Minutes of The Meeting of the Members held at 235/2A, A J C Bose Road, 3rd Floor, Kolkata 700 – 020 on 27th day of August , 2004 at 10.30 a.m

Present

Mr. Bijay Bothra
Mr. Prashant Bothra
Mr. Vivek Dugar
Mr. Rajesh Chhajer
Mrs. Urvee Bothra

Chairman

Mr. Bijay Bothra was elected The Chairman of the meeting.

Setting Up Sponge Iron Plant

Members present at meeting discussed at length the proposal to set up a Sponge Iron Plant with Induction Furnaces. As the project has quick and good return, members present decided to set up a Sponge Iron Plant of 400 (100 X 4) TPD capacities and Induction Furnace of 350-400 TPD capacity Total Investment of the Project was estimated at approx Rs. 45 to 50 Crores.

Further the Chairman put before the members a proposal to set up a WASTE HEAT RECOVERY BASED POWER PLANT of 10 MW Capacity with an additional investment of Rs. 38 to 42 Crores approx.

Members present at meeting discussed the Proposal to set up the Power Plant project also at length and after all the necessary discussion they came to the conclusion that it has huge investment and a new diversified line. Further it is based on sponge iron project, which is a cyclic industry and currently on its peak, So they decided not to invest so much in setting up power plant project.

Further Chairman of the meeting also informed to the members of the meeting that on going for WHR based power plant they could gain CARBON CREDIT. Then the members present at meeting requested the chairman to provide detail analysis report on Carbon Credit revenue

There being no other business to transact the meeting was terminated with a vote of thanks to the chair.

CHAIRMAN

Enviro Pacific Investments Ltd

Asia Pacific Office: Level 15, Room 25, Prudential Towers, 30, Cecil Street Singapore 049712
Tel: 65-62322725, fax: 65-62322888

7th Sep, 2009

Mr. Bijay Bothra,
46 C J.L Nehru Road,
16 A, Everest House,
Kolkata – 700 071
India

Ref: Proposed waste heat recovery project.

Dear Bijay,

As discussed, enclosed herewith, please find a detailed project concept note (it is an internal document) for your information. This outlines the following :

1. Project overview
2. CDM possibilities
3. Annual CER generation
4. Valuations

We look forward to working with you in making this a big success.

Let me know if you need any clarifications.

Cheers!

K.H.R.Sreenivasan
Chief Financial Officer

Enviro Pacific Investments Ltd

Internal Evaluation Document

Preliminary evaluation report

Carbon Finance & Environmental Solutions Team
Date of finalization 30th August 2004

Project: 10 MW Waste Heat Recovery based power project in India

Carbon Finance value :
Annual CER generation : 60,000
Estimated current value / CER : US$ 5
Annual revenue estimate : 300,000
Total Deal size (life time value): US$ 3,000,000/-

Asia Pacific Office
Level 15, Room 25, Prudential Towers, 30, Cecil Street Singapore 049712
Tel: 65-62322725, fax: 65-62322888

Project name	*10 MW waste heat recovery project in Jharkand*
Project type	Waste heat recovery project
Host country	India
Project location	The proposed project is located at west Singh bum District, Jharkhand.
Overview of the project activity (the main activity to reduce greenhouse gas emissions) *Greenhouse gases: CO_2, CH_4, N_2O HFCs, PFCs, SF_6*	The main activity of the CDM project is generation of power using the sensible heat avail on the flue gas available from the DRI Kilns. The project does not use any fossil fuel in At The group is proposing to set up a10 MW waste heat recovery based power project in Jharkand. The power generation is carried out through sustainable means without causing any negat impact on the environment and in the process supports climate change mitigation. The greenhouse gas targeted is CO2.
Characteristics of the technology to be employed	The technology proposed for the project activity harness the sensible heat available in th waste gas emanating from the sponge iron Rotary kiln. Through the recovered enthalpy i waste gas will be suitably used to heat the water in the recovery boilers to generate high pressure and high temperature steam, which is fed to a steam turbine that drives a gener The main elements of the proposed power plant are as follows. - A boiler unit which converts the energy available in the waste gas into thermal er - A steam turbine unit which converts thermal energy into mechanical energy - An alternator unit which converts mechanical energy into electrical power The group is proposed to set up a 400 TPD sponge iron unit with 4Nos DRI Kilns of 100 each. Each 100TPD capacity DRI Kiln emits around 24,000 NM^3/hour of hot gas at a temperature of 950°C±50°C that contains heat energy to the tune of 8.2 Mkcal/hour whic not suitably utilized, goes to waste. Such energy waste could be abated by installing Waste Heat Recovery Boiler at the tail of each DRI Kiln, which in fact works as a cooler for the high temperature gas. Heat that extracted from the hot gas is utilized in transforming water to high temperature-high pres steam to run conventional condensing type steam turbo-generator for generation of elect as a part of forward and backward integration process. Using waste heat energy to gene power raises a futuristic source in the way of India's self-reliance in the power sector. The gross heat energy that would be available from the hot gases at the boiler front has estimated to be 32.8 Mkcal/hr. The total heat energy as available from the DRI gas of 1x100TPD Kiln, on conversion to electrical energy produces about 2.50 MW of electrical power. The proposed plant shall be configured with 4 No. of Waste Heat Recovery Boile (WHRB) of capacity of 10 TPH each operating at 67kg/cm^2 and 485±5°C. The steam produced by the boilers will be routed into the 10 MW horizontal, single cylind single uncontrolled extraction condensing type steam turbine. The turbine is designed fo main steam parameters of 64 ata at 480°C to generate 10 MW at generator terminal. Th power plant power cycle is designed with one common de-aerator. The steam requireme for the de-aerator will be taken from the extraction of the turbine. The low-pressure extra

