

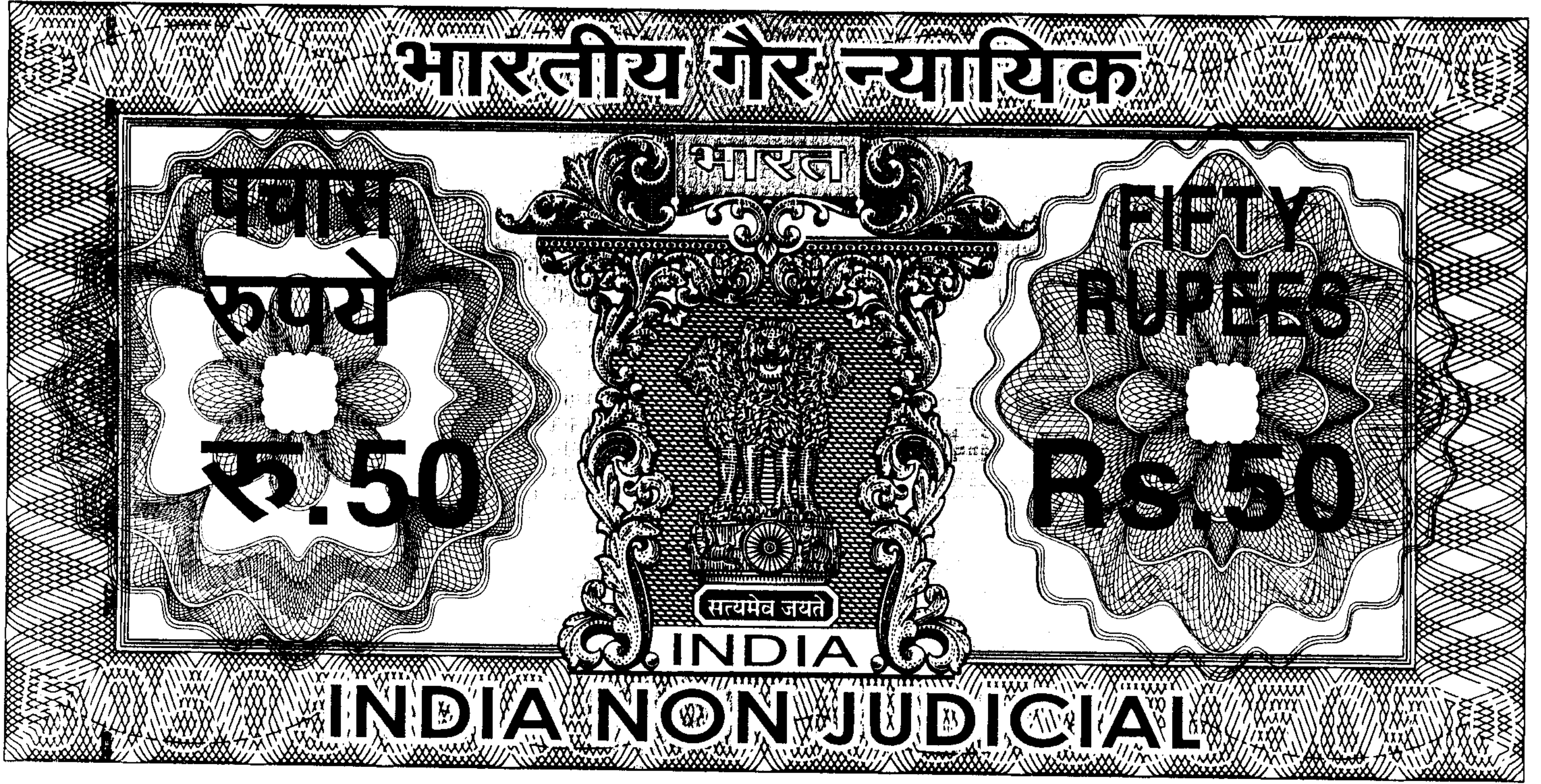


उत्तर प्रदेश UTTAR PRADESH

AE 816411

SUPPLEMENTARY POWER PURCHASE AGREEMENT
BETWEEN
UTTAR PRADESH RAJYA VIDYUT UTPADAN NIGAM LIMITED
AND
UTTAR PRADESH POWER CORPORATION LIMITED
For Parichha Extn Stage-II TPS

This supplementary Power Purchase Agreement (hereinafter referred to as "Agreement") entered into this 24th day of May 2012 between Uttar Pradesh Rajya Vidyut Utpadan Nigam Ltd., a company incorporated under the Companies Act, 1956 having its Registered Office, at "Shakti Bhawan Extn", 14 – Ashok Marg, Lucknow – 226001 (hereinafter referred to as "UPRVUNL", which expressions shall, unless repugnant to or inconsistent with the context or meaning thereof, include its successors and permitted assigns), as party of the FIRST PART which is the party selling the power, and Uttar Pradesh Power Corporation Limited, a company incorporated under the Companies Act, 1956 having its registered office at "Shakti Bhawan" 14 – Ashok Marg, Lucknow-226001 (hereinafter referred to as "UPPCL", which expressions shall, unless repugnant to or inconsistent with the context or meaning thereof, include its successors and permitted assigns) as party of the SECOND PART, which is the party purchasing the power. This Agreement is subject to Uttar Pradesh Electricity Regulatory Commission's approval in terms of provisions, Section 10 (2) and (3), Section 86 (1) (a) and (b) of the Electricity Act, 2003 and Section 10 (1) (c) of the Uttar Pradesh Electricity Reforms Act, 1999 (U.P. Act no. 24 of 1999).



