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If you have sold or otherwise transferred all of your ordinary shares of £0.001 each in KSK Power Ventur plc please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred part of your holding, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document does not contain an offer of transferable securities to the public within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract.

Application will be made for the Placing Shares to be admitted by way of standard listing on the Official List and to trading on the Main Market. It is expected that Admission will become effective and that dealings will commence in the Firm Placing Shares and the Conditional Placing Shares on 11 February 2014 and 25 February 2014 respectively.

KSK POWER VENTUR PLC

(incorporated in the Isle of Man with company registration number 117232C)

Placing of 15,930,000 new Ordinary Shares

and

Notice of Extraordinary General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 7 of this document and which contains the unanimous recommendation of the Directors that you vote in favour of the resolutions to be proposed at the Extraordinary General Meeting to be held on 24 February 2014 at 10.00 a.m.

The Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act") and may not be offered or sold within or into the United States (as defined in Regulation S under the Securities Act). The Placing Shares are being offered or sold outside the United States in reliance on Regulation S. This document is not being sent into the United States and does not constitute an offer to sell, or a solicitation or an offer to buy, Placing Shares to any Shareholder or any other person in the United States.

Notice of the Extraordinary General Meeting to be held at Fort Anne, Douglas, Isle of Man IM1 5PD on 24 February 2014 is set out on page 8 of this document. A Form of Proxy for use at the Extraordinary General Meeting accompanies this document. Forms of Proxy should be completed and returned to the Company Secretary, Fort Anne, Douglas, Isle of Man IM1 5PD as soon as possible and, in any event, so as to be received not later than 10.00 a.m. on 22 February 2014 (being 48 hours before the time fixed for the Extraordinary General Meeting). Completion and return of a Form of Proxy will not preclude Shareholders from attending the Extraordinary General Meeting and voting in person should they subsequently wish to do so.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Arden Partners plc, which is authorised and regulated by the Financial Conduct Authority, is acting as the Company's broker in connection with the Placing and Admission and will not be offering advice and will not be responsible to any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to herein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Arden Partners plc by the FSMA or the regulatory regime established thereunder, Arden Partners plc does not accept any responsibility for the contents, accuracy, completeness and/or verification of this document or any other statements made or purported to be made by it, or on its behalf, in connection with the Company, the Placing, the Placing Shares or any other matter referred to in this document. Arden Partners plc disclaims any and all liability (save as referred to above) to Shareholders and any other person in respect of this document or such statement.

This document contains statements that are or may be forward looking with respect to the financial condition and operation of the business of the Company. These statements can be identified by the use of forward looking terminology such as "believe", "expects", "plan", "should", "may" or comparable terminology indicating expectations or beliefs concerning future events. These forward looking statements include risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors which could or may cause actual developments to differ materially from those expressed or implied by such forward looking statements. The Company disclaims any obligation to update any such forward looking statements to reflect future events or developments.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Admission and commencement of dealings in Firm Placing Shares on the London Stock Exchange	8.00 a.m. on 11 February 2014
Crediting of CREST accounts with Firm Placing Shares in uncertificated form	8.00 a.m. on 11 February 2014
Last time and date of receipt of Forms of Proxy	10.00 a.m. on 22 February 2014
Extraordinary General Meeting	10.00 a.m. on 24 February 2014
Admission and commencement of dealings in Conditional Placing Shares on the London Stock Exchange	8.00 a.m. on 25 February 2014
Crediting of CREST accounts with Conditional Placing Shares in uncertificated form	8.00 a.m. on 25 February 2014
Posting of share certificates for Placing Shares in certificated form	by 25 February 2014

PLACING STATISTICS

Placing Price per Placing Share	130 pence
Number of existing Ordinary Shares in issue as at the date of this document	159,378,600
Total number of Placing Shares	15,930,000
Estimated number of Ordinary Shares in issue immediately following the Placing of the Firm Placing Shares	165,750,600
Percentage of the enlarged share capital represented by the Firm Placing Shares (immediately following Admission of the Firm Placing Shares)	3.8%
Estimated number of Ordinary Shares in issue immediately following the Placing of the Conditional Placing Shares	175,308,600
Percentage of the Enlarged Share Capital represented by the Conditional Placing Shares (immediately following Admission of the Conditional Placing Shares)	5.5%
Percentage of the Enlarged Share Capital represented by all the Placing Shares (immediately following Admission of the Conditional Placing Shares)	9.1%
Estimated gross proceeds of the Placing	£20,709,000
ISIN Code	IM00B1G29327
SEDOL Code	B1G2932