Baseline scenario and additionality	Baseline scenario: The proposed project activity is displacing grid electricity, which is also fed by both fossil, non-fossil fuel based generation sources. Keeping in view the electricity scenario, the ents eastern Region Grid system with its expansion plans, generation trends and investment trends are considered for identifying the baseline scenario. It was found that the grid system is highly carbon intensive due to the major share of pow coming from coal, lignite and gas based thermal power plants. As per the latest records o power generation, the share of thermal power is around 90%. Presently, the electricity sul position in the region is deficit. As per the official records, the energy demand is increasin the rate of 7.8% p.a. Electricity projects planned in the region will not be sufficient to meet growing energy demand and hence the deficit situation is expected to continue in the futu Due to the limited renewable energy sources, very small left over hydro potential in the re and long gestation period for nuclear power coupled with huge investments, the energy requirement cannot be met with non-fossil fuel energy sources. Hence, the trend of electr generation and capacity expansion in future is also carbon intensive. In the absence of th proposed project, the deficit power may be met from the fossil fuel based power plants. In India waste to power generation is not a common practice due to several barriers. So f no such project is established in the state, primarily owing to the fact that there is no polic incentive for the same.It is in this context, CDM is expected to push forward the prospect power generation and relieve barriers to some extent. Hence, the baseline scenario in the absence of the project activity continues to be highly carbon intensive and emissions reduction generated by the project activity are additional. According to the UNFCCC CDM modalities and procedures, the baseline for the project activity is chosen as the average of the grid system to which the project is exporting electricity. Keeping in view the electricity scenario, the entire eastern region Grid is chos the baseline region and the weighted average emission rate is considered as the baselin Additionality: The applied baseline methodology includes two steps to determine the project baseline first step is to determine whether the project is plausible as a business-as-usual (BAU) project. The second step is used to determine what will happen in the absence of the pr Step 1: Is the project different to BAU ? To evaluate this aspect, various barriers as listed in the methodology are identified whic given below. *Investment barriers*: The project involves investment barriers on account of adopting ca intensive equipment and due to high fluctuation in the fuel supply. *Technological barriers*: The project involves technological barriers such as performance uncertainty due to the number of installations already established based on the waste as source in the steel sector. *Other barriers*: Other barriers related to the operational and managerial barriers. Step 2: Baseline scenario: to determine the appropriate CO2 emission factor for electric supplied to the grid Due to the barriers listed above, the project would not occur on its own, and is differen Business As Usual. Considering all of the above barriers and risks, the baseline for the generation mix in the state has been determined based on the existing electricity gener mix augmented by the capacity expansion plan and additional capacity potential from renewable energy resources.

