



Universal Amusement Parks Ltd.

Plot - 12, Sector - 10, New Delhi - 110 017
Mobile: +91 11 2607 7311 Fax: +91 11 2607 7311

UAPL/SSalvi/002
August 03, 2007

Mr. Shyam Salvi
B-36, Panchsheel Enclave
New Delhi - 110 017
utsalvi@gmail.com

Sub: Consultation in POGO HQ - Studio Equipment Design and Systems integration for our Amusement Park

Ref: Your Proposal No. Nil dated 16th July, 2007

Dear Sir,

With reference to above and subsequent discussions you had with us, we are pleased to place a firm order on you to provide consultancy services in Pogo HQ - Studio equipment Design and system integration for Theme Park at our amusement park located at Sector -10, Rohini, New Delhi, as per terms and conditions given below:-

Scope of Work

The scope of work of this agreement is provision of consultancy services as follows:-

- After assessment of programme as described out by Cartoon Network team, assess the design as submitted by ITEC and Electrosonic Systems GmbH
- Recommend the changes, if any, in the layout and list of equipments, as per the recommendations of Electrosonic Systems GmbH
- Prepare the BOQ and recommend the Vendor based on the approval of the list of equipment by us
- Vet the proposal of the various vendors against the design and suitability and rate the vendors and their quotes
- Participate and help in the negotiation process with the various vendors
- Prepare the Drawings for conducting and wiring of the Studio and the racks therein
- Assume the responsibility of the system integrator and commission the conducting and wiring along with the setup of the racking system
- Oversee the procurement of equipment and its testing and commissioning
- Single point overall responsibility for the commissioning of all equipment, their testing by the vendors and overall performance as per design
- Guarantee and certify that all installation process to be as per international standard
- Responsible for working of all equipments as per design and their standard performance
- Final inspection for the installation and performance, of equipment, by Electrosonic Systems GmbH and make suitable amendments as advised by them

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Uapl

Unitech Amusement Parks Ltd.

Plot No. 12, Sector 28B, Gurgaon - 122007

Phone: +91 122 2886111, 2779421-25 Fax: +91 122 272473

2. Fees

The fee for the above mentioned scope of work including all taxes and subject to deduction of prevailing taxes shall be INR 2,50,000/- (INR Two Lakhs Fifty Thousand Only).

3. Terms of Payment

Total value of this agreement for the scope of works as detailed above in schedule 1 shall be INR 2,50,000/- (INR Two Lakhs Fifty Thousand Only).

50% of the fees as mentioned above, amounting to INR 1,25,000/- shall be paid in advance, subject to acceptance of this agreement and production of a proforma invoice by you.

Balance 50% of the fees as mentioned above, amounting to INR 1,25,000/- shall be paid to you within 15 days of the receipt of the final invoice in original after completion of the scope of work as detailed in schedule 1 above to the satisfaction of UAPL's representative.

3. If any dispute or difference of opinion arises between the employer (UAPL) and the consultant (Mr. Shyam Satya) the decision of the Managing Director, Unitech Amusement Parks Ltd. (UAPL) shall be final and binding on both the parties.

We are forwarding herewith this agreement to you in duplicate, a copy of the same may please be sent to us duly signed and acknowledged by you as a token of receipt and your unconditional acceptance of all the terms and conditions of this agreement.

Yours faithfully,

For Unitech Amusement Parks Ltd.

Authorized Signatory

Unitech Amusement Parks Ltd.

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