
REGISTRATION DEED OF REPRESENTATION

BY

[SRF LIMITED]

THIS DEED OF REPRESENTATION is made on [04 April 2011

BY

THE PROJECT PROPONENT, as further described below.

THIS DEED WITNESSES as follows:

1. **INTERPRETATION**

1.1 In this Deed:

"Accountholder" means any person holding a VCU account with a VCSA Registry;

"Project" means [13.95 MW grid connected wind electricity generation in the State of Tamil Nadu. The project activity involves the installation of 6 WTGs of 1.5 MW, S82 type of Suzlon make and 3 WTGs of 1.65 MW, V82 type of Vestas make. The electricity generated from the Suzlon WTG's would be supplied to the Udayathoor site sub-station and the electricity generated from the Vestas WTG's would be supplied to the Veeranam site substation, through local transmission lines duly metered and measured at the individual dispatching transformers at each WTG. The generated electricity is transmitted exported to the state grid maintained by Tamil Nadu Electricity Board which is a part of southern regional electricity grid and an equal measure is imported to SRF's manufacturing units situated within the State of Tamil Nadu for their technical textile business (plants).];

"Project Crediting Period" means for non-AFOLU (Agriculture, Forestry and Other Land Use) Projects and Agricultural Land Management projects focusing exclusively on emissions reductions of N2O, CH4 and/or fossil-derived CO2, a maximum of 10 years which may be renewed at most two times, and for AFOLU Projects other than such Agricultural Land Management projects, a minimum of 20 years up to a maximum of 100 years;

"Project Description" means the document submitted by the Project Proponent to a VCSA Registry that describes the Project's greenhouse gas emission reduction or removal activities;

"Project Documents" means the documents required to be submitted by the Project Proponent as part of its application for registration with a VCSA Registry and any additional related documents;

"Project Proponent " means [SRF Limited], [SRF Limited, Block – C, Sector – 45, Gurgaon India – 122 003], being (i) the original Project sponsor stated in the Project Description (and validated by an organisation approved by the VCSA to act as validator in respect of a Project Description) as holding the entire original rights to the Project's Reductions, or (ii) any entity to whom such original Project sponsor has assigned all of its rights to the Project's Reductions for the entire Project Crediting Period;

"Reduction" means a reduction or removal of one tonne of CO2e caused by the activities of a Project during the Project Crediting Period;

"VCSA" means the Voluntary Carbon Standard Association;



"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 VCUs; and

"VCU" means a voluntary carbon unit.

2. REPRESENTATIONS

2.1 I am the Project Proponent in relation to the Project.

2.2 I hereby represent that:

2.2.1 the Project Description and any other Project Documents for which I am responsible and am supplying to a VCSA Registry are true and accurate in all material respects; and

2.2.2 I have the right to all and any Reductions generated by the Project during the Project Crediting Period.

2.3 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 [SRF Limited] as a deed



Raju Rustogi

Signature Vice President - Finance

Name of Vice President - Finance

