Issuer.</p> <p><i>The proposed debenture issue does not form part of non-equity regulatory capital mentioned under Chapter V of SEBI NCS Regulations, 2021.</i></p> <p><i>The face value of the NCD is Rs. 1,00,000 per debenture.</i></p> | |
| Details of Utilization of the Issue Proceeds | <p>100% of the funds to be raised through the private placement are to augment long-term resources of the Issuer for the purpose of meeting business/ operational requirements viz. lending activities, repayment/refinancing of existing debt (both long term and short term) and/or for any other purpose in the ordinary course of business of the Issuer. The funds raised through this private placement are not meant for any specific project as such and therefore the proceeds of this issue shall be utilized for regular business activities of the Issuer. Therefore, the management shall ensure that the funds raised via this private placement shall be utilized only towards satisfactory fulfilment of the Objects of the Issue.</p> <p><i>The proposed debenture issue does not form part of non-equity regulatory capital mentioned under Chapter V of SEBI NCS Regulations, 2021.</i></p> <p><i>The face value of the NCD is Rs. 1,00,000 per debenture.</i></p> | |
| <p>In case the issuer is a NBFC and the objects of the issue entail loan to any entity who is a 'Group company' then disclosures shall be made in the following format:</p> <ul style="list-style-type: none"> - Name of the Borrower - Number of Advances/exposures to such borrower (Group) (Rs. In crore) - Percentage of exposure | Not Applicable | |
| Coupon Rate | ● | |
| Step up /Step down coupon rate | N.A | |
| Coupon Payment frequency | Annual | |
| Coupon Payment date(s) | 1st Interest payment date | June 06, 2026 |
| | Subsequent Interest payment date(s) | June 06, 2027, June 06, 2028 |
| Coupon Type | Fixed | |
| Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.) | None | |
| Cumulative / non-cumulative, in case of dividend | Not Applicable | |
| Day count basis | <p>Actual/Actual</p> <p>Interest rate will be computed on a 365 days-a-year basis on the principal outstanding on the Debentures. Where the coupon/ interest period (start date to end date) includes February 29, coupon/ interest rate will be computed on 366 days-a-year basis, on the principal outstanding on the Debentures.</p> | |
| Interest on application money | <p>Interest on application money will be paid at Coupon Rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) on face value of Debentures for the period starting from and including the date of realization of application</p> | |

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| | <p>money in Issuer's Bank Account up to one day prior to the Deemed Date of Allotment. To clarify in case the deemed date of allotment and date of receipt of application money is same, no interest on application money will be payable.</p> <p>Further, in case of delay in listing of the debt securities within prescribed time period from the Deemed Date of Allotment, the Company shall pay penal interest at the rate as mentioned in relevant regulations</p> |
| Default Interest rate (%) | 2% p.a. over the coupon rate will be payable by the Company for the defaulting period in case of default in payment of interest/redemption amount. |
| Tenor | 3 Years |
| Redemption Date | 06 th June 2028 |
| Redemption Amount | At par (Rs.1,00,000 per Debenture) |
| Premium / Discount on redemption | Nil |
| Issue Price | At par (Rs.1,00,000 per Debenture) |
| Discount at which security is issued and the effective yield as a result of such discount | Nil |
| Premium/ Discount on issue | Nil |
| Premium/ Discount at which security is redeemed and the effective yield as a result of such premium/ discount | Nil |
| Put option date | NA |
| Put option Price | NA |
| Put notification Time | NA |
| Call option date | NA |
| Call option Price | NA |
| Call notification Time | NA |
| Face Value | Rs. 1,00,000 per Debenture |
| Minimum Application Size and in multiples of debt securities thereafter. | Application must be for a minimum size of Rs.1 crore (100 NCDs) and in multiple of Rs.1 lakh (1 NCD) thereafter. |
| No. of Applicant | N.A |
| Redemption/ Maturity | 06 th June 2028 |
| Form of Issuance | Demat only |
| Trading Mode | Demat only |
| Settlement Mode of Instrument | Payment of interest and repayment of principal shall be made by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ RTGS/ Fund Transfer/ NECS/ NEFT or any other electronic mode offered by the Banks. |
| Deemed date of allotment | 06 th June 2025 |
| Issue Timing | As specified on EBP |
| Issue / Bid Time Table | |

