



## Annexure-A

Term Sheet for issuance of Secured Rated Unlisted Non-Convertible Debentures

Registered Office:  
Express Building, 301 Block  
9, 10, Bahadur Shah Zafar  
Majlis New Delhi-110006  
1-91-11-41361111  
1-91-11-6360000  
email: [dncl@dmifinance.com](mailto:dncl@dmifinance.com)  
CIN-A92934-NDL001C-123799

<b>Security Name</b>	This is a private placement of 10.75% 750 Secured Rated Unlisted Redeemable Non-Convertible Debentures (NCDs) having face value of Rs.10,00,000 (Rupees Ten Lacs Only) each for cash at par aggregating up to Rs.75,00,00,000/- (Rupees Seventy-Five Crores Only) to be issued by the Company in one or more tranches
<b>Issuance strictly on private placement basis only</b>	This Disclosure Document issued shall be serially numbered and circulated privately to persons not exceeding 49 and is solely for the purpose of issuance and listing of Debentures issued on private placement basis and therefore should not be construed to be a prospectus and/or an invitation to the public for subscription to Debentures issued under any law for the time being in force.
<b>Issuer</b>	DMI Finance Private Limited ('the Issuer' / 'the Company')
<b>Promoter Group</b>	As per SEBI ICDR Regulations
<b>Type of Instrument</b>	Secured Rated Unlisted Redeemable Non-Convertible Debentures (NCDs/Debentures)
<b>Nature of Instrument</b>	Secured
<b>Seniority</b>	Senior
<b>Mode of Issue</b>	Private placement to subscribers not exceeding limit as prescribed under the Companies Act, 2013
<b>Option to retain oversubscription (Amount)</b>	Not Applicable
<b>Eligible Investors</b>	Scheduled Commercial Banks; Financial Institutions; Foreign Portfolio Investors; Insurance Companies; Primary/ State/ District/ Central Co-operative Banks (subject to permission from RBI); Regional Rural Banks; Mutual Funds; Provident, Gratuity, Superannuation and Pension Funds; Companies, Bodies Corporate authorised to invest in Debentures; Trusts Any other eligible investors registered under the applicable laws in India and which are duly authorized to invest in debentures.
<b>Listing</b>	The said NCD's will not be listed on any recognized stock exchange.
<b>Rating of the Instrument</b>	BWR AA- by Brickwork Ratings India Private Limited  <i>The Issuer reserves the right to obtain an additional credit rating from any SEBI registered Credit Rating Agency for full or part of the issue size, as it may deem fit, which shall be at least equivalent to the prevailing credit rating to the issue.</i>



<b>Issue Amount</b>	Rs 75.00 Crores
<b>Promoter contribution</b>	NIL
<b>Objects of the Issue</b>	The object of the issue is to augment long-term resources of the Company. The proceeds of the Issue will be used for onward-lending in the regular course of business and other general corporate purpose.
<b>Details of the utilization of the Proceeds</b>	Please refer caption "Objects of the Issue" for details.
<b>Interest on Application Money</b>	At the Coupon rate/IRR (subject to deduction of tax at source, as applicable) from the date of realization of cheque (s)/ demand draft(s)/ RTGS upto one day prior to the Deemed Date of Allotment. Where pay-in Date and Deemed date of Allotment are the same, no interest on Application money is to be paid.
<b>Tenor</b>	13 months from the first Allotment Date.
<b>Coupon Rate</b>	10.75% per annum, accrued, compounded and payable Half Yearly
<b>Coupon Payment Frequency</b>	Half Yearly
<b>Coupon Payment dates</b>	Last Business Day of every calendar Half Yearly
<b>Coupon Type</b>	Fixed
<b>Step Up/Step Down Coupon Rate</b>	Not Applicable
<b>Day Count Basis</b>	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.
<b>Redemption Amount</b>	Rs.10,00,000/- (Rupees Ten Lacs only) per Debenture
<b>Redemption Date</b>	On or prior to 13 months from the first Allotment Date
<b>Redemption Premium on Maturity/Redemption Discount</b>	NIL
<b>Issue Price</b>	Rs.10,00,000/- (Rupees Ten Lacs only) per Debenture
<b>Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).</b>	Not Applicable
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	Debentures will be issued at par without any discount.
<b>Put Option date</b>	Not Applicable
<b>Put Option price</b>	
<b>Put Option Premium</b>	
<b>Call Option date</b>	The Company shall be entitled to prepay the Debentures or part thereof at any time after expiry of 90 days from the Allotment Date, without any prepayment premium.
<b>Call option price</b>	
<b>Call Option Premium</b>	
<b>Put Notification Time</b>	Not Applicable
<b>Call Notification Time</b>	As detailed above
<b>Face Value</b>	Rs.10,00,000/- (Rupees Ten Lacs only) per Debenture
<b>Minimum Application</b>	Minimum of 10 debenture and in multiples of 1 thereafter





<b>Issuance mode of the Instrument</b>	Demat only
<b>Trading mode of the Instrument</b>	Demat only
<b>Settlement mode of the Instrument</b>	By cheque(s)/ demand draft(s)/ e-payment or any other mode which is permissible as per Stock Exchange settlement mechanism.
<b>Depository</b>	National Securities Depository Limited.
<b>Business Day</b>	It shall mean a day (other than Saturday or Sunday or a bank holiday) on which banks are normally open for business in New Delhi and Mumbai.
<b>Record Date</b>	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 Early Redemption Date, if any for the purposes of actual payment or as may be prescribed by the Securities and Exchange Board of India ("SEBI") during the tenure of the Debentures.
<b>Security</b>	Exclusive charge on the specific standard asset portfolio of receivables of the Company with a minimum asset cover of 1.10 times to be maintained during the tenor of the Debentures.
<b>Other Covenants</b>	Any other covenants as mutually agreed between the Issuer & the Investor(s) pursuant to specific investor term sheet.
<b>Transaction Documents</b>	<p>A. DOCUMENTS</p> <ul style="list-style-type: none"> <li>▪ <i>Debenture Trust Deed</i></li> <li>▪ <i>Information Memorandum/Disclosure document</i></li> <li>▪ <i>Deed of hypothecation</i></li> <li>▪ <i>Credit rating letter</i></li> <li>▪ <i>Consent letter from trustee</i></li> <li>▪ <i>And any other document that may be designated as the transaction document by the Debenture Trustee.</i></li> </ul>
<b>Conditions Precedent to Disbursement</b>	<ul style="list-style-type: none"> <li>▪ <i>Authority from Board of Directors and Shareholders to issue debentures;</i></li> <li>▪ <i>Credit Rating Letters</i></li> <li>▪ <i>Trustee Consent</i></li> <li>▪ <i>Any other condition precedent as may be provided in the Debenture Trust Deed</i></li> </ul>
<b>Provisions related to Cross Default Clause</b>	Not Applicable
<b>Name of the Debenture Trustee</b>	Axis Trustee Services Limited
<b>Role and Responsibilities of Debenture Trustee</b>	As provided in the Debenture Trust Deed
<b>Governing Law and Jurisdiction</b>	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 and other terms and conditions as may be incorporated in the Debenture Trustee Agreement and the Debenture Trust Deed. 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





DMI FINANCE PRIVATE LIMITED

	(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 jurisdiction of such courts/tribunal as mentioned in the Debenture Trust Deed.
<b>Issue Timing</b>	
<b>1. Issue Opening Date</b>	November 22, 2018
<b>2. Issue Closing Date</b>	November 27, 2018
<b>3. Pay-in Date</b>	November 27, 2018
<b>4. Deemed Date of Allotment</b>	November 27, 2018

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