DEFINITIONS

In this document, the following words and expressions have the following meanings (unless the context requires otherwise):

“Admission”	admission of the Placing Shares by way of standard listing on the Official List and to trading on the Main Market;
“Arden”	Arden Partners plc, broker to the Company;
“Articles”	the articles of association of the Company;
“Company”	KSK Power Ventur plc;
“Conditional Placing Shares”	the 9,558,000 Placing Shares to be issued by the Company pursuant to the authority proposed to be granted by the Placing Resolution at the EGM, together with the Company’s existing Shareholder authorities;
“Directors”	the directors of the Company whose names are set out on page 5 of this document;
“Enlarged Share Capital”	the 175,308,600 Ordinary Shares in issue immediately following Admission (comprising the Existing Ordinary Share Capital and the Placing Shares);
“Existing Ordinary Share Capital”	the 159,378,600 Ordinary Shares in issue at the date of this document;
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company convened for 10.00 a.m. on 24 February 2014 (and any adjournment thereof);
“Form of Proxy”	the form of proxy accompanying this document for use in connection with the EGM;
“FCA”	the United Kingdom Financial Conduct Authority;
“Firm Placing Shares”	the 6,372,000 Placing Shares to be issued by the Company pursuant to the Company’s existing Shareholder authorities;
“FSMA”	the United Kingdom Financial Services and Markets Act 2000 (as amended);
“Group”	the Company and its subsidiaries;
“London Stock Exchange”	London Stock Exchange plc;
“Main Market”	the main market of the London Stock Exchange;
“Notice of EGM”	the notice of the Extraordinary General Meeting which is set out on page 8 of this document;
“Official List”	the official list of the UKLA;
“Ordinary Shares”	ordinary shares of £0.001 each in the capital of the Company;
“Placing”	the placing of the Placing Shares by Arden in accordance with the terms of the Placing Agreement;

“Placing Agreement”	the agreement between the Company (1) and Arden (2) dated 6 February 2014 relating to the Placing;
“Placing Price”	means £1.30 per Placing Share;
“Placing Resolution”	means the ordinary resolution numbered 1 in the Notice of EGM;
“Placing Shares”	means the Firm Placing Shares and the Conditional Placing Shares;
“Resolutions”	the ordinary resolutions set out in the Notice of EGM;
“Shareholders”	holders of existing Ordinary Shares and “Shareholder” means any of them;
“UKLA”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of the FSMA;
“£”	pounds sterling, the lawful currency of the United Kingdom; and
“US\$”	US dollars, the lawful currency of the United States of America.

LETTER FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

KSK POWER VENTUR PLC

(incorporated in the Isle of Man with company registration number 117232C)

Directors

T. L. Sankar (Chairman)*
S. Kishore
K. A. Sastry
V. Dlouhy*
S. R. Iyer*
A. M. Nalawade*

(*non-executive Directors)

Registered Office

Fort Anne
Douglas
Isle of Man
IM1 5PD

6 February 2014

Dear Shareholders,

Placing of 15,930,000 new Ordinary Shares at £1.30 per new Ordinary Share and Notice of Extraordinary General Meeting

1. INTRODUCTION

KSK Power Ventur plc announced today that it proposes to raise approximately £20.7 million (before expenses) by way of a conditional placing by Arden of 15,930,000 new Ordinary Shares with certain investors at a price of £1.30 per new Ordinary Share. The Placing Price is at a discount of approximately 11.86 per cent. to the closing middle market price of £1.475 of an Ordinary Share (as derived from the Daily Official List of the London Stock Exchange) on 5 February 2014, the latest practicable date prior to the date of the announcement.

Of the £20.7 million, £8.3 million was placed using existing Shareholder permissions and is conditional, amongst other things, on Admission of the Firm Placing Shares. The balance of £12.4 million was also conditionally placed, subject, amongst other things, to the passing of the Placing Resolution by Shareholders at an extraordinary general meeting of the Company and Admission of the Conditional Placing Shares. I am now writing to give you notice of an extraordinary general meeting of the Company to be held at 10.00 a.m. on 24 February 2014, formal notice of which is set out at the end of this letter. The EGM has been called for the purpose of proposing the Resolutions described below which will, *inter alia*, enable the Placing of the Conditional Placing Shares to be completed.

Application will be made for the Placing Shares to be admitted by way of standard listing on the Official List and to trading on the Main Market. It is expected that Admission will become effective and that dealings will commence in the Firm Placing Shares on 11 February 2014 and, subject to the passing of the Placing Resolution, in the Conditional Placing Shares on 25 February 2014.

