

Principle Terms of Issue

Issue Size	520, 8.50% Secured, Unlisted, Rated, Redeemable, Non-Convertible Debentures (“NCD’s” or “Debentures”) with a face value of Rs. 10,00,000 per debenture aggregating up to Rs. 52,00,00,000/- (Rupees Fifty-Two Crore Only)
Nature of the Instrument	8.50% Secured, Unlisted, Rated, Redeemable, Non-Convertible Debentures (“NCD’s” or “Debentures”)
Issue Price	Rs. 10,00,000 per debenture
Utilization of the Proceeds	The proceeds of the Issue will be used for general corporate purposes.
Drawdown	The amount will be drawn down fully on subscription.
Rating of the Instrument	BWR AA- (CE)
Trustee	Axis Trustee Services Limited having its registered office at Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai, Maharashtra-400025
Listing	Unlisted
Final Maturity	48 months from the deemed Date of Allotment
Principal Repayment	Bullet payment on Final Maturity Date
Repayment Premium/ Discount	Nil
Put Option	Nil
Coupon Rate	8.50% p.a.
Coupon Payment Frequency	Quarterly
Coupon Payment dates	Refer Annexure 9 - Illustrative Cash Flow
Day Count Basis	Actual days lapsed on the basis of actual days in a calendar year. 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.
Security (where applicable) (including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security)	<ul style="list-style-type: none"> • Exclusive charge by way of hypothecation of book debts of the Issuer to the extent of 1.10x of outstanding borrowing through the Debentures. Security cover of the Issuer shall be determined on the basis of the standard assets of the Issuer as defined by the National Housing Bank definitions provided for HFCs, as amended from time to time. NPAs or assets (excluding Security Receipts) other than standard assets of the Issuer to not form part of the security created. During the currency of the NCDs, if any part of the hypothecated book debt turns NPA, such assets shall be excluded and shall be topped up with other standard assets so as to maintain the Security Cover. • No restrictions on further borrowings or security creation by the Issuer under any instrument, subject to Financial Covenants (as set out in the Debenture Trust Deed) including Security Cover as stipulated in this term sheet being maintained at all times during the tenor of the Debentures. • Corporate Guarantee of DMI Finance Private Limited. DMI Finance Pvt. Ltd. will ensure that sufficient funds are available 7 days prior to the amount due to the investor.
Prepayment	Nil

Record Date	The Record Date/ Book Closure Date for the Debentures shall be 15 days prior to each Interest Payment Date and or Principal repayment Date and/or Principal repayment date and/or Early Redemption Date, if any for the purpose of actual payment during the tenure of the Debentures.
Financial and Other Covenants	Any other covenants as mutually agreed between the Issuer & the Investor(s) pursuant to specific investor term sheet.
Events of Default	As mentioned in the transaction documents executed between the issuer and the debenture trustee.
Transaction Documents	<ul style="list-style-type: none"> • Debenture Trustee Agreement • Debenture Trust Deed • Deed of Hypothecation • Disclosure Document / Information Memorandum; • Such other documents as agreed between the Issuer and the Debenture Trustee
Governing Law and Jurisdiction	The Debentures offered are subject to provisions of the Companies Act, 2013, and other Applicable Laws, terms of this Disclosure Document, Instructions contained in the Application Form. Over and above such terms and conditions, the Debentures shall also be subject to the applicable provisions of the Depositories Act 1996 and the laws as applicable, guidelines, notifications and regulations relating to the allotment & issue of capital and listing of securities issued from time to time by the Government of India (GoI), Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), concerned Stock Exchange or any other authorities and other documents that may be executed in respect of the Debentures. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the Court at Delhi.