



To Whom So Ever Concern

This is to certify that Welspun Renewables Energy Private Limited (WREPL) is developing 126 MW Wind Power Project in Pratapgarh district of Rajasthan.

Welspun Renewables Energy Private Limited (WREPL) through its 100% subsidiary Welspun Energy Rajasthan Private Limited (WERPL) has availed a term loan facility from consortium of banks led by State Bank of India vide Common loan agreement dated 17th Dec 2014 attached as **Annexure I**. The other members of consortium include State Bank of Bikaner & Jaipur, State Bank of Travancore, Canara Bank and Indian Bank.

These entire assets cum documents shall be transferred from Welspun Renewables Energy Private Limited (WREPL) to Welspun Energy Rajasthan Private Limited (WERPL) after executing PPA with Government of Rajasthan.

For Welspun Renewables Energy Pvt. Ltd.

Authorized Signatory



EXECUTION VERSION

ANNEX-01

COMMON RUPEE LOAN AGREEMENT

17 DECEMBER 2014

AMONG

WELSPUN ENERGY RAJASTHAN PRIVATE LIMITED
As the Borrower

AND

STATE BANK OF INDIA
As Facility Agent for the Original Rupee Lenders

AND

SBICAP Trustee Company Limited
As Security Trustee

AND

THE PERSONS
SET FORTH IN SCHEDULE 1
As Rupee Lenders

||| TRILEGAL

DELHI | MUMBAI | BANGALORE | HYDERABAD

Bank



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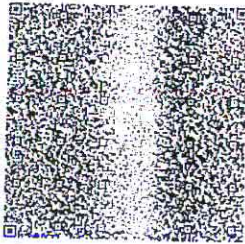
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INDIA NON JUDICIAL

Government of National Capital Territory of Delhi

e-Stamp

Certificate No.	: IN-DL43867557898310M
Certificate Issued Date	: 11-Dec-2014 02:07 PM
Account Reference	: IMPACC (IV)/ dl859003/ DELHI/ DL-DLH
Unique Doc. Reference	: SUBIN-DL85900384487799562634M
Purchased by	: WELSPUN ENERGY RAJASTHAN PRIVATE LIMITED
Description of Document	: Article 5 General Agreement
Property Description	: NA
Consideration Price (Rs.)	: 0 (Zero)
First Party	: WELSPUN ENERGY RAJASTHAN PRIVATE LIMITED
Second Party	: STATE BANK OF INDIA
Stamp Duty Paid By	: WELSPUN ENERGY RAJASTHAN PRIVATE LIMITED
Stamp Duty Amount (Rs.)	: 100 (One Hundred only)



Please write or type below this line

This non judicial stamp paper forms an integral part of this Common Rupee Loan Agreement dated 17 December 2014 executed inter alia amongst Welspun Energy Rajasthan Private Limited (as the Borrower) and State Bank of India (as the Facility Agent).

Borrower	Facility Agent	State Bank of India	Canara Bank	Indian Bank	SBBJ	SBT	Security Trustee

Statutory Alert:

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2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.





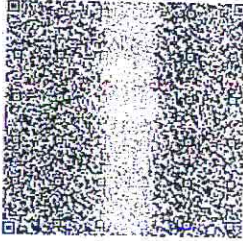
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Certificate No. : IN-DL43867896274311M
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 Description of Document : Article 5 General Agreement
 Property Description : NA
 Consideration Price (Rs.) : 0
 (Zero)
 First Party : WELSPUN ENERGY RAJASTHAN PRIVATE LIMITED
 Second Party : STATE BANK OF INDIA
 Stamp Duty Paid By : WELSPUN ENERGY RAJASTHAN PRIVATE LIMITED
 Stamp Duty Amount(Rs.) : 100
 (One Hundred only)



