DMI FINANCE

LETTER OF OFFER
ISSUE OF COMMERCIAL PAPER (CP)

PART I

Issuer Details	DMI Finance Private Limited
Name and Address of Issuer	DMI Finance Private Limited Express Building, 3rd Floor 9-10, Bahadur Shah Zafar Marg, Central Delhi, New Delhi, Delhi, India, 110002
Line of Business	Non-banking Financial Company
Chief Executive (Managing Director / President / CEO / CFO / Top Most Executive)	1) Mr. Shivashish Chatterjee-Managing Director 2) Mr. Arindam Das-Chief Executive Officer 3) Mr. Pratik Adatia-Chief Financial Officer
Group Affiliation (If Any)	See table below

Group Affiliation (If Any):

Name of the group company	**Relation with the Issuer / Company**
DMI Limited	Holding Company
DMI Capital Pvt. Ltd	Subsidiary Company
Ampverse DMI Pvt. Ltd	Joint Venture Company
Appnit Technologies Pvt. Ltd.	Subsidiary Company
Glimmer Technologies Pvt. Ltd.	Subsidiary Company
DMI Strategic Advisors Pvt Ltd	Subsidiary Company
DMI Housing Finance Pvt Ltd	Group Company
DMI Management Services Pvt Ltd	Group Company
DMI Alternatives Pvt Ltd	Group Company

PART II

Issue Details	Issuance of 5,000 (Five Thousand) listed, rated, unsecured and unguaranteed Commercial Papers	
ISIN	INE604O14155	
Proposed Date of Issue	July 21, 2026	
Amount (Rs.)	Aggregate amount of INR 250,00,00,000	
Tenor and Date of Maturity	323 days and June 09, 2027	
Proposed to be Listed / Unlisted	Proposed to be Listed	
End Use of CP / NCD proposed (specific details)	Working capital requirements, administrative expenses, and creation of assets	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating - 1	Credit Rating - 2
Credit Rating Issuer	ICRA Limited	-
Rating	[ICRA]A1+	-
Date of Rating	July 13, 2026	-
Validity for issuance	3 Months	-
Validity period for rating	1 Year	-
For Amount (Rs.)	1100 Cr	-

Conditions (If Any)	None	-
Long term credit rating obtains by the Issuer	[ICRA]AA (Stable)	
Unaccepted Credit Rating assigned to the Issuer	NA	
Issuing and Paying Agent Details (Name and Address)	Federal Bank Limited, 15th Floor, VIOS Towers, New Cuff Parade, Sewri - Chembur Road, Mumbai - 400037	
Debenture Trustee Details (Name and Address) (In case of NCD)	NA	
Credit Enhancement Details (If any)	None	
Description of Instrument	Commercial Paper	
Amount (INR)	INR 2,50,00,00,000 (Indian Rupees Two Hundred Fifty Crores)	
In Favor of	**Name of the Investor**	**Amount (in INR)**
	LTM Limited	1,00,00,00,000/-
	Larsen & Toubro Limited	1,50,00,00,000/-
Name and Address of the Guarantor	NA	
Net worth of the Guarantor (Rs. In Lacs)	NA	
Extent of The Guarantee Offered by the Guarantor for the Issue	NA	
Conditions under which the guarantee will be invoked	NA	
Trustee Details (Name and Address)	NA	
Whether guarantor is a group entity	NA	
If yes,		
Names of Companies to Which Guarantor Has Issued similar guarantees,		

Name	Extent of Guarantee	Conditions Under Which the guarantee will be invoked
1 NIL		
2		
3		
In case of NCD		

PART III

A. Issuer Financial Details

CP/NCD Borrowing	Issuer is authorized to issue Commercial Papers from time-to-time up to an aggregate amount of up to Rs. 3,000 Crores (Indian Rupees Three Thousand Crore only) per Financial Year, within the overall borrowing limit of the Company for the financial year 2026-27 as approved by the shareholders of the Company in the Extraordinary General Meeting held on March 30, 2026.
Date of Board Resolution	May 16, 2024

Limit approved by Board	Rs. 3,000 Crores per Financial Year
Limit as per CRA	Rs. 1,100 Crores
Limit Approved by Regulator concerned (if applicable)	Not applicable

B. Details of CP / NCD and other Debt Instruments outstanding date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date): Annexure-I

C. Fund-based facilities from banks/Financial institutions, if any: Annexure-II

D. Shareholding Details of Promoters / Details of share Pledged

DMI Limited, Promoter of the Company, holds 67.00% of paid up equity share capital of the Company as on June 30, 2026. Further, none of the equity shares of the Company held by the promoter are pledged..

