

കേരളം കേരल KERALA

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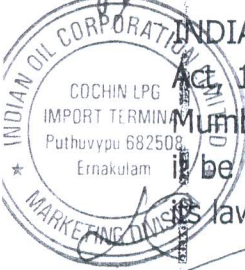
**AGREEMENT**

THIS AGREEMENT made on this the 21<sup>st</sup> Day of January Two Thousand  
and Eleven between the Cochin Port Trust, an Autonomous  
 Body constituted under the Major Port Trust Act, 1963, having its administrative  
 office at Willingdon Island, Cochin 682 009, Ernakulam District, Kerala (hereinafter  
 referred to as "CoPT", which expression shall, unless it be repugnant to the context  
 or meaning thereof, be deemed to mean and include its successors, legal  
 representatives and permitted assigns) on the one part,

AND

INDIAN OIL CORPORATION LIMITED, a company registered under the Companies  
 Act, 1956, having its registered office at G - 9, Ali Yavar Jung Marg, Bandra (East),  
 Mumbai - 400 051 (hereinafter referred to as "IOCL", which expression shall, unless  
 it be repugnant to the context or meaning thereof, be deemed to mean and include  
 its lawful successors, legal representatives and permitted assigns) on the other part.

*attested  
we copy*



Mohan B. Nair  
 Senior Manager (LPG) Indian Oil Corporation Ltd  
 Indane Mound  
 Near Vypin Light House  
 Puthu Vypeen P.O.  
 KERALA  
 DATE 5/1/11  
 VALUE OF RS 100/-  
 SOLD TO .....  
 TO BE LINKED WITH ..... TO

*[Handwritten signature]*

Indian Oil Corporation LTD Cochi



WHEREAS, the Government of India granted formal approval vide letter No F2(2)/2/2002-EPZ dated 18<sup>th</sup> April 2006 to CoPT's proposal for development, operation and maintenance of port – based Special Economic Zone at Puthuvypeen (hereinafter referred to as "the SEZ") based on their application dated 27-03-2006, in terms of the Special Economic Zones Act, 2005 (hereinafter referred to as 'the Act'); and subsequent SEZ Rules dated 10<sup>th</sup> February, 2006. AND WHEREAS, CoPT is the Developer of the SEZ, and CoPT vide letter No. NMDP/IOC/2005-C dated 14<sup>th</sup> October 2006, has invited IOCL to be associated with the SEZ as a Co- Developer.

AND WHEREAS, IOCL is setting up LPG Storage Facilities at Puthuvypeen in the land leased by CoPT and is desirous of accepting CoPT's invitation referred above for associating with CoPT as Co – Developer of SEZ

NOW IT IS AGREED BETWEEN CoPT AND IOCL THAT IOCL's association with CoPT as the Co – Developer of the SEZ shall be subject to the following terms and conditions:

1. IOCL shall submit its application for obtaining Co – Developer status, to the relevant Authorities as prescribed in the Act: and Rules notified hereof. CoPT shall assist IOCL in obtaining such approval.
2. IOCL agrees that it will bear all expenses required to develop the infrastructure as defined under chapter – 1 of SEZ Rules dated 10<sup>th</sup> February, 2006 and as amended from time to time, as permissible under the Lease Agreement with Cochin Port, within the land leased to IOCL, provided that the said infrastructure, shall in the opinion of IOCL and Cochin Port, not be adversely affecting the said LPG Storage Facilities and the facilities being created by Cochin Port and other Co –Developers in the SEZ area, and is of benefit to IOCL.
3. Subject to Clause 4 below, IOCL agrees to share cost of common infrastructure development and its maintenance within the port based SEZ at Puthuvypeen notified through extra ordinary notification of Gazette of India dated 02/11/2006.
4. Both CoPT and IOCL (hereinafter jointly referred to as "the parties") agree that the need, the nature and the extent of sharing of cost in respect of any agreed common infrastructure shall be mutually discussed and decided on a case to case basis.

*Self attested  
me copy*



*SE*  
Mohan B. Nair  
Senior Manager (LPG. E)  
Indian Oil Corporation Ltd  
Indane Mound  
Near Vypin Light House  
Puthu Vypeen P.O.  
KOCHI - 682 508

A handwritten signature in black ink, appearing to be "Mohan B. Nair".