Description of possible host country project participants, i.e. public and/or private entities	Project Investor/ Owner: Kohinoor Steel Pvt Ltd (KSPL) incorporated on 16th February 2005. KSPL is a consorti leading investors led by Mr. Vijay Bothra. The promoters are engaged in various busine Automobile, confectionery, Fertilizer, Oil seeds, Stationary, Hardware etc.
Possible financial sources	Possible financial sources and ways to secure such financing (multiple options): Total Project Cost (in Indian Rs.) works out to Rs 467 millions Project proponent is a new entity registered to implement the proposed project and yet commence implementation. The investment being made by the project proponent will b Rs.157.1 million in the form of share capital. Basic concept about financing of the project: The total investment required for implementing the project is estimated at Rs. [illegible] Expected CER selling price ($/t-CO2) and conditions, if any: A selling price of US$ 4 - 5 has been considered per CER based on the expected trend CER market. The developer will deliver 60-70% of the envisaged CERs annually with undertaking that the surplus will be sold ultimately to the same buyer so that temporary shortfalls in delivery can be taken care of. **Total CER value for the crediting period proposed :** **US$ 2.5 – 3.00 million for the Crediting period of 10 years proposed.** 2007 (CERs generated by the project during 2006 will be the first lot of CERs which wi offered in the year 2007) Any other points of concern regarding financing: A discussion is required before final decision is taken on the method of finance. Whet way of grant and or up-front payment for CERs.
Contribution to sustainable development	**Global Perspectives:** The commissioning of the proposed project will bring in several benefits to the populatio living within the vicinity of the project. The project will enable environmentally sustainable disposal of the waste flue gas which being left to atmosphere without being treated. It will also eliminate menaces around th industrial areas. By reducing the use of the fossil fuels the emissions of pollutants through combustion plant as well as transport of these fuels will reduce. The project activity generates steam/heat using renewable biomass resources, which d not release any GHG emissions to the atmosphere. Global environmental benefits due project activity include GHG emissions reductions. Hence the project is not likely to have any significant adverse environmental effects dur execution or after commissioning. Economic well-being: The project will bring in economic benefits for the company consi the related benefits of replacement of equivalent electricity grid and the waste energy utilisation. Such economic benefits are more likely to be indirect benefits as the project

	economically unviable without CDM funds. Technological well-being: Waste Heat Recovery based captive power plant is a cleaner technology by utilizing the waste flue gases of sponge iron kilns which otherwise would been emitted to the atmosphere leading to the pollution. The electricity generated by the is consumed for auxiliary purposes and for captive purposes, which in absence of the pr would have been imported from the grid where maximum power generating sources are fuels.
Possibilities of technology transfer and other benefits to the host country	No technology transfer. The project demonstrates utilization of high pressure and high temperature boilers, wate cooled condensers etc., and helps in stabilizing technologies in the above specified area the advantage of similar projects. The other benefits flowing to the host country are : - Employment generation - Improving in the income levels of farmers, creation of infrastructure facilities in rural areas as well as meeting power demands in the region through sustainable electricity generation.
Expected environmental impacts	In India, A major share of the country's electricity is generated from fossil fuel sources a as coal, diesel, furnace oil etc. The proposed waste heat recovery CDM project will certa displace or replace the equivalent quantity of electricity generated in the grid. Further, th project will be saving the exploitation and depletion of conventional fuel and hence incre its availability to the other industrial processes. Since the project is able to avoid the associated pollution occurring due to extraction, processing and transportation of natura resources, the project is environmentally well-being.
Expected social impacts	Project creates direct and indirect employment opportunities. The project activity will inc a small fraction of skilled labour and professionals by providing direct and indirect employment in the state. The total manpower for the captive power plant is has been estimated as 172 Nos. Further, with growing technological advancement the project activ contributes to the capacity building in terms of technical knowledge and long-term skills. project involves energy efficiency will certainly have long-term indirect social benefits.
Evaluation of the project	Rate the project from 0 Pts to 5 Pts for the following elements (1) to (6).  <<Possibility to become a CDM project>> (1) Possibility to obtain letters of approval from the host and investing Parties: 5 Pts <Reasons> The project proponent has obtained necessary licences for setting up of the project and

all initial steps for setting up of the project.

Govt. of India, the host country where the plant is proposed has been proactive for accordi letter of approvals. The same response is expected from the investing party also.

(2) Eligibility as a CDM project: 5 Pts

<Reasons>

The project is for generation of power using waste gases emanating from the DRI kilns. Th project contributes immensely for the up liftment of rural people by creating additional opportunities for employment and income generation. In the State of Jharkhand not a singl waste gas to power project is established. There were several barriers for implementation o the power project. Even the investment analysis indicates a low return on these projects; they are expected by an investor. The project falls under regular scale CDM projects and some new methodologies are submitted for adoption on preparation of baselines. Therefor the project will meet the requirements of additionality and will certainly qualify as a CDM project.