E. Financial Summary: The details of the Company are as follows as on March 31, 2026:

(INR in Crores)

Particulars	Current Year (March 26)	Year 1 (as on March 25)	Year 2 (as on March 24)	Year 3 (as on March 23)
Equity	742.63	742.63	742.49	656.78
Net worth	6,975.57	6,853.20	6,815.93	4,206.12
Investment in Subsidiaries/Affiliates	265.63	240.28	107.18	87.76
Total Debt Outstanding	2,511.90	4,393.15	6,837.14	4,072.64
Gross Income	1,736.98	3,114.21	2,668.73	1,656.51
Operating Profit (PBITD)	431.44	727.13	1,045.99	750.54
Gross Profit (PBTD)	157.50	23.52	559.25	448.68
Net Profit (Post Tax)	106.56	5.31	416.64	324.02
Audit Qualifications (If Any)	Unqualified Opinion	Unqualified Opinion	Unqualified Opinion	Unqualified Opinion

Note: If the issuer has not been in existence for three years, the information of the issuer for the period such information is available shall be disclosed.

F. **Details of Statutory auditor and changes thereof in the last three financial year**

Details of Statutory auditor

NAME OF THE AUDITOR	ADDRESS	DATE OF APPOINTMENT
M/s. Nangia & Co LLP bearing peer review certificate no.: 016750	4th floor, Iconic Tower, Urmi Estate, Ganpat Roa Kadam Marg, Lower Parel - 400013, India	September 19, 2024

DMI FINANCE

Changes in Statutory Auditor in the last three financial year

NAME OF THE AUDITOR	ADDRESS	DATE OF APPOINTMENT	DATE OF CESSATION	DATE OF RESIGNATION, IF APPLICABLE
S. N. Dhawan & Co LLP	421, II Floor, Udyog Vihar Phase IV, Gurugram, Haryana-12 2016	-	September 19, 2024	-
M/s. Nangia and Co. LLP, Chartered Accountants	4th Floor, Iconic Tower, Urmi Estate, 95 Ganpatrao Kadam Marg, Lower Parel (West), Mumbai - 400013	September 19, 2024	-	-

G. **Details of default of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year:** NIL

H. **Details of Any other material event / development having implications for the financials/ credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision.**- NIL

I. Material Litigation, If Any: NIL

J Regulatory Strictures/ Regulatory Actions, If Any:

The details of the regulatory strictures/ regulatory actions of the Company issued during the last 5 financial years are as follows:

Financial Year	Details of regulatory strictures/ regulatory actions imposed on the Company
FY 25-26	There were no regulatory strictures/ Regulatory Actions imposed on the Company.
FY 24-25	The following regulatory strictures/ regulatory actions were imposed on the Company during financial year 2024-25: 1. During the year under review, the Company received an order dated October 17, 2024, from the RBI under section 45L(1)(b) of the Reserve Bank of India Act, 1934. This order directed the Company to cease and desist sanction or disbursements of loan with effect from October 21, 2024, until the specific issues outlined in the order are adequately addressed and the identified deficiencies are resolved to the satisfaction of the RBI. RBI vide letter dated January 08, 2025 lifted the cease and desist order following the submission of the Company's remediation steps. 2. Fine amounting INR 75,520/- (inclusive applicable taxes) cumulatively was levied by BSE Limited vide communications dated May 30, 2024 and August 29, 2024 for non-appointment of a qualified company secretary as the compliance officer as required under Regulation 6(1) of the SEBI Listing Regulations. 3. Fine amounting INR 11,800/- (inclusive applicable taxes) was imposed by BSE Limited on July 1, 2024 for delay in submission of the notice of

	Record Date as required to be submitted under Regulation 60 (2) of the SEBI Listing Regulations. 4. Fine amounting INR 56,640/- (inclusive applicable taxes) was imposed by BSE Limited on May 03, 2024 for non-Compliance with respect to the requirement of the Para 8.4 of Chapter XVII of SEBI circular dated August 10, 2021 w.r.t. the intimation of fulfilment of the payment obligation.
FY 23-24	The following regulatory strictures/ regulatory actions were imposed on the Company during financial year 2023-24: 1. A Late Submission Fee (LSF) of Rs. 9,000 was imposed by the Reserve Bank of India under Regulation 5 FEMA (Non-Debt) Regulation 2019 on April 21, 2023. 2. A Late Submission Fee (LSF) of Rs. 15,700 was imposed by the Reserve Bank of India under Regulation 5 FEMA (Non-Debt) Regulation 2019 on November 3, 2023. 3. A Late Submission Fee (LSF) of Rs. 8,500 was imposed by the Reserve Bank of India under Regulation 5 FEMA (Non-Debt) Regulation 2019 on February 16, 2024. 4. A Late Submission Fee (LSF) of Rs. 10,300 was imposed by the Reserve Bank of India under Regulation 5 FEMA (Non-Debt) Regulation 2019 on March 12, 2024. 5. A Late Submission Fee (LSF) of Rs. 10,300 was imposed by the Reserve Bank of India under Regulation 5 FEMA (Non-Debt) Regulation 2019 on March 21, 2024.
FY 22-23	The following regulatory strictures/ regulatory actions were imposed on the Company during financial year 2022-23: 1. The Stock Exchange (BSE Limited) imposed a penalty of Rs. 12,980 under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended June 30, 2021. 2. A Late Submission Fee (LSF) of Rs. 31,165 was imposed by the Reserve Bank of India under Regulation 5 FEMA (Non-Debt) Regulation 2019 on June 9, 2022 3. A Late Submission Fee (LSF) of Rs. 5,444 was imposed by the Reserve Bank of India under Regulation 5 FEMA (Non-Debt) Regulation 2019 on May 10, 2022 4. A Late Submission Fee (LSF) of Rs. 40,000 was imposed by the Reserve Bank of India under Regulation 5 FEMA (Non-Debt) Regulation 2019 on July 12, 2022 5. The Stock Exchange (BSE Limited) imposed a penalty of Rs. 5,64,040 under Regulation 54 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended June 30, 2021
FY 21-22	There were no regulatory strictures/ regulatory actions imposed on the Company.