उत्तर प्रदेश UTTAR PRADESH

AE 846063

WHEREAS

- (A) A Power Purchase Agreement for Parichha Extn Stage-II TPS signed on 26th day of May 2011 between Uttar Pradesh Rajya Vidyut Utpadan Nigam Ltd. and Uttar Pradesh Power Corporation Ltd. for purchase of power generated is valid upto 31st March 2014.
- (B) Subsequently, as per directive issued by GOI, vide letter no. 23011/185/2011-CPD dated 4th April 2012, Uttar Pradesh Rajya Vidyut Utpadan Nigam Ltd. intends to execute a long term Power Purchase Agreement (for more than 7 years) in order to obtain firm coal linkage/signing of FSAs with coal companies.

Now therefore, in view of foregoing premises and mutual agreements, covenants and conditions set forth herein, it is hereby agreed by and between the parties as follows:

1. The clause no. 2.0 (Term of agreement) of the Power Purchase Agreement for Parichha Extn Stage-II TPS signed on 26th day of May 2011 is modified to the extent as follows:

“ The term of agreement shall be for a period of twenty five(25) years from the date of commercial operation of last unit of for Parichha Extn Stage-II TPS, extendable/ renewable by **mutual** consent between UPPCL and UPRVUNL. In case UPPCL continue to get power from the for Parichha Extn Stage-II TPS even after expiry of this agreement without further renewal or formal extension thereof, then all the provisions of this agreement shall continue to operate till this Agreement is formally renewed, extended or replaced except the Tariff, which will be applicable as per order of the UPERC and as per provision of clause 6.3 of this agreement. This agreement shall be terminable even from any earlier date from which the PPA with different DisComs has been made effective.”

[Signature]

[Signature]

2. All other conditions of Power Purchase Agreement signed on 26th day of May, 2011 read with this supplementary Power Purchase Agreement shall remain unaltered and in the event of any inconsistency between provisions of agreement and UPERC regulations (applicable from time to time during the term of agreement), the later shall prevail upon.

This supplementary Power Purchase Agreement is subject to approval by UPERC.

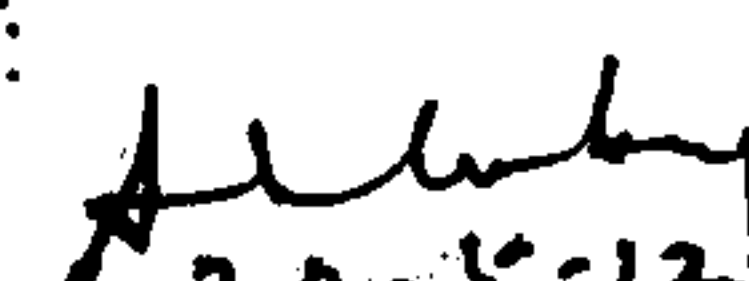
IN WITNESS WHEREOF the parties hereto, acting through their duly authorized representatives, have caused this Agreement to be signed in their respective names as on the date first above written.

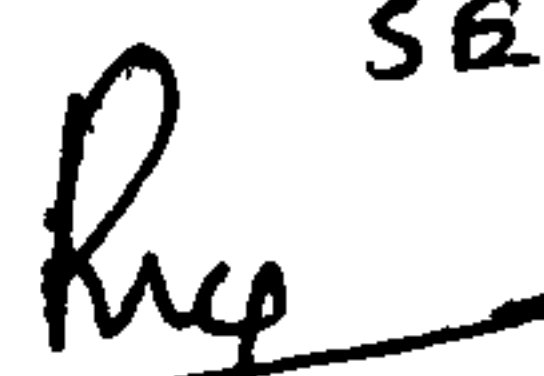
SIGNED AND DELIVERED by UPRVUNL (Seller)
by the hand of its authorized official.

Name: 

Title: *Er. Ramesh Chandra*
Chief Engineer (Commercial)
U.P.R.V.U.N.L.
Shakti Bhawan, Extn.
Lucknow

In the presence of:

1. Witness Name 
24-5-12
SE (Comm)

2. Witness Name 
EE (Com)

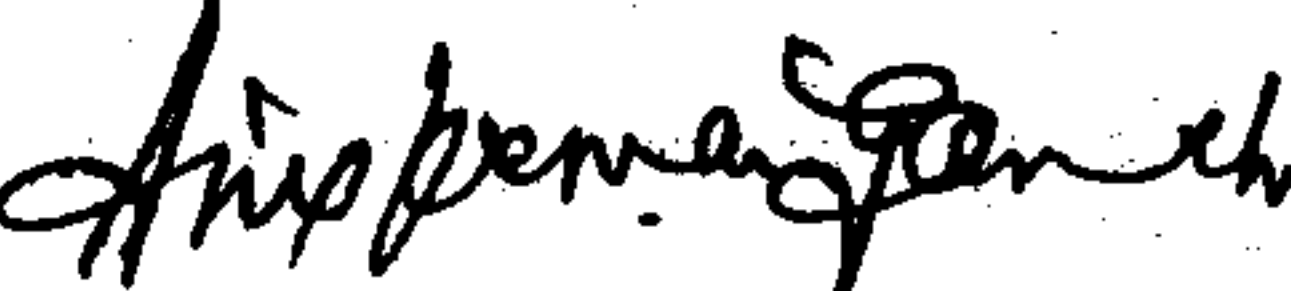
SIGNED AND DELIVERED by UPPCL (Purchaser)
by the hand of its authorized official.

Name: 

Title: (A.P. MISHRA)
DIRECTOR (COMMERCIAL)

In the presence of:

1. Witness Name Jayant Verma  EE (PPA)

2. Witness Name Anupama Singh  EE (PPA) A.K. GANDHI