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| Issue/ Bid opening date | 04 th June 2025 |
| Issue/ Bid closing date (Bidding on NSE EBP Platform) | 04 th June 2025 |
| Pay – in – dates | On T+2 dayi.e06 th June 2025 |
| Date of earliest closing of the issue, if any. | NA |
| Manner of bidding (Type of bid book) | Close bidding |
| Allotment/ Allocation Method | Uniform Yield |
| Settlement Cycle | On T+2 day |
| Settlement Mode for Subscription | <p>Through an NSE Clearing Limited. As further set out under “Terms of the Offer’ Section of the Issue Document.</p> <p>Successful bidders are required to do the funds pay-in from their same bank account which is updated by them in the NSE Bond – EBP Platform while placing the bids and into the relevant designated bank account. In case of mismatch in the bank account details between NSE Bond – EBP Platform and the bank account from which payment is done by the successful bidder, the payment will be returned back. Payment should be made by the deadline specified by the NSE. Successful bidders should do the funds pay-in to the bank accounts of the NSE Clearing Limited held with banks attached with it, as further set out under “Terms of the Offer’ Section of the Key Information Document</p> |
| Disclosure of Interest/Dividend/ redemption dates | <p>(i) The <u>first Interest Payment Date</u> shall be June06, 2026 and the interest will be payable from and including, the Deemed Date of Allotment (i.e., June 06, 2025) up to, but excluding the first Interest Payment Date (i.e., June 06, 2026).</p> <p>(ii) The <u>second Interest Payment Date</u> shall be June06, 2027and second interest will be payable from and including June 06, 2026up to, but excluding the relevant Interest Payment Date (i.e., June 06, 2027).</p> <p>(iii) The <u>final Interest Payment Date</u> shall be the respective Maturity Date (i.e., June 06, 2028) and the final interest will be payable from and including June 06, 2027 but excluding the relevant Maturity Date (June 06, 2028) and shall be paid on such Maturity Date (June 06, 2028) along with the redemption proceeds.</p> |
| Record Date | 15 (fifteen) calendar days prior to each coupon payment date/ Redemption Date. In case of Redemption of bonds/ NCD’s, the trading in the bonds/NCD shall remain suspended between the record date and the date of redemption. In the event the record date falls on a Saturday, Sunday or holiday of depositories, the immediately succeeding working day or a date notified by company to the stock exchange(s) shall be considered as the record date. |
| Working day(s) / Business Day(s) Convention | Working Day/ Business Day shall mean the days on which commercial bank in Delhi are open for business. However, for the purpose of credit of Demat A/c, working days on which NSDL/CDSL are open for business. |
| Effect of Holiday | <p>If the interest payment date/ redemption does not fall on a business day, then payment of interest/ principal amount shall be made in accordance with SEBI operational Circular issued by SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, as amended from time to time.</p> <p>If the interest payment day does not fall on a business day, the payment of interest up to original scheduled date will be made on the following working day; however, the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. Further interest will not be paid for the extended period.</p> |