DMI FINANCE

K. **An issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:** The details as on March 31, 2026 are as follows:

Category	Up to 30/31 days	>1 month – 2 months	>2 months –3 months	>3 months – 6 months	>6 months – 1 year	> 1 year – 3 years	>3 years – 5 years	>5 years	Total
Deposit	-	-	-	-	-	-	-	-	-
Advances	656.07	503.17	482.61	1,280.99	1,728.12	2,481.47	410.85	142.23	**7,685.51**
Investments	44.91	63.16	61.69	135.35	111.13	195.88	-	307.91	**920.03**
Borrowings	77.61	79.33	166.75	580.62	965.94	641.64	-	-	**2,511.89**
Foreign Currency Assets (FCA)	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities (FCL)	0.37	-	-	-	-	-	-	-	**0.37**

For DMI Finance Private Limited

Name: Pratik Adatia

Designation: Chief Financial Officer

Date: July 20, 2026

DMI FINANCE PVT. LTD. NEW DELHI

DMI Finance Pvt. Ltd.
Express Building, 3rd Floor,
9-10 Bahadur Shah Zafar Marg, New Delhi - 110002
T: +91 11 41204444, +91 11 41204000 E: dmi@dmifinance.in
CIN No. - U64990DL2008PTC182749 | www.dmifinance.in

DMI FINANCE

Annexure I

DETAILS OF OTHER DEBT INSTRUMENTS OUTSTANDING as on June' 26

Rs. in Crore

ISIN	Facility	Secured / Unsecured	Date of Allotment/ Availment	Date of Maturity	Sanctioned Amount	O/s Amt	Name of Debenture Trustee
INE604O07183	NCD	Secured	21-Oct-22	24-Jul-26	50.00	10.00	"Axis trustee services limited"
INE604O08132	NCD	Unsecured	28-Nov-23	12-Mar-27	464.00	435.00	
INE604O08140	NCD	Unsecured	24-Jan-24	04-Jun-27	13.40	13.40	
INE604O08157	NCD	Unsecured	12-Mar-24	18-Apr-27	56.17	56.17	
INE604O08165	NCD	Unsecured	04-Jun-24	04-Feb-27	80.00	80.00	
Grand Total					663.57	594.57	

Pass Through Certificates (PTC) details as on June'26

Rs. in Crore

ISIN	Facility	Secured / Unsecured	Date of Allotment/ Availment	Date of Maturity (Investor Portion)	Pay In Amount	O/s Amt
INE13OZ15010	Securitization	Assets Securitized	30-Aug-24	25-Jul-26	88.13	0.08
INE1SYA15010	Securitization	Assets Securitized	21-Mar-25	20-Nov-26	199.89	23.76
INE2SFQ15013	Securitization	Assets Securitized	27-Feb-26	20-Oct-27	246.24	180.41
INE2TLY15013	Securitization	Assets Securitized	25-Mar-26	25-Oct-27	127.42	103.09
INE2UE315011	Securitization	Assets Securitized	27-Mar-26	20-Feb-28	122.57	101.96
INE2VT315013 INE2VT315021 INE2VT315039 INE2VT315047	Securitization	Assets Securitized	11-May-25	25-Jun-28	67.89	61.59
INE2WZX15019	Securitization	Assets Securitized	19-Jun-26	25-Dec-27	113.09	113.09
INE2XLA15015	Securitization	Assets Securitized	25-Jun-26	20-Dec-28	111.44	111.44
	Total				1,076.66	695.42

