

TERMS SHEET FOR THE DEBENTURES

Security Name	John Deere Financial India Private Limited due 2020
Issuer	John Deere Financial India Private Limited
Type of Instrument	Non-Convertible Debentures
Nature of Instrument	Rated Unsecured Unlisted Redeemable Non-Convertible Debentures ("Debentures")
Mode of Issue	Private placement
Listing	The Debentures will be unlisted.
Rating of Instrument	"Crisil AAA" by Crisil Limited
Issue Size	Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only).
Option to retain oversubscription	N.A.
Objects of the Issue	The proceeds of the Issue will be used for the general corporate purposes of the Issuer including on-going business requirements of the Company towards onward lending and meeting of the expenses of the present Issue.
Details of the utilisation of the Proceeds	The proceeds will be utilised for the objects of the Issue summarized above.
Coupon Rate	9.30%
Coupon Payment Frequency	Annual
Coupon Payment Dates	1 <sup>st</sup> Coupon - 27 <sup>th</sup> March 2020; 2 <sup>nd</sup> Coupon - 25 <sup>th</sup> September 2020
Coupon Period	The period of one year commencing from the Deemed Date of Allotment; the last Coupon Period shall commence from the first Coupon Payment Date until the Maturity Date.
Coupon Type	Fixed.
Day Count Basis	Actual/Actual
Interest on Application Money	As the Pay-In Date and the Deemed Date of Allotment fall on the same date, interest on application money shall not be applicable. Further, no interest on application money will be payable in case the Issue is withdrawn by the Issuer.
Default Interest Rate	All monies due in respect of the Debentures shall, in case the same be not paid on the respective due dates, carry further interest at the rate of 2% (Two Percent) per annum, which shall be paid over and above the Coupon for the period during which such default continues.
Tenor	1 Year 5 Months and 29 Days from the Deemed Date of Allotment
Redemption Date	25 <sup>th</sup> September 2020 (bullet repayment)
Redemption Amount	Rs.10,00,000/- (Rs. Ten Lakh Only) per Debenture on the Redemption Date plus accrued Coupon if any.
Premium/ Discount	N.A.
Issue Price	Rs. 10,00,000/- (Rs. Ten Lakh Only) per Debenture
Discount at which security is issued and the effective yield as a result of such discount	N.A.
Put Date	N.A.
Put Price	N.A.
Call Date	N.A.
Call Price	N.A.
Put Notification Time	N.A.
Call Notification Time	N.A.
Face Value	Rs. 10,00,000/- (Rs. Ten Lakh Only) per Debenture
Minimum Application size and multiples thereafter	10 (Ten) Debentures and in multiples of 1 (One) Debenture thereafter

Issue Timing	Issue Opening Date: 28 <sup>th</sup> March 2019 Issue Closing Date: 28 <sup>th</sup> March 2019 Pay-in Dates: 28 <sup>th</sup> March 2019 Deemed Date of Allotment: 28 <sup>th</sup> March 2019 All documentation including, but not limited to, the Private Placement Offer Letter-cum-application form (Form PAS-4), credit rating agency's letter, appointment of Debenture Trustees to be completed and made available to the Arrangers 1 (One) business day prior to the Issue Opening Date.
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	RTGS/NEFT or such other mode as may be determined by the Company
Depositories	NSDL
Business Days	Any day of the week (excluding Saturdays, Sundays and any day which is a public holiday for the purpose of Section 25 of the Negotiable Instruments Act, 1881 (26 of 1881)) on which banks are normally open for business in Mumbai and Pune and "Business Days" shall be construed accordingly.
Business Day Convention	In case any interest payment falls on a day which is not a Business Day, then the payment to be made on such interest payment date shall be made on the next Business Day. However, the interest amount to be paid and the dates for calculation of interest will not be adjusted for such change in dates due to the holiday. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday. In case any principal payment falls on a day which is not a Business Day, then such repayment (including interest payment) will be made on the preceding Business Day.
Record Date	In relation to any Due Date, the day falling 15 (Fifteen) Days prior to such Due Date. It is clarified that the Record Date shall be determined by excluding the relevant Due Date and including the 15th Day prior to the Due Date. To illustrate, if the relevant Due Date is on the 20th of a month, the Record Date would be on the 5th of that month. In addition, it is clarified that the Record Date will always be determined with reference to the original Due Date irrespective of whether the original Due Date falls on a Business Day or not.
Security	Unsecured
Transaction Documents	As mentioned in the Debenture Trust Deed
Conditions Precedent to Disbursement	As customary for transaction of a similar nature and size including (i)Receipt of credit rating; (ii)Consent letter from the Debenture Trustee; (iii)Execution of the Transaction Documents; (iv)Passing of relevant board and shareholder resolutions required under Applicable Law.
Conditions Subsequent to Disbursement	As customary for transaction of a similar nature and size including, filing of the relevant documents <i>inter alia</i> Private Placement Offer Letter-cum-application form and return of allotment with the ROC within the timelines specified under the rules under the Companies Act, 2013.
Coupon Step Up	A coupon step up of 0.25% per annum for each rating notch downgrade of the Debentures and / or the Issuer from initial rating level post issuance. In case of multiple ratings, the lowest rating from all rating agencies to be considered. Rating downgrade to AA- or below or assignment of "ISSUER NOT

	<i>COOPERATING</i> by any credit rating agency, or non-maintenance of Minimum Tier I Capital Adequacy Ratio (CAR) throughout the tenor of the Debentures to lead to accelerated redemption of the Debentures, at the option of the Debenture holders, within a period of 30 days from the Debenture holder's notice.
Events of Default	As mentioned in the Debenture Trust Deed
Provisions related to Cross Default Clause	N.A.
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders in accordance with the Debenture Trust Deed
Covenants	<p>As mentioned in the Debenture Trust Deed, including</p> <ul style="list-style-type: none"> <li>• No change of Control of the Issuer.</li> <li>• Minimum shareholding of 51% in the Issuer by John Deere India (JDI)</li> <li>• "John Deere" to continue to be part of the name of the Issuer</li> <li>• JDI to remain majority owned and controlled by Deere &amp; Company</li> </ul> <p>Any of the above mentioned covenants, to trigger an accelerated redemption of the Debentures, at the option of the Debenture holders, within a period of 30 days from the debenture holder notice.</p>
Financial Covenants	<p>Minimum Tier I Capital Adequacy Ratio (CAR) of 14%, throughout the tenor of the Debentures.</p> <p>Breach of the same to lead to accelerated redemption of the Debentures.</p>
Representation and warranties	As mentioned in the Debenture Trust Deed
Illustration of Bond Cashflows	Refer to the Annexure
Governing Law	Indian law.

#### Annexure: Illustration of Bond Cashflows

Tranche	Pay-in Date	Pay-in Amount (INR)	Coupon	Coupon Dates	Coupon Payment Dates	No. of Coupon Days	Actual days	Coupon Amount (INR)
Principal	28-Mar-19	3,000,000,000	1st Coupon	27-Mar-20	27-Mar-20	366	366	279,000,000
Tranche	Pay-out Date	Pay-out Amount (INR)	2nd Coupon	25-Sep-20	25-Sep-20	181	366	137,975,410
Principal	25-Sep-20	3,000,000,000		Total Coupon				416,975,410

\*In case any of the date falls on a holiday, the Business Day Convention as mentioned in the term sheet will be followed.