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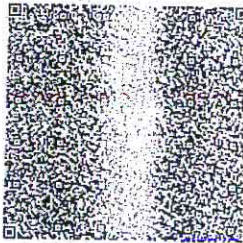
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Certificate No. : IN-DL43867772423969M
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 Description of Document : Article 5 General Agreement
 Property Description : NA
 Consideration Price (Rs.) : 0
 (Zero)
 First Party : WELSPUN ENERGY RAJASTHAN PRIVATE LIMITED
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Borrower	Facility Agent	State Bank of India	Canara Bank	Indian Bank	SBBJ	SBT	Security Trustee

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COMMON RUPEE LOAN AGREEMENT









THIS COMMON RUPEE LOAN AGREEMENT is made at New Delhi on 17 day of December 2014 by and amongst:

- (1) **WELSPUN ENERGY RAJASTHAN PRIVATE LIMITED**, a company incorporated in India under the Companies Act, 1956 (1 of 1956), with CIN no. U40108MH2006PTC165751 and having its registered office at 7th floor, Welspun House, Kamala City, Senapati Bapat Marg, Mumbai- 400 013, India (hereinafter referred to as the **Borrower**, which expression shall, unless repugnant to the context, be deemed to include its successors and permitted assigns). The Borrower is in advance stages of shifting its registered office to New Delhi and has filed the relevant forms with the ROC in this regard, pursuant to the approval of the Ministry of Company Affairs, the registered office of the Borrower will be shifted to Press Trust of India Building, 3rd floor, 4 Parliament Street, New Delhi - 110001, India;
- (2) **STATE BANK OF INDIA**, a banking corporation constituted under the State Bank of India Act, 1955 having its Corporate Centre at State Bank Bhavan, Madame Cama Road, Nariman Point, Mumbai 400 02 and its Project Finance SBU Office at Voltas House, 1st and 2nd Floor, 23, J.N Heredia Marg, Ballard Estate, Fort, Mumbai-400001, in the State of Maharashtra, India (hereinafter referred to as the **Facility Agent**, which expression shall, unless repugnant to the context hereof, be deemed to include its successors, transferees, and assigns);
- (3) **SBICAP TRUSTEE COMPANY LIMITED**, a company incorporated under the Companies Act, 1956 with its registered office at 202, Maker Tower "E", Cuffe Parade, Mumbai – 400 005 and an office at Apeejay House, 6th Floor, West Wing, 3 Dinshaw Wachha Road, Churchgate, Mumbai- 400020 (hereinafter referred to as the **Security Trustee**, which expression shall, unless repugnant to the subject or context thereof, be deemed to include its successors, transferees, novatees and assigns);
- (4) **THE PERSONS** as set out in Schedule 1, as Rupee Lenders (hereinafter referred to as the **Original Rupee Lenders**, which expression shall, unless repugnant to the context, be deemed to include their successors, transferees, novatees and assigns).

Each of the parties mentioned above, are hereinafter collectively referred to as the **Parties** and individually as a **Party**.

WHEREAS

- (A) The Borrower is setting up a 126 MW (40 WTG x 1.6 MW and 31 WTG x 2 MW) capacity greenfield wind power project in Pratapgarh district of Rajasthan across villages Damotar, Tilla, Nakor, Mahudi Kheda, Kulmipura and Tanda (Project) along with its associated infrastructure and ancillaries.
- (B) To enable the Borrower to meet a part of the cost of the Project, the Borrower has approached the Original Rupee Lenders for financial assistance in the form of rupee loans, and the Rupee Lenders have agreed to make available to the Borrower rupee term loans for an aggregate principal amount not exceeding **Rs. 630 Crores (Rupees Six Hundred and Thirty Crores only) (Term Loan Facility)**, including one-time inland project capex letter of credit facility (to the extent as identified against their respective names in Schedule 1) (**LC Facility**) as a sub limit of the Term Loan Facility, on the terms and conditions of this Agreement.

							
Borrower	Facility Agent	State Bank of India	Canara Bank	Indian Bank	SBBJ	SBT	Security Trustee