(3) Social acceptance of the project: 5 Pts

<Reasons>

By setting up this project, several local socio-economic benefits are expected. The project contributes to the sustainable development of the region. Hence, no social risks are anticipated and these projects are welcome in any region.

<<Feasibility of the project>>

The project is technically feasible and financially a viable proposition. The resources requir for establishing the project are available indigenously. Further the market scenario on steel provides a positive growth hence the demand would be there which in turn makes the plant run at peak load so the waste gas could be utilized for power generation. Reasonable retur is expected from these projects for the investor.

(4) Credibility of the project proponent: 4 Pts

<Reasons>

The project is being promoted by one of the largest players from Nepal. It would seem that the promoters have the necessary experience both technical and managerial to set up the proposed power plant and run it successfully.

(5) Financial feasibility of the project: 4 Pts

<Reasons>

The cost of project is estimated at Rs.467 millions.

The project financial statements prepared shows:

Break even point of 34.43% and Debt Service Coverage Ratio of 2.56

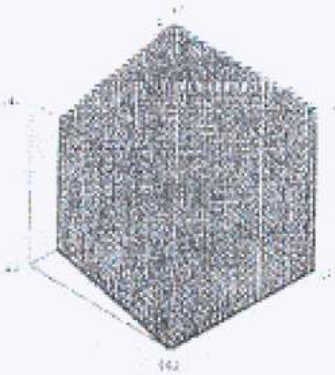
The project is therefore financially feasible proposition. However, steel being a cyclical industry the project's future is linked to those of the industry.

(6) Economic and investment environment of the host country: 4 Pts

<Reasons>

The Indian economic and investment climate is quite encouraging after taking up econ reforms during the last one decade, there has been consistent growth in the Indian Ec The exports as well as GDP growth rate is consistent. Foreign Direct Investment is flo regularly into the country. The Government rules and regulations are proactive to the i and encourage setting up of many more ventures. The Government gives major impe energy and plans to add 1 lakh MW to the existing power capacity by 2012. All these developments indicate the encouraging economic climate for investments in power sec

<<Overall Evaluation>>



Minutes of The Meeting of the Members held at 235/2A, A J C Bose Road, 3rd Floor, Kolkata 700020 on 10th day of September, 2004 at 10.30 a.m

Present

Mr. Bijay Bothra

Mr. Prashant Bothra

Mr. Vivek Dugar

Mr. Rajesh Chhajer

Mrs. Urvee Bothra

Chairman

Mr. Bijay Bothra was elected The Chairman of the meeting.

Carbon Finance – developments

The Chairman informed to the members that he was in discussion with a large international company engaged in the business of GHG emissions trading and had received a preliminary evaluation report confirming that the project should be eligible for registration under the Clean Development Mechanism of the Kyoto Protocol.

The Chairman further presented the report received confirming the estimated value of the carbon credits to be in the region of US$ 3 million (INR 12 - 13 crores). The members presented requested for time to study the report.

There being no other business to transact the meeting was terminated with a vote of thanks to the chair.

CHAIRMAN

Minutes of The Meeting of the Members held at 235/2A, A J C Bose Road, 3rd Floor, Kolkata – 700 020 on 8th day of October, 2004 at 10.30 a.m

Present

Mr. Bijay Bothra

Mr. Prashant Bothra

Mr. Vivek Dugar

Mr. Rajesh Chhajer

Mrs. Urvee Bothra

Chairman

Mr. Bijay Bothra was elected The Chairman of the meeting

Members of the meeting discussed at length all the matter related to the Carbon Credit Revenue and after all the discussion they requested to the Chairman to ask M/s Enviro Pacific, the global environmental solutions whether they would be interested in buying the carbon credits on a forward basis, so as to ensure that the projects revenue stream is protected.

There being no other business to transact the meeting was terminated with a vote of thanks to the chair.

CHAIRMAN

Enviro Pacific Investments Ltd

Asia Pacific Office: Level 15, Room 25, Prudential Towers, 30, Cecil Street Singapore 049712
Tel: 65-62322725, fax: 65-62322888

11th Oct, 2006

Mr. Bijay Bothra,
46 C J.L Nehru Road,
16 A, Everest House,
Kolkata – 700 071
India

Ref: Purchase of Carbon Credits

Dear Bijay,

As discussed, we would be keen to acquire the carbon credits generated by your project in for a price not exceeding US$ 4.50 / carbon credit. Please note that the amount would be due and payable only on delivery of the CERs to our account.