DMI FINANCE PVT. LTD. NEW DELHI

DMI Finance Pvt. Ltd.
Express Building, 3rd Floor,
9-10 Bahadur Shah Zafar Marg, New Delhi - 110002
T: +91 11 41204444, +91 11 41204000 E: dmi@dmifinance.in
CIN No. - U64990DL2008PTC182749 | www.dmifinance.in

DMI FINANCE

Annexure II						
BANK FUND BASED FACILITIES FROM BANKS/FINANCIAL INSTITUTIONS, IF ANY						
DMI Finance Pvt. Ltd.						
Borrowing Profile as on June' 2026						
			Rs. In Crores			
S.No.	**Name of the Bank/FI(s)**	**Facility**	**Sanctioned Amount**	**Outstanding**	**Asset Classification**	**Security**
1	Bank of Maharashtra-5	Term Loan	100.00	100.00	Standard	125.0%
2	IndusInd Bank-4	Term Loan	300.00	12.46	Standard	125.0%
3	IndusInd Bank-5	Term Loan	200.00	199.94	Standard	125.0%
4	South Indian Bank TL-3	Term Loan	100.00	99.95	Standard	125.0%
5	Indian Bank-4	Term Loan	50.00	6.35	Standard	125.0%
6	CSB-3	Term Loan	50.00	18.48	Standard	125.0%
7	CSB TL -4	Term Loan	50.00	45.72	Standard	125.0%
8	CSB TL -5	Term Loan	25.00	24.99	Standard	125.0%
9	State Bank of India -3	Term Loan	200.00	26.98	Standard	125.0%
10	Kotak Mahindra Bank-7	Term Loan	200.00	12.50	Standard	125.0%
11	Kotak Mahindra Bank-8	Term Loan		95.83	Standard	125.0%
12	Federal Bank TL-3	Term Loan	50.00	47.90	Standard	125.0%
13	Federal Bank TL-4	Term Loan	50.00	50.00	Standard	125.0%
14	State Bank of India -4	Term Loan	750.00	252.34	Standard	125.0%
15	Bajaj Finance Limited TL-1	Term Loan	100.00	13.89	Standard	125.0%
16	Bajaj Finance Limited TL-2	Term Loan	100.00	16.16	Standard	125.0%
17	Bajaj Finance Limited TL-3	Term Loan	100.00	97.22	Standard	125.0%
18	Poonawalla Fincorp Ltd TL-1	Term Loan	50.00	10.83	Standard	110.0%
19	Poonawalla Fincorp Ltd TL-3	Term Loan	100.00	92.32	Standard	125.0%
20	Bank of India TL-1	Term Loan	100.00	5.45	Standard	125.0%
21	Bandhan Bank - TL 1	Term Loan	100.00	100.73	Standard	125.0%
22	DCB - TL 2	Term Loan	100.00	89.89	Standard	125.0%
23	RBL - TL-2	Term Loan	100.00	100.00	Standard	125.0%
24	Utkarsh Bank TL-3	Term Loan	40.00	35.00	Standard	125.0%
25	Aditya Birla Capital Limited TL-1	Term Loan	100.00	100.00	Standard	125.0%
26	Suryoday Small Finance Bank TL-1	Term Loan	50.00	50.00	Standard	125.0%
27	MUFG	WCDL	630.00	300.00	Standard	125.00%
28	MUFG - STL-2	WCDL		330.00	Standard	125.00%
29	Kotak Bank- WCDL	WCDL	240.00	-	Not Applicable	FD Backed
30	Kotak Mahindra Bank - IDL	IDL	10.00	-	Not Applicable	Unsecured
31	Kotak Mahindra Bank - CC	CC	5.00	-	Standard	125%
32	Kotak Mahindra Bank - OD	OD FD	160.00	-	Not Applicable	FD Backed
33	IndusInd Bank - CC	CC	25.00	24.99	Standard	125%
34	State Bank of India - OD	OD FD	0.50	-	Not Applicable	FD Backed
35	Bank of Baroda OD-1	OD-1 FD-1	1.00	-	Not Applicable	FD Backed
36	Bank of Baroda OD-2	OD-2 FD-2	1.00	-	Not Applicable	FD Backed
37	IndusInd Bank - ODFD	ODFD	250.00	-	Not Applicable	FD Backed
38	South Indian Bank CC/WCL	CC/WCL	10.00	10.00	Standard	125%
39	DCB Bank CC	CC	1.00	-	Standard	125%
	Total		4,498.50	2,369.92		

DMI FINANCE PVT. LTD.
NEW DELHI

DMI Finance Pvt. Ltd.
Express Building, 3rd Floor,
9-10 Bahadur Shah Zafar Marg, New Delhi - 110002
T: +91 11 41204444, +91 11 41204000 E: dmi@dmifinance.in
CIN No. - U64990DL2008PTC182749 | www.dmifinance.in