

Daimler Financial Services India Pvt. Ltd.

## ANNEXURE I: TERM SHEET

Issuer	Daimler Financial Services India Private Ltd
The Debentures	Rated, Unsecured, Unlisted, Redeemable Non-Convertible Debentures (the "Debentures")
Lead Arranger	HDFC Bank Limited
Issue Size	INR 500 (Five Hundred) crores
Mode of Placement	Private Placement to Eligible Investors
Rating	IND AAA by India Ratings and Research Private Limited
Face Value	Rs.10,00,000/- (Rupees Ten Lakh only) per Debenture
Maturity Date	12 (Twelve) months and 363 (Three Hundred and Sixty Three) days from the Deemed Date of Allotment
Redemption	Bullet at the Maturity Date
Coupon	8.20% (Eight decimal point Two Zero percent) per annum
Coupon frequency	Annual
Coupon Type	Fixed
Coupon Calculation	Actual / Actual When the interest calculation period includes February 29, interest shall be on 366 days a year basis
Timing	Issue Opening Date: November 04, 2016 Issue Closing Date: November 04, 2016 Pay in Date: November 04, 2016 Deemed Date of Allotment: November 04, 2016
Eligible Investors	For the purposes of the Transaction Documents, an Eligible Investor shall be a person who meets all of the following requirements:
	<ol style="list-style-type: none"> <li>1. Is a person who is permitted to subscribe to/ purchase the Debentures under Applicable Law;</li> <li>2. Is a person who is a resident of India under the terms of the Income Tax Act, 1961 as well as the Foreign Exchange Management Act, 1999; and</li> <li>3. Is a person who is not a 'U.S. Person' as defined in Regulation S of the US Securities Act of 1933, as may be amended from time to time.</li> </ol>
Objects of the Issue	The proceeds of the Issue will be used for the general corporate purposes of the Issuer including meeting of the expenses of the present Issue. Further, please refer to Section 6.20 of the Information Memorandum.



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Details of utilization of the Proceeds	The proceeds will be utilized for the objects of the issue summarized above. Daimler Financial Services India Pvt. Ltd.
Default Interest Rate	1% (One Percent) pa
Redemption Premium / Discount	None
Call/Put options	Not Applicable
Minimum Application	50 (Fifty) Debentures (Rs. 5,00,00,000/-) & in multiples of 10 (Ten) Debentures (Rs. 1,00,00,000/-) thereafter
Business Day Convention	In case any Due Date falls on a day which is not a Business Day, then the payment to be made on such Due Date shall be made on the next Business Day, except where such next Business Day falls in a different calendar month, in which case the payment to be made on the aforesaid Due Date shall be made on the immediately preceding Business Day.
Record Date	15 (Fifteen) Business Days prior to each Coupon Payment / Redemption Date.
Transaction Documents	<ol style="list-style-type: none"> <li>1. Debenture Trust Deed</li> <li>2. Debenture Trustee Agreement</li> <li>3. Information Memorandum and Private Placement</li> <li>4. Such other documents as agreed between the Issuer and the Debenture Trustee</li> </ol>
Conditions Precedent to Disbursement	<ol style="list-style-type: none"> <li>1. Receipt of credit rating;</li> <li>2. Consent letter from the Debenture Trustee;</li> <li>3. Execution of the Transaction Documents;</li> <li>4. Passing of relevant board and shareholder resolutions required under applicable law.</li> </ol>
Events of Defaults	Please refer to Section 7.4 of the Information Memorandum
Tax	Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS Exemption / lower rate of TDS, relevant certificate / document must be lodged by the debenture holders at the office of registrar and transfer agent at least 15 (Fifteen) calendar days before the relevant payment becoming due. Tax exemption certificate in respect of non- deduction of tax at source on interest on application money, should be submitted along with the Application Form to the satisfaction of the Issuer. The prospective investor is advised to consult his tax advisor before investing in the Debentures to be issued by the Issuer.
Governing Law and Jurisdiction	Any dispute relating to the Debentures shall be resolved by a sole arbitrator to be mutually nominated by the Issuer and the Debenture Trustee. The arbitration proceedings shall be carried out in accordance with the Arbitration and Conciliation Act, 1996, as may be amended, or its re-enactment, and the place of arbitration shall be Chennai. Subject to the aforesaid, for all matters for which the courts of law would have jurisdiction, the courts of law at Chennai shall have exclusive jurisdiction.

