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DEED OF REPRESENTATION

BY

SGS UNITED KINGDOM LIMITED

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**THIS DEED OF REPRESENTATION** is made on 19/01/2010

**BY**

**SGS United Kingdom Ltd**, an accredited DOE by the United Nations Framework Convention for Climate Change (UNFCCC), who can undertake VCS validation services in the sector in which the Project is undertaken.

Correspondence Address: SGS House 217-221 London Road Camberley Surrey GU15 3EY  
United Kingdom

**THIS DEED WITNESSES** as follows:

**1. INTERPRETATION**

1.1 In this Deed:

**"Project"** means the project "Surplus power generation for grid at Vayyuru, Andhra Pradesh" which consists of the capacity enhancement of the power generation capacity at the existing facility of a sugar plant. In the pre project scenario, captive steam and electricity requirement was taken care by the five numbers of low pressure Turbo Generators with a total capacity 10 MW operated by two 100 TPH boilers (21.5 ata). In the project activity the existing 2 x 100 TPH boilers operating at 21.5 ata pressure have been revamped to operate at 43 ata pressure. Also as part of the project activity, a new 12 MW TG set and a 3 MW TG set have been installed. The existing low pressure turbo generators of 10 MW capacity have now been dismantled. Thus the cogeneration plant capacity has been enhanced from 10 MW to 15 MW. The excess power generated is exported to the grid.;

**"Validation Report"** means the report no. CCP.VOL0458 dated 29/12/2009 produced by the Validator to the effect that the Project meets the VCS Program requirements in accordance with the VCSA Rules;

**"Validator"** means an organisation approved by the VCSA to act as validator in respect of a Project against the VCSA Rules;

**"VCSA"** means the Voluntary Carbon Standard Association;

**"VCS Program"** means the Voluntary Carbon Standard Program as further described in the VCSA Rules;

**"VCSA Registry"** means a registry operating within the system established by the VCSA and holding a current registry approval from the VCSA, which provides an infrastructure for the issuance, holding, transfer, retirement and cancellation of voluntary carbon units; and

**"VCSA Rules"** means the Voluntary Carbon Standard 2007.1 and the Voluntary Carbon Standard Program Guidelines 2007.1, published by the VCSA on 18 November 2008, as such rules may be updated from time to time.

**2. REPRESENTATIONS**

2.1 I am the Validator in relation to the Project.

2.2 I hereby represent that:

2.2.1 I have validated the Project's compliance with the VCS Program requirements as set out in the VCSA Rules; and

2.2.2 all information which I have provided in the Validation Report is true and accurate in all material respects.

2.3 Notwithstanding any other provisions contained in the Validation Report, I hereby acknowledge that a VCSA Registry shall hold this Deed for the benefit of Accountholders holding VCUs relating to the Project at any given time.

### 3. GOVERNING LAW AND JURISDICTION

This Deed is governed by and interpreted in accordance with English law, and the English courts shall have exclusive jurisdiction to settle any dispute arising from or connected with this Deed including a dispute regarding the existence, validity or termination of this Deed or the consequences of its nullity.

### 4. COUNTERPARTS

This Deed may be executed in any number of counterparts, each of which when executed and delivered is an original and all of which together evidence the same deed.

### 5. DELIVERY

This Deed is delivered on the date written at the start of the Deed.

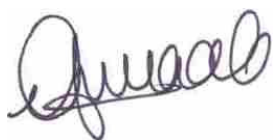
**EXECUTED** by SGS United Kingdom Limited as a deed

Signature of Authorised Signatory



Siddharth Yadav, Global Technical Manager

Signature of Authorised Signatory



Gaelle Quessada, Global Quality Manager