Trust that our offer is acceptable to you. We look forward to working with you in making this a big success.

Let me know if you need any clarifications.

Cheers!

K.H.R.Sreenivasan
Chief Financial Officer

Minutes of The Meeting of the Members held at 235/2A, A J C Bose Road, 3rd Floor, Kolkata 700 020 on 19th day of November , 2004 at 10.30 a.m

Present

Mr. Bijay Bothra

Mr. Prashant Bothra

Mr. Vivek Dugar

Mr. Rajesh Chhajer

Mrs. Urvee Bothra

Chairman

Mr. Bijay Bothra was elected The Chairman of the meeting.

The Chairman informed to the members that the consultant has identified one potential buyer who is showing keen interest in buying the Credit arising from the Project. The Chairman also placed before the members a letter from the potential buyer in respect of terms & Conditions and Price of the Forward Contract.

After discussing all the issues relating to the forward contract and additional revenue arising out of it, the members of the meeting decided that the Power Project would be an absolutely new & diversified line and purely based on Sponge Unit. Since it is running on its peak, chances of the slide in the market can not be ruled out. In these circumstances, they would not like to take risk of additional investment in WHR Based Power Plant.

Further Chairman informed to the members that as WHR Based Power Plant is a environment friendly project, it recovers the waste Gas from Sponge Unit and emits very low waste substance in air. He was keen on putting up the same. If required , he was willing to invest an additional Rs. 8 to 10 Crores as preferential on the Power Project only.

Mr. Prashant Bothra also agreed to invest additional 1 to 2 Crores in Power Project. Both of them agreed for additional investment on the condition that the forward contract for Carbon Credit is signed with a reliable party and that the additional investment would be made in the form of preferential share and it will be considered at the last stage of the equity draw down.

The members present at meeting accepted the proposal.

There being no other business to transact the meeting was terminated with a vote of thanks to the chair.

CHAIRMAN

Minutes of The Meeting of The Members held at 235/2A, A J C Bose Road, 3rd Floor, Kolkata - 700020 on 10th day of December, 2004 at 10.30 a .m

Present

Mr. Bijay Bothra

Mr. Prashant Bothra

Mr. Vivek Dugar

Mr. Rajesh Chhajer

Mrs. Urvee Bothra

Chairman

Mr. Bijay Bothra elected The Chairman of the meeting.

All the member of the meeting decided to incorporate a company for setting up their Project.

Name Of The Company

The chairman proposed few names for the company to be set up i.e.

1 Kohinoor steel (P) Ltd.

2 Shubham Steel (P) Ltd.

3 Kohinoor Steel & Alloys (P) Ltd.

All the members present at the meeting agreed on the above names and decided that if Kohinoor steel is available than it will be the Name of Their Proposed Company.

Registered Office

With the consent of the all the members, it was decided that Registered office of the Proposed Company would be:

"The Millennieum"
235/2A, A J C Bose Road,
3rd Floor, Kolkata – 700 020.

Mr. Bijay Bothra has been authorized to take necessary steps to incorporate the proposed company.

There being no other business to transact, the meeting was terminated with a vote of thanks to the chair.

CHAIRMAN

Minutes of The Meeting of The Members held at 235/2A, A J C Bose Road, 3rd Floor, Kolkata 700–020 On 5th day of January , 2005 at 10.30 a .m

Present

Mr. Bijay Bothra
Mr. Prashant Bothra
Mr. Vivek Dugar
Mr. Rajesh Chhajer
Mrs . Urvee Bothra

Chairman

Mr. Bijay Bothra was elected The Chairman of the meeting.

The Chairman informed the members that term sheet from the buyer has reached and he explained the issues in the term sheet along with the cost and conditions.

Mr.Vivek raised the following issues and insisted Mr.Bothra to renegotiate with the buyer
The issues raised were :

- Flexibility on price – revision based on market data.
- Reduced volume

The members present at meeting accepted the same and designated Mr.Bothra to look into the issue and write to the concerned.

There being no other business to transact the meeting was terminated with a vote of thanks to the chair.