This document explains the background to and reasons for the Placing, why the Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting, notice of which is set out on page 8 of this document.

2. BACKGROUND TO AND REASONS FOR THE PLACING

The demand for power in India continues to grow and there is a clear requirement for new generation capacity.

The Group's power generation assets are held through the Company's 74.94 per cent. subsidiary, KSK Energy Ventures Limited ("KSKEV") which is listed on the Bombay Stock Exchange and the National Stock Exchange of India.

The Group's strategy is to leverage and vertically integrate upstream its operations into the power generation supply chain. It is consolidating the support infrastructure and supply chains to its power production operations by making investments in its mineral, water resources and transport infrastructure for the movement of coal supplies over rail lines. These investments are held in its subsidiary, KSK Energy Company Private Limited.

3. USE OF PROCEEDS

Accordingly, the Company is now looking to raise £20.7 million (approximately US\$33.8 million) by way of an issue of 15,930,000 new Ordinary Shares in the Company to invest in its rail, water and mineral resources infrastructure activities related to the KSK Mahanadi (Chhattisgarh) 3,600 MW site, as well as its on-going working capital requirements.

4. OUTLOOK

As has been recently reported, the Group has seen the pricing of long term power purchase agreements improving, with significantly higher tariff rates being achieved. In addition, it was announced on 17 January 2014 that the Ministry of Coal had directed Coal India Limited to execute the Fuel Supply Agreement to provide coal for 1,800 MW to KSK Mahanadi.

As referred to above, consolidating the various supply chain activities within KSKEV will also help ensure that planned generation capacity is synchronised with the availability of fuel supplies through vertically integrated power generation operations.

Project costs have been increasing, with the depreciation of the Rupee and the resulting impact on imports of capital goods and costs across all power projects in India. Lower financing costs are being pursued by the Group under various refinancing initiatives.

Earlier today, the Company announced that Mr Keith Nicholas Henry and Mr Guy Delemere Lafferty have agreed to join the Company's board as new non-executive Directors, subject to usual regulatory searches.

Against this background, the Company is looking forward to emerging as one of the more stable players in the Indian power generation landscape.

5. DETAILS OF THE PLACING

The Company is proposing to raise approximately £20.7 million, before expenses, by way of a conditional placing of 15,930,000 Placing Shares at the Placing Price. The Placing Shares will represent 9.1 per cent. of the Enlarged Share Capital following completion of the Placing of the Conditional Placing Shares. The Placing Shares will, when issued, rank *pari passu* in all respects with the other Ordinary Shares then in issue, including as regards the right to receive all dividends and other distributions with a record date falling after their Admission.

Pursuant to the terms of the Placing Agreement, Arden has agreed to use its reasonable endeavours, as agent for the Company, to place the Placing Shares at the Placing Price with certain institutional and other investors. The Placing Agreement is conditional upon, *inter alia*, Admission occurring on or before 8.00 a.m. on 11 February 2014 in respect of the Firm Placing Shares and on or before 8.00 a.m. on 25 February 2014 in respect of the Conditional Placing Shares. In addition, the Placing of the Conditional Placing Shares is further conditional upon the passing of the Placing Resolution at the Extraordinary General Meeting.

The Placing Agreement contains warranties from the Company in favour of Arden in relation to, *inter alia*, certain matters relating to the Company and its business. In addition, the Company has agreed to indemnify Arden in relation to certain liabilities it may incur in connection with the Placing. Arden has the right to terminate the Placing Agreement in certain circumstances prior to Admission. In particular, it may terminate the Placing Agreement in the event of a material adverse change in the financial position or prospects of the Company, for force majeure, or if any of the warranties in the Placing Agreement cease to be true and accurate or become misleading.

Sayi Energy Ventur Limited ("Sayi"), which is currently interested in approximately 60.72 per cent. of the Existing Ordinary Share Capital (and in which two of the Directors, Messrs S.Kishore and K.A.Sastry, are deemed to be interested), is participating in the Placing and has agreed to subscribe for all the Conditional Placing Shares representing 60 per cent. of the total Placing Shares. Although the related party provisions of the Listing Rules do not apply to the Company in light of its standard listing, the Company agreed at the time of its move from AIM to the Main Market to conduct its activities as if the relevant AIM requirements continued to apply. Accordingly in light of Sayi's participation in the Placing, the Company's independent Directors consider, having consulted with Arden, the Company's broker, that the terms of Sayi's participation in the Placing are fair and reasonable insofar as Shareholders are concerned. Upon completion of the Placing, it is anticipated that Sayi will be interested (and accordingly Messrs S.Kishore and K.A.Sastry will be deemed interested) in an aggregate of 106,336,750 Ordinary Shares representing 59.7 per cent. of the Enlarged Share Capital. In addition, Sayi has also given the Company an irrevocable undertaking to vote all of the Ordinary Shares held by it in favour of the Resolutions at the EGM.

