

4 July 2007

Dr. D. Subba Rao  
Secretary  
Department of Economic Affairs  
Ministry of Finance  
Government of India  
New Delhi, India  
Fax: (91-11) 2309 4075

Dear Dr. Subbarao:

**Re: Amendments to Rebate and Surcharge Provisions of Loan Agreements**

1. In October 2006, the Board of Directors of the Asian Development Bank (ADB) approved changes to the calculation of rebates and surcharges under ADB's LIBOR-based loans, as proposed in *Enhancements for the Asian Development Bank's Loan and Debt Management Products* (R221-06, 10 October 2006). These changes adopt a "forward" approach to rebate/surcharge application, providing that rebates and surcharges are to be applied to the upcoming interest period. Presently, ADB's LIBOR-based loans provide for retroactive rebate/surcharge application to the previous interest period.

2. To give effect to the changes approved by the Board, it is necessary to amend each of the Loan Agreements between India and ADB (as amended or supplemented from time to time, the Loan Agreements) listed in Appendices 1 – 4 to this letter with the amendments set forth therein. It is also necessary to amend the Financing Agreement between India and ADB (as amended or supplemented from time to time, the Financing Agreement) listed in Appendix 5 to this letter with the amendments set forth therein. In all other respects, the Loan Agreements and the Financing Agreement remain unchanged.

3. Please indicate your agreement to the amendments to each of the Loan Agreements and to the Financing Agreement by signing in the space indicated below on the two original counterparts of this letter. We request that you return one signed original counterpart to ADB, for the attention of Ms. Hazel Llemit, Senior Finance Assistant, Office of the General Counsel. Please retain the other signed original counterpart for your records.

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4. The amendments will take effect as of 1 July 2007, following receipt by ADB of a signed original counterpart. If you have any questions, please contact Ms. Hazel Llemit, Senior Finance Assistant on +632-632-5077 or at hllemit@adb.org.

Sincerely,



Kunio Senga  
Director General  
South Asia Department

ACKNOWLEDGED AND AGREED:

Government of India

Signature



Name

RAVNEET KAUR

Designation

DIRECTOR

Date

13-9-07

cc: Navin K. Chaudhary, Deputy Secretary, DEA-MOF Fax No. (91-11) 2309-3168  
Ravneet Kaur, Director (ADB), DEA-MOF Fax No. (91-11) 2309-2511  
K. Palachandran, Under Secretary (ADB-II), DEA-MOF, Fax No. (91-11) 2309-2229  
U. Chatterjee, Under Secretary (ADB-II), DEA, Fax No. (91-11) 2309-2229

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## Appendix 2

### Amendments to Loan Agreements

Section 1.01 of the following Loan Agreements is amended by adding the following two new sections as set forth below:

Loan No.	Title	Date Signed
1868-IND	Madhya Pradesh Power Sector Development Program	21 March 2002
1958-IND	Madhya Pradesh State Roads Sector Development Program	5 December 2002
1974-IND	Modernizing Government and Fiscal Reform in Kerala Program	16 December 2002
2036-IND	Assam Power Sector Development Program	11 December 2003
2141-IND	Assam Governance and Public Resource Management Sector Development Program	16 December 2004
2281-IND	Rural Cooperative Credit Restructuring and Development Program	11 December 2006

(f) Section 3.06 of the Loan Regulations is deleted in its entirety and the following is substituted therefor:

#### Section 3.06. **Rebate.**

(a) Following any announcement by ADB that the Fixed Spread applicable to new Loans shall be reduced, ADB shall provide a Rebate to any Borrower with an outstanding Loan on which a higher Fixed Spread is applicable. The amount of the Rebate shall be determined by multiplying (i) the difference between the Fixed Spread applicable to the outstanding Loan and the Fixed Spread that will be applied to new Loans (expressed as a percentage per annum), by (ii) the principal amount of the outstanding Loan on which the Borrower shall pay interest for all interest periods commencing on and after the effective date of the lower Fixed Spread that will be applied to new Loans.

(b) Following any announcement by ADB that its Funding Cost Margin calculations with respect to any Loan Currency (or Approved Currency) in any Semester resulted in ADB achieving savings, ADB shall provide a Rebate to the Borrower. The amount of the Rebate shall be determined by multiplying (i) the Funding Cost Margin (expressed as a percentage per annum) by (ii) the principal amount of the Loan on which the Borrower shall pay interest for the Interest

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Period commencing immediately after the Semester for which the Funding Cost Margin was calculated. ADB shall apply the amount of the Rebate against the interest payable by the Borrower for the Interest Period commencing immediately after the Semester for which the Funding Cost Margin was calculated.

(g) Section 3.07 of the Loan Regulations is deleted in its entirety and the following is substituted therefor:

**Section 3.07. Surcharge.**

(a) Following any announcement by ADB that the Fixed Spread applicable to new Loans shall be increased, any Borrower with an outstanding Loan on which a lower Fixed Spread is applicable shall pay ADB a Surcharge. The amount of the Surcharge shall be determined by multiplying (i) the difference between the Fixed Spread that will be applied to new Loans and the Fixed Spread applicable to the outstanding Loan (expressed as a percentage per annum), by (ii) the principal amount of the outstanding Loan on which the Borrower shall pay interest for all interest periods commencing on and after the effective date of the higher Fixed Spread that will be applied to new Loans.

(b) Following any announcement by ADB that its Funding Cost Margin calculations with respect to any Loan Currency (or Approved Currency) in any Semester resulted in ADB incurring additional costs, the Borrower shall pay ADB a Surcharge. The amount of the Surcharge shall be determined by multiplying (i) the Funding Cost Margin (expressed as a percentage per annum) by (ii) the principal amount of the Loan on which the Borrower shall pay interest for the Interest Period commencing immediately after the Semester for which the Funding Cost Margin was calculated. ADB shall add the amount of the Surcharge to the interest payable by the Borrower for the Interest Period commencing immediately after the Semester for which the Funding Cost Margin was calculated.