



ACTION ISPAT & POWER (P) LTD.

Corporate Office : 5th Floor, Block "A", IITL Twin Tower,
Netaji Subhash Place, Pitam Pura, New Delhi-110034

Ph. : +91-11-27356249, 27352817, 27355816

Fax : +91-11-27357186

e-mail : hodelhi@actionispat.com

Sh. Gopal Bordia

Ref.: AIPL/HO/BKB-41/WO-10

January 25, 2007

SGS India Private Limited
250, Udyog Vihar
Phase IV
Gurgaon - 122 015
Haryana

Kind Attn.: Mr. J. Saunders

Subject : Contract for Validation of APIL WHRB 1&2 Technical and Financial Proposal.

Dear Sir,

We are pleased to accept your revised Proposal No. CDM.Val0965 Rev1 dated 25.01.2007 for Validation of APIL WHRB 1&2 Technical and Financial Proposal, on the following terms and conditions :-

1. SCOPE OF SERVICES :

The scope of services covers the validation of APIL WHRB 1 & 2, pursuant to Art. 12 of the Kyoto Protocol and related rules, requirements, regulations, modalities, criteria, guidelines and principles. Assuming that the validation opinions are "unqualified", the projects will be submitted to the CDM Executive Board with a request for registration as a Clean Development Mechanism (CDM) project. The projected yield of emission reduction credits arising from the projects will be reviewed. Besides all the other services incorporated in your revised proposal.

2. TIME FRAME :

Time frame for validation of the Project :

Date	Milestone	Deliverable by SGS
Starting Date	Submission of PDD to SGS	
Starting Date + 1 week	Notification to UNFCCC Secretariat of intention to publish PDD. Start of the 30 day public stakeholder consultation period.	Confirmation of notification of intention to publish from UNFCCC; publication on SGS / UNFCCC website
Starting Date + 6 week	Submission of Draft Validation Report	Draft validation report and protocol.
Starting Date + 7 week	Discussions with project participants	
Starting Date + 9 week	Submission of final Validation Report and Opinion	Final validation report and protocol, validation opinion

Continuous Sheet

ACTION ISPAT & POWER (P) LTD.**3. PROFESSIONAL FEE / CHARGES :**

Professional Fee	:	4,60,200.00
Accreditation & Certification	:	34,800.00
TOTAL	:	<u>4,95,000.00</u>
Travel & Sojourn at Cost	:	At Actuals

4. PAYMENT TERMS :

- (a) SGS will invoice 30% on signing of the contract; 30% on Site visit and balance 40% on submission of validation report;
- (b) Action Ispat & Power Private Limited (AIPPL) shall pay the Registration Fee before submission to UNFCCC;
- (c) Payment shall be made within 30 days from issuance date of the invoice;
- (d) For site visits, all arrangements shall be made by us (AIPPL).
- (e) All applicable local or international taxes, shall be payable by us.

You are requested to kindly sign the duplicate copy of this contract as a token of acceptance.

Thanking you,

Yours sincerely,
for **ACTION ISPAT & POWER (P) LTD.**



(R.A. GOEL)
Executive Director (Commercial)

SGS

CDM.Val0965 Rev1

Validation Services Agreement

This Validation Services Agreement (this "Agreement") is entered into as of 25th January 2007 (the "Effective Date") by and between SGS United Kingdom Ltd, a corporation organised and existing under the laws of England and having its registered offices at Rossmore Business Park, Ellesmere Port, Cheshire CH65 3EN (hereinafter referred to as "SGS") and Action Ispat & Power (P) Ltd., a corporation organised and existing in India, and having its registered offices at 15/17, EAST PUNJABI BAGH,
NEW DELHI - 110026

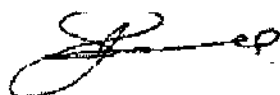
(hereinafter referred to as the "Client"). SGS and the Client to be referred to individually as a "Party" and collectively, when the context so permits, as the "Parties".

The Client wishes to appoint SGS for the purpose of validating a greenhouse gas (GHG) emission reduction or sequestration Project against the requirements of the scheme (the "Scheme") further described in Proposal number CDM.Val0965 Rev1 issued to the Client on 25th January 2007 (the "Proposal") and SGS wishes to accept such appointment. The Client agrees to abide by SGS Terms and Conditions of Validation Services as provided attached thereto.

Canberley, 25th January 200725-01-2007

For and on behalf of
SGS United Kingdom Ltd.

for and on behalf of

Company Name: Action Ispat & Power (P) Ltd.Signature: 

Name: J. Saunders

Title: Operations Manager

Name: R. A. GOELTitle of Authorised Signatory: Executive Director
(Commercial)