CHAIRMAN

Enviro Pacific Investments Ltd

Asia Pacific Office: Level 15, Room 25, Prudential Towers, 30, Cecil Street Singapore 049712
Tel: 65-62322725, fax: 65-62322888

11 Jan, 2005

Mr. Bijay Buchha,
46 C J L Nehru Road,
16 A, Everest House,
Kolkata – 700 071
India

Ref: Term Sheet

Dear Bijay,

Further to our telecom and your fax dated on 7 Jan, 2005. Enclosed please find a revised term sheet for your consideration.

Please let us know how we can work with you to achieve the desired results.

Warm regards,

K.H.R.Sreenivasan
Chief Financial Officer

Enviro Pacific Investments Ltd

Unit	Certified Emission Reduction (CER)
Vintage	2007 – 2011
Volume	Estimated 60,000 p.a
Price	US$ 4.50
Payment	Payment on Delivery
Contract #	Enviro – 2004 –CDM 019

Offer to sell
Certified Emission Reductions (CERs)

This term sheet specifies the details on the basis of which both the buyer and the seller wish to enter into a long term forward contract for the purchase / sale of carbon credits (as outlined herein below).

Project Description:

The main activity of the CDM project is generation of power using the sensible heat available on the fuel from the DRI Kilns.

Bijay Bothra and associates is proposing to set up a 10 MW power plant waste heat recovery based power project in their steel plant at west singhbum district, Jharkand.

The capacity of the CDM project is generation of 10 MW power and the net electricity replaced from the grid would be 55.8GWh. The project generates a CER of 60,000 t Co2e/yr.

The Bijay Bothra and associates is setting up a 400 TPD sponge iron unit with 4 Nos DRI Kilns of 100TPD each. Each 100TPD capacity DRI Kiln emits around 24,000 NM³/hour of hot gas at a temperature of 950°C±60°C that contains heat energy to the tune of 8.2 Mkcal/hour which, if not suitably utilized, goes to waste

Such energy waste could be abated by installing Waste Heat Recovery Boiler at the tail end of each DRI Kiln, which in fact works as a cooler for the high temperature gas. Heat that is extracted from the hot gas is utilized in transforming water to high temperature-high pressure steam to run conventional condensing type steam turbo-generator for generation of electricity as a part of forward and backward integration process. Using waste heat energy to generate power, thereby reducing dependence on fossil fuel and assisting in India's move towards energy security.

The gross heat energy that would be available from the hot gases at the boiler front has been estimated to be 32.8 Mkcal/hr. The total heat energy an available from the DRI gas of 1x100TPD Kiln, on conversion to electrical energy produces about 2.50 MW of electrical power. The proposed plant shall be configured with 4 No. of Waste Heat Recovery Boilers (WHRB) of capacity of 10 TPH each operating at 67kg/cm² and 485±5°C.

The steam produced by the boilers will be routed into the 10MW horizontal single cylinder, single uncontrolled extraction condensing type steam turbine. The turbine is designed for main steam parameters of 64 ata at 480°C to generate 10MW at generator terminal. The power plant power cycle is designed with one common de-aerator. The steam requirements for the de-aerator will be taken from the extraction of the turbine. The low-pressure extraction will meet with the de-aerator steam requirements.

Seller Description:	Sijay Cottex along with another two investors are in process to set up a sponge unit in Jharkand.The promoters are engaged in various business like Automobile, confectionery, Fertilizer, Oil seeds, Stationary, Hardware etc.
Tradable Unit:	Certified Emission Reduction ("CER") as defined in Art.12 of the Kyoto Protocol, representing one metric tonne CO2 equivalent (mtCO2e).
Vintages:	2007-2011
Volume:	Estimated 60,000 CERs per year
Offer Price:	US$ 4.50 per CER (all inclusive) **The price and volume as mentioned here shall be renegotiated should the EAU price exceed US$ 7.00.**
Tradable Quantifications:	The Seller agrees to sell and deliver all CERs from / by this project from inception until 31st December 2011 and proposes to sell the first 20,000 CERs generated by the project to the buyer per calendar year. Buyer agrees to purchase 20,000 CERs per annum from this project at the agreed price a cumulative 100,000 CERs over a 5 year period. For 15 business days after notification by the project developer of the annual certified CERs, the buyers has the right of first refusal to purchase CERs that have been generated by this project at market price (market price to be discussed and agreed upon between the buyer and the seller at a suitable point in time).
Delivery Terms:	Delivery of CERs occurs in form of issuance, forward or transfer of CERs to an account on any National Registry that is linked to the International Transaction Log. Delivery will have taken place once the CERs have been credited to the designated Buyer's account in one of the following registries. 1. A national registry designated by the buyer, or 2. A corporate account in the EU ETS registry of any country.
Delivery Date:	31st of January (or next following business day) of 2007 through 2011
Payment Terms:	**Forward contract:** Amount due and payable shall be paid yearly upon delivery of CERs. Payment is deemed to be due five working days after delivery confirmation to the Buyers account and/or within five business days subsequent to invoice from Seller, which ever is later.
CDM Fees:	The Seller will bear all expenses necessary for issuance and transfer of CERs in any year. This includes all fees or levies payable to the CDM Executive Board (or other designated issuing entity) to register, issue, allocate and/or transfer CERs to the Buyer.
Taxes:	Buyer and Seller agree to pay any taxes that may result from this transaction according to their respective national legislations.
Contingencies:	This transaction is contingent upon: - Execution of a mutually acceptable contract based on the most recent version of the IETA CDM Emission Reduction Purchase Agreement.