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| | <p>If the Redemption Date (also being the last Interest Payment Date) of the Debentures falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with interest accrued on the Debentures until but excluding the date of such payment.</p> <p>It is clarified that Interest/ redemption with respect to debentures, interest/ redemption payments shall be made only on the days when the Commercial bank in Delhi are open for business.</p> <p>In the event the record date falls on a Saturday, Sunday or holiday of depositories, the immediately succeeding working day or a date notified by company to the stock exchange(s) shall be considered as the record date.</p> |
| All Covenants of the issue (including side letters, accelerated payment clause, etc.) | All covenants to the issue are mentioned in Schedule I in Page No.150. |
| Description regarding Security (where applicable) including type of security (movable/ immovable/ tangible etc.) type of charge (pledge/hypothecation/ mortgage etc.), date of creation of security, minimum security cover, revaluation, replacement of security, interest to debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the offer Document/ Information Memorandum. | The NCDs are Unsecured in nature. |
| Replacement of Security, interest to the debenture holders over and above the coupon rate as specified in the Trust deed and disclosed in the issue document. | The NCDs are unsecured. Please refer to the "Default Interest Rate" for the interest payable (if any) over and above the coupon rate. |
| Transaction Documents | <p>The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> 1. Letter appointing Debenture Trustee to the NCD Holder(s). 2. Letter of consent from Beacon Trusteeship Limited for acting as Trustees for and on behalf of the Holder(s) of the NCDs. 3. Copy of application made to the BSE for grant of in-principle approval for listing of NCDs -application being made 4. Letter from BSE conveying its in-principle approval for listing on NCDs 5. Letter from IRRPL, ICRA Limited and CARE Ratings Rating Agency for issue of Taxable NCDs of HUDCO and the rating rationale pertaining thereto. 6. Debenture Trusteeship Agreement; 7. Tripartite Agreement between the Issuer, Registrar and NSDL for issue of NCDs in dematerialized form. 8. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of NCDs in dematerialized form. 9. Operating guidelines for issuance of Securities on private placement basis issued by EBP providers (i.e., Stock exchanges(s)) and circular issued by NSE regarding timeliness for clearing and settlement on EBP. <p>The above-mentioned documents are available for inspection at our Head office.</p> |
| Conditions precedent to subscription of NCDs | <p>The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <ol style="list-style-type: none"> 1. Rating letter(s) from the aforesaid rating agency(ies) not being more than one month old from the issue opening date; 2. Letter from the Trustees conveying their consent to act as Trustees for the NCD Holder(s); 3. Application to BSE for seeking its in-principle approval for listing of NCDs. 4. Obtaining due diligence certificate from trustee. |
| Conditions subsequent to subscription of NCDs | The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in |

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| | <p>this Key Information Document:</p> <ol style="list-style-type: none"> 1. Ensuring that the payment made for subscription to the Debentures is from the bank account of the person/ entity subscribing to the Debentures and keep record of the bank accounts from where payments for subscriptions have been received and in case of subscription to the Debentures to be held by joint holders, monies are paid from the bank account of the person whose name appears first in the Application Form; 2. Maintaining a complete record of private placement offers in Form PAS-5; 3. Filing a return of allotment of Debentures with complete list of all Debenture holders in Form PAS-3 under Section 42(9) of the Companies Act, 2013, with the Registrar of Companies, NCT Delhi and Haryana within fifteen (15) days of the Deemed Date of Allotment along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014; 4. The credit of Demat account(s) of the allottee(s) by number of Debentures allotted within the stipulated time period from the Deemed Date of Allotment; 5. Making listing application to stock exchange in 3(three) trading days from the Closure of Issue of Debentures and seeking listing permission in 3(three) trading days from the Closure of Issue of Debentures in pursuance of SEBI Debt Regulations/Circulars. In case of delay in listing of securities issued on privately placement basis beyond the timelines specified above, the issuer shall: (i) pay penal interest of 1% p.a. over the coupon rate for the period of delay to the investor (i.e., from date of allotment to the date of listing); and (ii) be permitted to utilize the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from Stock Exchange. 6. Submission of Debenture Trust Deed with BSE within specified period for uploading on its website. <p>Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Key Information Document.</p> |
| Additional covenants | <ol style="list-style-type: none"> 1. In case of <i>delay in execution of Trust deed</i>, HUDCO will refund the subscription with agreed rate of interest or pay penal interest of 2% p.a. over the coupon rate till these conditions are complied with at the option of investor; 2. In case of <i>default in payment of interest and/or principal redemption</i> on the due dates, additional rate of interest of 2% p.a. over the coupon rate will be payable by HUDCO for the defaulting period; 3. <i>Listing</i>: The issuer shall complete all the formalities and seek listing permission within stipulated time. In case of delay in listing of the debt securities beyond specified timelines, the Company shall pay penal interest of at least 1% over the coupon rate for the period of delay to the investor (i.e., from the date of allotment to the date of listing) and shall be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from Stock Exchange(s); and 4. If the company is not able to allot the securities within the prescribed timelines, it shall pay the additional interest as per the rates prescribed in law and will comply with applicable regulatory requirements, if any, with respect to such delay. |
| Events of Default (including manner of voting/ conditions of joining Inter Creditor Agreement) | In case of Event of Default please refer to Page No. 156 to 159. |
| Remedies (on Event of Default) | All covenants to the issue are mentioned in Schedule I in Page No.150. |
| Creation of Recovery Expense Fund | HUDCO has already created a recovery expense fund with BSE Ltd. In the form of Bank guarantee since February 5, 2021, which |