6. EGM AND SHARE ISSUANCE AUTHORITIES

Pursuant to a Shareholders' resolution passed at the Company's annual general meeting held on 17 September 2013, the Directors currently have the general authority to allot and issue 8,388,347 new Ordinary Shares free of any pre-emption rights. This authority is insufficient to allot and issue all the Placing Shares and accordingly, in order for the Company to allot and issue the balance of the Placing Shares, the Company is seeking to obtain approval from its Shareholders to (i) waive the pre-emption rights set out in the Articles in respect of the allotment and issue of the remaining 7,541,653 Placing Shares (such authority being limited to the allotment of such shares by no later than 28 February 2014) and (ii) waive the pre-emption rights set out in the Articles in respect of 8,765,430 Ordinary Shares, being 5 per cent. of the Enlarged Share Capital, to provide the Company with ongoing authority to allot and issue those shares.

7. ACTION TO BE TAKEN IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING

Shareholders will find accompanying this document a Form of Proxy for use at the Extraordinary General Meeting. Whether or not Shareholders intend to be present at the EGM, they are requested to complete and return the Form of Proxy so as to reach the **Company Secretary, Fort Anne, Douglas, Isle of Man IM1 5PD** as soon as possible and in any event not later than 10.00 a.m. on 22 February 2014.

Completion and return of a Form of Proxy will not prevent a Shareholder from attending the Extraordinary General Meeting and voting in person should he wish to do so.

8. RECOMMENDATION

The Directors believe that the Placing and the Resolutions are in the best interests of Shareholders and recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial shareholdings which total 96,778,750 Ordinary Shares (representing approximately 60.72 per cent. of the Existing Ordinary Share Capital).

Yours faithfully

T. L. Sankar
Chairman

KSK POWER VENTUR PLC

(incorporated in the Isle of Man with company registration number 117232C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Fort Anne, Douglas, Isle of Man IM1 5PD on 24 February 2014 at 10.00 a.m. to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To waive the pre-emption rights contained in Article 5.2 of the Articles of Association of the Company in connection with the allotment and issue of up to an aggregate number of 7,541,653 Ordinary Shares at such prices and on such terms as the Directors of the Company may determine in their discretion, provided that this authority shall be limited to the allotment and issue by no later than 28 February 2014 of the Placing Shares (as defined in the Company's circular accompanying this notice); and
2. Conditional upon the passing of ordinary resolution 1 above, to waive the pre-emption rights contained in Article 5.2 of the Articles of Association of the Company in connection with the allotment and issue of up to an aggregate number of 8,765,430 Ordinary Shares, representing 5 per cent. of the Enlarged Share Capital (as defined in the Company's circular accompanying this notice) at such prices and on such terms as the Directors of the Company may from time to time determine in their discretion, such waiver to expire on the earlier of the next annual general meeting of the Company and 15 months after the date on which this resolution is passed.

Registered Office:

Fort Anne
Douglas
Isle of Man
IM1 5PD

BY ORDER OF THE BOARD

S. Kishore
Director
6 February 2014

Notes

Entitlement to attend and vote

1. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2005 (Isle of Man), specifies that only those members registered in the register of members of the Company as at 10.00 a.m. on 22 February 2014 (or in the event that the meeting is adjourned, on the register of members of the Company 48 hours before the time of any adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the Ordinary Shares registered in their name at that time. Changes to entries on the register of members of the Company after 10.00 a.m. on 22 February 2014 (or, in the event that the meeting is adjourned, on the register of members of the Company less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Proxies

2. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
3. A Form of Proxy is provided, which, to be valid, must be completed and delivered, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority), to the Company Secretary, Fort Anne, Douglas, Isle of Man IM1 5PD, so as to arrive no later than 48 hours before the time appointed for the holding of the meeting, or in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for taking the poll.
4. Completion and return of a Form of Proxy does not preclude a member of the Company from attending and voting in person at the Extraordinary General Meeting.
5. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
6. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is out before the meeting.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).