

FORM NO.SEC/L/LET-3/1

FORMAT OF LETTER FOR CEDING PARI PASSU CHARGE

[to be issued on the letterhead]

No.

Date : _____

M/s _____

_____.

Ref : M/s _____ Ltd _ Letter ceding Pari Passu
Charge

Dear Sirs,

We, _____
(_____) do hereby confirm that notwithstanding anything to the contrary contained in or by virtue of mortgage and charges created/to be created by M/s _____ Ltd (hereinafter referred to as the "company") in our favour in respect of company's immovable and movable properties, wherever situate, including and pertaining to _____, present and future to secure IREDA's term loan of Rs. _____ lakhs inclusive of bridge loan(s)/interim Loan(s), interim disbursements sanctioned/to be sanctioned, out of or against the said term loan(s) with interest and other monies payable by the company to us, the mortgage and charge of IREDA shall rank pari passu with the mortgage and charge(s) created/to be created by the company in favour of M/s _____ for its term loan of Rs. _____ lakhs including any bridge loan(s)/interim disbursement(s) and together with interest and all other monies payable to them under their Loan Agreement(s).

2. We further hereby agree and confirm that we shall execute an *inter se* Pari Passu Agreement/Memorandum of confirmation of Pari Passu Arrangement with you and the Company defining the rights and obligations of the parties *inter se* and also providing inter alia that the securities created/to be created by the Company under or by virtue of the aforesaid mortgages and charges in favour of the participating financial institutions/Banks shall rank pari passu for all purposes and to all extents and without any preference or priority of one over the other or others and including therein specific provision relating to insurance, custody of title deeds, application and realisation of sale proceeds, etc in such form and in such manner as may be mutually agreed upon. We shall obtain confirmation of the Company to such arrangement.

3. We authorise you to make a mention of the ranking of Pari Passu charge in our favour and in your favour on the Company's immovable and movable assets in the form of Particulars of Charge required to be filed by the Company with the Registrar of Companies pursuant to the provisions of the Companies Act, 1956.

4. Please acknowledge receipt and also arrange to issue suitable letter ceding pari passu charge on Company's assets in respect of the above term loan in our favour at an early date, if not already issued.

Yours faithfully

(_____)

Copy to :

M/s _____ Ltd