

भारत पेट्रोलियम कॉर्पोरेशन लि.

भारत सरकार

कानपुर



Ref: KNP.LOI.ITC

Date: 13.02.2006

To,
ITC LIMITED,
INTERNATIONAL BUSINESS DIVISION,
A-3, 172, VINAY KHAND,
GOMTI NAGAR,
LUCKNOW- U.P.

Dear Sir,

Subject : Proposed MS/HSD Retail Outlet dealership at Village Korrian, district Hardoi(U.P)

We refer to the MOU signed by you with BPCL to market Lubricants, LPG and HSD through your e-choupals / Hubs at various locations.

We propose to offer a Retail outlet dealership at Village Korrian, district Hardoi vide this Letter of Intent, on the following terms and conditions:

1. You will arrange a suitable piece of land admeasuring approximately 50 mtr (front) x 50 mtr (depth) at village Korrian, District Hardoi(U.P), as indicated by you immediately,
2. The Corporation shall at its own cost arrange construction of sales room, driveway, canopy (where ever required) and other structures as considered necessary at its sole discretion at this site. The Corporation will also provide, install appropriate movable facilities like storage tank (s) and pumps and other required facilities.
3. In the event of this LOI or Dealership Agreement signed afterwards being terminated / surrendered by you for any reason whatsoever or by the Corporation for any of the breaches committed by you, you shall be liable to reimburse to the Corporation the market value of all structures / immovable assets paid for by the Corporation to be determined by independent Valuer appointed jointly by the parties
4. You will provide at the outlet the following basic facilities at your cost in consultation with us:
 - a. Clean drinking water
 - b. Free Air
 - c. Telephone
 - d. First aid kit with medicines
 - e. Power back-up (generator)
5. You will make all financial and other arrangements for operating the said Retail outlet dealership.

The Corporation will recover License fee from you for structures and other facilities provided by it. At present, the license fee is Rs.43 per KL for MS and Rs.36 per KL for HSD. This rate could be revised by the Corporation from time to time.

Vinay Khand
4/3/6

कानपुर पेट्रोलियम कॉर्पोरेशन लि. के माध्यम से भेजा गया है।

परीक्षा कायावधि: 10.02.2006 तक।

पेट्रोलियम कॉर्पोरेशन लि.

भारत सरकार का

कानपुर प्रदेश



Bharat
Petroleum

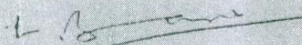
7. The Corporation will not be held liable for any loss or damage on account of delay that may be caused in providing you the facilities mentioned above, whatever may be the cause of such failure or delay.
8. It will always be a basic condition for an award of Retail outlet dealership that you shall operate the dealership under the name and styles of your existing company and you shall not assign or part with the same to any other person(s) / firm / Company.
9. You shall, within a period of 2 months, arrange to obtain each and every license necessary for operating your dealership as may required under the any Central / State Govt. / Municipal / Local Authority / NHAI for the time being in force and intimate us. We will provide you all possible assistance to expedite obtaining the above.
10. The Letter of Intent will stand automatically withdrawn and cancelled on the happening of any of the following events:
 - a. If it is found that you have suppressed and / or misrepresented any material facts in your application.
 - b. In the event of closure / liquidation of your firm.
11. This letter is merely a letter of intent and is not to be construed as a firm offer of dealership to you. The dealership to you will be confirmed / formalized by an appointment letter, followed by signing of standard dealership agreement of the Corporation by both the parties after the terms and conditions spelt out hereinabove are complied with by you.
12. Should you require any further details / guidance please get in touch with the office of the Corporation at the address mentioned below.

**TERRITORY MANAGER (RETAIL) KANPUR
BHARAT PETROLEUM CORPORATION LTD.
ADDRESS OF THE TERRITORY**

Please acknowledge the receipt of this letter.

Thanking you

Yours faithfully,
For Bharat Petroleum Corpn. Ltd.


TM (Retail)
Kanpur

कानपुर टरीटरी - 208 47 जे.के. जूट मिल रोड, फकीरी परी, कानपुर, उत्तर प्रदेश - 208 001
पत्रीकृत कार्यालय - भारत पेट्रोलियम कॉर्पोरेशन लि., कानपुर

KANPUR TERRITORY - 208 47 J.K. Jute Mill Road, Fakiri Puri, Kanpur, Uttar Pradesh - 208 001
Head Office - Bharat Petroleum Corporation Ltd., Mumbai