Acceptance of credit between the counterparties.

Force Majeure.

It being specifically clarified that there will be no penalties/ compensation whatsoever for any under/short delivery against the contracted volume that results due to force majure or was beyond the reasonable control of the project developer.

Contract: The contract shall be based on the most recent version of the IETA CDM Emission Reduction Purchase Agreement, or any other mutually agreeable contract.

After agreement on the commercial terms laid out in this term sheet, Buyer and Seller will have forty business days to perform credit checks and to comment, finalise and execute a mutually acceptable contract. Such contract will be negotiated in good faith and contain the principles set out in this term sheet. This period may be extended by the mutual agreement of both Buyer and Seller. Buyer shall initiate the first draft of the Final Contract.

If within a period of forty business days the Final Contract has not been executed, nor is the term for the execution thereof extended by mutual consent, the transaction will be treated as null and void without any further consequences on either side, subject to accrued rights and obligations, including those relating to confidentiality which will survive the expiry of such period by two calendar years. It being specifically clarified that the during the period of 40 days the seller shall negotiate with the buyer on terms other than those broadly outlined in this document on an exclusive basis.

Buyer's Obligation: Prior to the registration of the project the Buyer and its affiliates will seek / acquire the necessary Annex 1 approvals and/or authorisations from their Designated National Authority (DNA).

Confidentiality: EPIL agrees to keep all terms and conditions of this transaction confidential. Both Buyer and Seller will agree to do the same. Any release of transaction details will only be done with the authorization of both.

This term sheet is subject to the execution of a suitably drafted Emissions Reduction Procurement Agreement and is NOT legally binding on either party.

Signed & accepted on behalf of the Seller:	Signed & accepted on behalf of the Buyer:
Name :	Name : K.M.R. Srinivasan
Designation :	Designation : Director
Seller : Bijay Mothra & Associates	Company : Enviro Pacific Limited
Date : 11th January, 2005	Date : 11.1.2005

Contact:

KMR sreenivasan Tel: 65-62322725, fax: 65-62322886

Table 1: Payment and Delivery Schedule

All figures in US $.

Vintage (deliver to be next year)	Volume (estimated)	Price (US$)	Cost	Payment on Delivery
2006	Nil			
2007	20,000	4.5	90,000	90,000
2008	20,000	4.5	90,000	90,000
2009	20,000	4.5	90,000	90,000
2010	20,000	4.5	90,000	90,000
2011	20,000	4.5	90,000	90,000
Total				**4,50,000**

Minutes of The Meeting of The Members held at 235/2A A J C Bose Road, 3rd Floor, Kolkata – 700 020 On 15th day of January ,2005 at 10.30 a m

Present

Mr. Bijay Bothra

Mr . Prashant Bothra

Mr. Vivek Dugar

Mr. Rajesh Chhajer

Mrs Urvee Bothra

Chairman

Mr. Bijay Bothra was elected The Chairman of the meeting

The Chairman informed to the members that Revised term sheet from the buyer has reached and he explained the issues raised in the previous meeting related to Flexibility on price and Reduced volume .

The members present at meeting accepted the same.

Further , Mr. Bijay Bothra and Mr. Prashant Bothra Informed to the members that as Forward Contract has already been signed and in view of future growth of the market they are ready to accept equity share of the proposed company instead of preferential share .

There being no other business to transact and the meeting was terminated with a vote of thanks to the Chair

Chairman