

TERMS OF REFERENCE OF SENIOR MANAGEMENT

Senior Management has the responsibility:

- a) to provide leadership and to manage the Company within parameters established by the Board;
- b) to liaise with and report to the Board
- c) to ensure that the Board and management are involved, as necessary, in respect of matters pertaining to their respective responsibilities and, in connection therewith, ensure that the Board and management understand and respect the mandates and responsibilities of the
- d) to involve the Board in the Company's strategic planning process;
- e) to recommend the strategic plan to the Board and to successfully implement the corresponding strategic, business and operational plans;
- f) to direct and monitor the activities of the Company in a manner that ensures that strategic, business and operational plans are met and that the assets of the Company are safeguarded and optimized in the best interests of the Company and its shareholders;
- g) to develop and implement operational policies to guide the Company within the limits prescribed by the Company's Articles and By-Laws and within the framework of the strategic plans adopted by the Board;
- h) to develop and recommend to the Board the overall corporate organizational structure and staffing;
- i) to develop and maintain an annual plan for the development and succession of senior management, including the appointment, training and monitoring of senior management;
- j) to manage and oversee the required interfaces between and among the Company, its stakeholders and the public, and to act as the principal spokesperson for the Company;
- k) to meet regularly and as required the Board to review material issues and to ensure that the Board members are provided with all relevant information in a timely manner; and

to ensure that Board members have the access to senior management necessary to permit the Board to fulfill its statutory and other obligations.

Carbon Checks management are competent to:

- a) Analyse and determine the human resource requirements;
- b) Evaluate and demonstrate competence of personnel, qualify them, and select members of technical review teams;
- c) Approve contract reviews;
- d) Evaluate and qualify the personnel;
- e) Allocate the personnel;
- f) Assess applications and conduct of contract reviews;

CARBON CHECK (INDIA) PRIVATE LIMITED

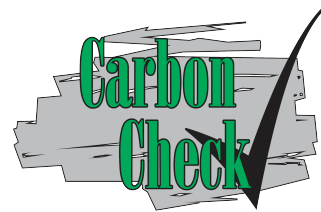
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Regd. Off: 2071/38, 2nd Floor, Naiwala, Karol Bagh, New Delhi - 110005

Corporate off: Unit No. 1701, Logix City Centre Office Tower,

Plot No. BW-58, Sector 32 Noida, Uttar Pradesh, India

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- g) Select validation and/or verification team members and technical reviewers, and verify their competence;
- h) Maintain the competence level of validation and/or verification personnel and arrange any necessary training;
- i) Supervise the implementation of validation and/or verification/certification procedures;
- j) Decide on validation and/or verification/certification functions;
- k) Manage all functions of Carbon Check including impartiality-related activities;
- l) Implement an overall quality management system.

Top management having overall authority and responsibility for the following functions:

- a) Formulation and development of policy matters relating to the operations of Carbon Check (CEO)
- b) Establishment of quality management system in line with policies formulated (Quality Manager)
- c) Documentation of policies and procedures and their implementation (Compliance Officer)
- d) Supervision and monitoring of implementation of policies and procedures (Compliance Officer)
- e) Supervision of finances, administrative matters and dealing with contractual matters and arrangements (CEO)
- f) Final decisions on validation and/or verification/certification activities/opinions and reports (CEO or Compliance Officer)
- g) Decisions relating to disputes and complaints (CEO)
- h) Supervision of all activities related to the safeguarding of the impartiality of DOE functions (CEO)
- i) Determine the human resource requirements, providing adequate and competent human resources for validation and/or verification/certification functions. (Compliance Officer)
- j) Evaluate and demonstrate competence of personnel, qualify them, and select members of technical review teams (Compliance Officer)
- k) Conduct contract review (Quality Manager)
- l) Approve contract reviews. (Compliance Officer)
- m) Maintain the competence of its validation and/or verification/certification personnel (Compliance Officer)
- n) Supervise the implementation of validation and/or verification/certification procedures (Compliance Officer)
- o) Manage all activities related to the safeguarding of the impartiality of AE/DOE functions (Compliance Officer)

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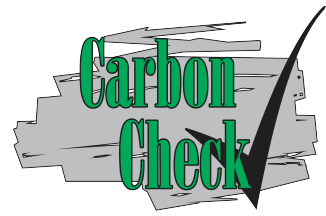
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- p) Establish, implement and maintain a quality management system (ensuring that the DOE's procedures for complying with CDM accreditation requirements are established, documented, implemented and maintained) (Quality Manager).

The top management of Carbon Check must demonstrate its commitment to the development and implementation of a quality management system in accordance with the CDM accreditation and validation/verification requirements.

The top management of Carbon Check must put into place measures to ensure that the policies are understood, implemented and maintained at all levels of the organization.

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