
DEED OF REPRESENTATION

BY

SGS UNITED KINGDOM LIMITED

THIS DEED OF REPRESENTATION is made on 04/03/2010

BY

SGS United Kingdom Limited, an entity accredited by the United Nations Framework Convention for Climate Change (UNFCCC) to undertake certification and verification 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 "Neora Hydro Limited (NHL)" at Sakam Basti village, Darjeeling district, West Bengal, India. The project is a renewable energy based small hydro power project set up across the run-off the river Neora in the Darjeeling district of West Bengal. The project activity involved setting up of a drop type diversion weir at the up stream of the river followed by diverting the river water through the de silting chambers, fore bay via a penstock of the water conductor system to drive 3x1 MW turbo generator sets to generate power. The power thus generated is then fed to the nearest WBSEB grid sub station at Chalsa, in the Darjeeling district of West Bengal.

"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;

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

"Verification Report" means the report no. CCP.VOL0716 dated 04/03/2010 produced by the Verifier to the effect that Reductions generated by the Project have been independently verified by the Verifier in accordance with the VCSA Rules;

"Verifier" means an organisation approved by the VCSA to act as verifier in respect of a Project in accordance with 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 Verifier in relation to the Project.

2.2 I hereby represent that:

2.2.1 I have independently verified the Reductions generated by the Project in accordance with the VCSA Rules; and

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

2.3 Notwithstanding any other provisions contained in the Verification 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

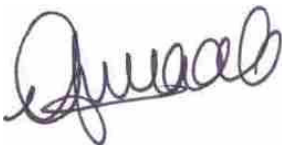
This Deed is delivered on the date written at the start of the Deed.

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