

No. HUDCO/Bonds/2025-26

17th April, 2025

Listing Operations 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 23rd April, 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-A 2025) aggregating up to Rs.2,500.00 crore on private placement basis as per Term Sheet enclosed.

For **Housing and Urban Development Corporation Limited.**

Shailu Bhardwaj



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

TERM SHEET-HUDCO TAXABLE NCDs SERIES-A 2025

Security Name	[*] P.A.HUDCO TAXABLE NCDs SERIES-A 2025 TENOR 7 YEARS RED DMT 23.04.2032	
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 BSE EBP Platform	
Eligible Investors/ Class of investors eligible to invest	<ul style="list-style-type: none"> a. Indian Mutual Funds registered with SEBI; b. Public Financial Institutions as defined in section 2 (72) of the Companies Act, 2013; c. Scheduled Commercial Banks; d. State Industrial Development Corporations; e. Insurance Companies registered with the Insurance Regulatory and Development Authority; f. Provident Funds, Pension Funds, Gratuity Funds and Superannuation Funds authorized to invest in the issue; 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; h. Insurance Funds set up and managed by army, navy or air force of the Union of India; i. Companies and Bodies Corporate authorized to invest in bonds/debentures; j. Co-operative Banks and Regional Rural Banks authorized to invest in bonds/debentures; k. Societies authorized to invest in bonds/debentures; l. Trusts authorized to invest in bonds/debentures; m. Foreign Institutional Investors and sub-accounts registered with SEBI or Foreign Portfolio Investors (not being an individual or family offices) and n. Statutory corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/debentures. o. Any other entity authorised to invest in these Debentures 	
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. 2,000 crore (Total issue size being Rs.2,500 crore)	
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>	
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: - 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	April 23, 2026
	Subsequent Interest payment date(s)	April 23, 2027, April 23, 2028, April 23, 2029, April 23, 2030, April 23, 2031, April 23, 2032
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	Actual/Actual 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.
Interest on application money	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 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. 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
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	7 Years
Redemption Date	23 rd April, 2032
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	23 rd April, 2032
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	23 rd April, 2025
Issue Timing	As specified on EBP
Issue / Bid Time Table	
Issue/ Bid opening date	21 st April, 2025
Issue/ Bid closing date (Bidding on NSE EBP Platform)	21 st April, 2025
Pay – in – dates	On T+2 day i.e 23 rd April, 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 Indian Clearing Corporation 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 BSE Bond – EBP Platform while placing the bids and into the relevant designated bank account. In case of mismatch in the bank account details between BSE 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 BSE. Successful bidders should do the funds pay-in to the bank accounts of the Indian Clearing Corporation 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 April 23, 2026 and the interest will be payable from and including, the Deemed Date of Allotment (i.e., April 23, 2025) up to, but excluding the first Interest Payment Date (i.e., April 23, 2026).</p> <p>(ii) The <u>second Interest Payment Date</u> shall be April 23, 2027 and second interest will be payable from and including April 23, 2026 up to, but excluding the relevant Interest Payment Date (i.e., April 23, 2027).</p>

	<p>(iii) The <u>third Interest Payment Date</u> shall be April 23, 2028 and the interest will be payable from and including April 23, 2027 up to, but excluding the relevant Interest Payment Date (i.e., April 23, 2028).</p> <p>(iv) The <u>fourth Interest Payment Date</u> shall be April 23, 2029 and the interest will be payable from and including April 23, 2028 up to, but excluding the relevant Interest Payment Date (i.e., April 23, 2029)</p> <p>(v) The <u>fifth Interest Payment Date</u> shall be April 23, 2030 and the interest will be payable from and including April 23, 2029 up to, but excluding the relevant Interest Payment Date (i.e., April 23, 2030).</p> <p>(vi) The <u>sixth Interest Payment Date</u> shall be April 23, 2031 and the interest will be payable from and including April 23, 2030 up to, but excluding the relevant Interest Payment Date (i.e., April 23, 2031).</p> <p>(vii) The <u>final Interest Payment Date</u> shall be the respective Maturity Date (i.e., April 23, 2032) and the final interest will be payable from and including April 23, 2031 but excluding the relevant Maturity Date (April 23, 2032) and shall be paid on such Maturity Date (April 23, 2032) 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> <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</p>

	the record date.
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.149.
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	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in 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;

	<ol style="list-style-type: none"> 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. 155 to 158.
Remedies (on Event of Default)	All covenants to the issue are mentioned in Schedule I in Page No.149.
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 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. 143 to 147.
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 15.04.2025 is attached here with.
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 BSE.
<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>Notes:</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</i></p>	

immediately preceding Business Day along with interest accrued on the Debentures until but excluding the date of such payment.

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.

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).*