



DWARIKESH SUGAR INDUSTRIES LIMITED

(UNIT - DWARIKESH NAGAR)

Regd. Off. : Dwarikesh Nagar - 246 762, Dist. Bijnor, (U.P.) Phone: 01343-267057-267064 Fax: 01343-267065
e-mail: dn@dwarikesh.com website - www.dwarikesh.com

Reference: DSIL:DN:5091
Dated: 5th September'2006

Mr. Sunil Kathuria
Product Manager-CDM
TÜV SÜD South Asia
C-27, 3rd Floor,
Qutab Institutional Area,
New Delhi 110016
Tel. 011-41688423-27, Mob.-9871382556

Dear Mr. Sunil Kathuria

With reference to your offer, our telecon and your revised offer for providing all assistance in the validation of our CDM projects at Dwarikesh Puram and Dwarikesh Dham in UP both of 24 MW each.

We now confirm your appointment at a fee of [REDACTED] - for each project. The payment terms will be against cenvatable invoices as under:

1. [REDACTED]% advance.
2. [REDACTED]% on submission of Clarifications Requests (CRs) & Corrective Action Requests (CARs)
3. [REDACTED]% on submission of Final Validation Report.

Service Tax at applicable rates at the time of billing will be paid extra against cenvatable invoice.

The fee [REDACTED] of all expenses for personnel, licenses, certification and such number of copies as may be required by appropriate authorities for completing the validation process with one copy of all such license and certificate to us and to E & Y.

The fee further includes travel to and from our plants. We shall provide you and your team lodging and boarding available at our project sites.

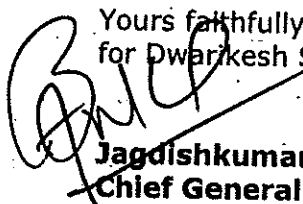
All other terms and conditions and scope of your services are as per your offer number SK/CDM Proposal 237 dated 28th August 2006.

Please confirm your acceptance.

You may take the PDD from Mr. Sandeep Kanda of E & Y.

Thanking you,

Yours faithfully,
for Dwarikesh Sugar Industries Limited


Jagdish Kumar R. Banka
Chief General Manager (Corporate Affairs)