

CER-Purchase Contract

(“Contract”)

dated 13th December 2006

between

Enercon India Limited

(the “Carbon Seller”)

and

**Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., trading as
Rabobank International (London branch)**

(the “Carbon Buyer”)

Handwritten signature and initials in blue ink, located in the bottom right corner of the page.

Preamble

This Contract for the purchase of CERs generated by the Project is made this 13th day of December, 2006, between:

Of the one part, Cooperative Centrale Raiffeisen-Boerenleenbank B.A., trading as Rabobank International (London branch), a company existing under the laws of the Netherlands, acting through its London office at Thames Court, One Queenhithe, London EC4V 3RL, England. Herein after referred to in this Contract as the **Carbon Buyer**.

Of the second part, Enercon India Limited, a company organized and existing under the laws of India with its registered office at Plot No. 33, Daman Patalia Road, Bhimpore, Daman – 396210, India and its principal office at Kolsite House, Plot No. 31, Shah Industrial Estate, Veera Desai Road, Andheri (W), Mumbai – 400 053, India. Herein after referred to in this Contract as **Carbon Seller**

Whereas:

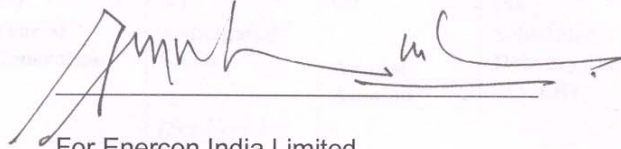
- (A) The Carbon Seller is developing through the Project Company, a subsidiary of the Carbon Seller, wind power projects of 68.8MW in the State of Karnataka, India and 60MW in the State of Rajasthan, India, resulting in GHG emission reduction under the framework provided for by the Clean Development Mechanism (CDM) of the Kyoto Protocol (to the United Nations Framework Convention on Climate Change (UNFCCC)) that was adopted by the third conference of the parties to the UNFCCC in Kyoto, Japan on December 11, 1997.
- (B) India (Host Country) has ratified the UNFCCC and has ratified the Kyoto Protocol.
- (C) The Carbon Seller wishes to sell, and the Carbon Buyer wishes to purchase, CERs generated by the Project pursuant to this CER Purchase Contract (**the Contract**).
- (D) The generation, purchase and transfer of CERs will occur in accordance with the UNFCCC and Kyoto Protocol Rules (as defined below). The Parties intend that this Contract will obligate the Carbon Seller to generate, sell and transfer valid CERs as envisaged by the UNFCCC and Kyoto Protocol Rules.

It is agreed as follows:



IN WITNESS WHEREOF THE PARTIES HERETO HAVE EXECUTED THIS AGREEMENT ON THE DATE HEREINABOVE FIRST MENTIONED.

Signed and delivered by the within-named Carbon Seller

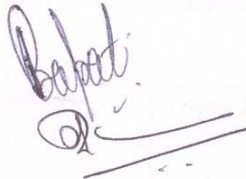


For Enercon India Limited,
pursuant to the Resolution passed by the
Board of Directors at the Meeting held on
11th December 2006

Represented by its Managing director :
Mr. Yogesh Mehra , son of
Mr. Jogindernath Mehra and
residing at 2nd Floor, Hare Krishna, Presidency Society,
NS Road 8, JVPD Scheme, Mumbai

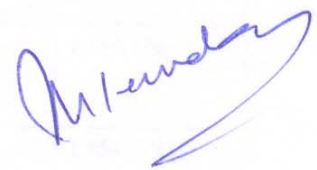
In the presence of:

- 1. Avinash Bapat
- 2. A.V Raghavan



Signed and delivered by the within-named Carbon Buyer

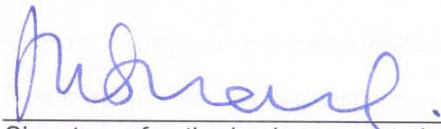
Signed for and on behalf of
**Coöperatieve Centrale Raiffeisen-
Boerenleenbank B.A. (Rabobank
International), London Branch**
by its duly authorised representatives





Signature of authorised representative
Date:

D. CARLTON
Name of authorised representative
(please print)



Signature of authorised representative
Date:

LYNN SKOULS
Name of authorised representative
(please print)



