
DEED OF REPRESENTATION

BY

SGS UNITED KINGDOM LIMITED

THIS DEED OF REPRESENTATION is made on is effective from 31st December 2009

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 "Energy from renewables in India"; The project activity consists of the installation of two Wind Energy Generators (WEGs) of capacities 1.25 MW.

"Validation Report" means the report no. CCP.Vol0492 VCS dated 17th November 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 and the Voluntary Carbon Standard Program Guidelines 2007, published by the VCSA on 19 November 2007, 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

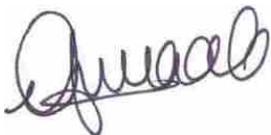
This Deed is considered delivered on 31-12-2009.

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