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| | was further renewed on February 5, 2024, issued by ICICI Bank Ltd and maintaining the same. |
| Conditions for breach of covenants (as specified in the Debenture Trust Deed) | Subject to applicable law, in case any event of default happens, the trustee shall have the following rights: 1. to appoint a nominee director as per the SEBI (Debenture Trustee) Regulations, 1993 on the board of directors of the Company 2. initiate action under Insolvency and Bankruptcy Code, 2016 (wherever applicable) 3. levy default interest at the rate of 2% per annum on overdue amounts 4. exercise such other rights as the Trustee may deem fit under Applicable Law 5. In the event of default, Issuer and Debenture Trustee to call for meeting of Denture holders upon breach of covenants |
| Cross Default | N.A. |
| Role & Responsibilities of Debenture Trustee | In case of Roles and Responsibility of Debenture Trustee Please refer to Page No. 144 to 148. |
| Risk Factors pertaining to the issue | Mentioned at Chapter – IX of the private placement offer cum application letter i.e., “Management perception of Risk Factors”. |
| Governing law & jurisdiction | The NCDs are governed by and shall be construed in accordance with the existing Indian laws. Any dispute arising thereof shall be subject to the jurisdiction of courts of New Delhi. |
| Depository | NSDL & CDSL |
| Registrar & Transfer Agent | Kfin Technologies Ltd. |
| Trustees | Beacon Trusteeship Limited |
| Due Diligence certificate issued by the Debenture Trustee | The due diligence certificate issued by the Debenture Trustee dated 30 th May 2025 is attached herewith. |
| Modification of Rights | The rights, privileges, terms and conditions attached to the NCDs may be varied, modified or abrogated with the consent, in writing, of those holders of the NCDs who hold at least three fourth of the outstanding amount of the NCDs or with the sanction accorded pursuant to a special resolution passed at a meeting of the NCD Holders, provided that nothing in such consent or resolution which modifies or varies the terms and conditions of the NCDs shall be operative against the Company, if the same are not accepted by the Company, in writing. |
| Pricing Mechanism | Pricing will be decided as per the EBP Platform of NSE. |
| <p><i>@ In view of RBI/NHB directions on issuance of non-convertible debentures on private placement basis, there shall be no limit on the number of investors/ subscribers in respect of issuances with a minimum subscription of Rs. 1 crore and above. Moreover, the said directions shall not be applicable in case of ‘Tax Exempt Bonds’.</i></p> <p><i>Notes:</i></p> <p><i>(i) If the interest payment date/ redemption does not fall on a business day, then payment of interest/ principal amount shall be made in accordance with SEBI operational Circular issued by SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time. If the interest payment day does not fall on a business day, the payment of interest up to original scheduled date will be made on the following working day, however, the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. Further interest will not be paid for the extended period. If the Redemption Date (also being the last Interest Payment Date) of the Debentures falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with interest accrued on the Debentures until but excluding the date of such payment.</i></p> <p><i>It is clarified that Interest/ redemption with respect to debentures, interest/ redemption payments shall be made only on the days when the Commercial bank in Delhi are open for business.</i></p> | |

Further, in case of a leap year, if February 29 falls during the tenor of the security, then the number of days shall be reckoned as 366 days (Actual/Actual day count convention) for a whole one-year period, irrespective of whether the interest is payable annually, half yearly, quarterly or monthly etc.

- (ii) The principal and interest amount of the NCDs are unsecured.*
- (iii) If there is any change in Coupon Rate pursuant to any event then such new Coupon Rate and events which lead to such change shall be disclosed.*
- (iv) The Issuer has provided granular disclosures in Placement Memorandum, with regards to the "Object of the Issue" including the percentage of the issue proceeds earmarked for each of the "Object of the Issue" in Section VI and Section XI (Term Sheet) of the Placement Memorandum.*
- (v) Tax as applicable under the IT Act, or any other statutory modification or re-enactment thereof will be deducted at source on the interest on NCDs (both annual as well as interest payable on application money, if any).*