

# KSK Power Ventur plc

(the "Company")



(Incorporated in the Isle of Man with Registered No. 117232C)

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given** that the Ninth Annual General Meeting of the Company will be held at the registered office of the Company at Fort Anne, Douglas, Isle of Man, IM1 5PD on Saturday, 29 August 2015 at 11.00 am for the following purposes:

### Ordinary Business:

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

1. to receive and adopt the audited accounts of the Company for the financial year ended 31 March 2015 together with the directors' report and auditors' report on those accounts;
2. to re-appoint Mr. Thiruvengadam Lakshman Sankar, who retires pursuant to Article 88.1 of the Company's Articles of Association and who, being eligible, offers himself for re-appointment as a Director;
3. to re-appoint Mr. Kolluri Ayyappa Sastry, who retires pursuant to Article 88.1 of the Company's Articles of Association and who, being eligible, offers himself for re-appointment as a Director;
4. to appoint KPMG Audit LLC as auditors to the Company, to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the shareholders and to authorise the Directors to fix the remuneration of the auditors.

### Special Business

To consider and if thought fit, to pass the following resolutions as special resolutions:

5. that the Company generally be and is hereby authorised to make market purchases of its own ordinary shares provided that:
  - (i) the maximum number of ordinary shares hereby authorised to be purchased is 17,530,860 which represents 10% of the Company's issued share capital as at the date of this notice;
  - (ii) the minimum price which may be paid for such ordinary shares is the nominal amount thereof;
  - (iii) the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be 5 per cent above the average of the middle market quotations taken from the Daily Official List of the London Stock Exchange for the five business days before the purchase is made;
  - (iv) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the next annual general meeting of the Company and the date which is eighteen months after the date on which this resolution is passed; and
  - (v) the Company may make a contract to purchase its own ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own ordinary shares in pursuance of any such contract.
6. to approve the disapplication of the provisions of Article 5.2 of the Articles of Association of the Company to the issue of up to an aggregate number of 19,478,733 of ordinary shares, representing 10 per cent of the enlarged share capital of the Company at such prices, to such persons, on such terms and at such times as the Directors of the Company may from time to time determine in their discretion, such disapplication 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.

**Dated:** 31 July 2015

### Registered office:

Fort Anne, Douglas,  
Isle of Man, IM1 5PD

**By Order of the Board**

S. Kishore  
Executive Director

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### Notes:

1. **A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.**
2. To have the right to attend and vote at the meeting you must hold ordinary shares in the Company and your name must be entered on the share register of the Company in accordance with note 4 below.
3. A form of proxy is enclosed for your use. To be valid, the form of proxy (and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by the Company Secretary at the Company's registered office at Fort Anne, Douglas, Isle of Man, IM1 5PD as soon as possible but, in any event, no later than 11.00 am on 27 August 2015. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting or at any adjournment thereof in person if he or she wishes to do so.
4. The time by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting is 11.00 am on 27 August 2015. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### EXPLANATORY NOTES ON CERTAIN BUSINESS OF THE ANNUAL GENERAL MEETING

#### **Resolution 5: Authority to purchase Company's own shares**

This resolution, which will be proposed as a special resolution will, if passed, give the Company authority to buy back its own ordinary shares in the market as permitted by the Isle of Man Companies Acts 1931 to 2004. The authority limits the number of ordinary shares that can be purchased and sets minimum and maximum prices.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the cash reserves of the Company, the Company's share price or other investment opportunities.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

The authority will only be valid until the conclusion of the next annual general meeting or 18 months after the date on which resolution 5 is passed, whichever is earlier.

#### **Resolution 6: Disapplication of pre-emption rights**

This resolution, which will be proposed as a special resolution, seeks approval with respect to the disapplication of the provisions of Article 5.2 of the Articles of Association. This will allow the Company to issue up to 19,478,733 of ordinary shares, representing 10 per cent of the enlarged share capital of the Company.

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## Form of Proxy for use at the Annual General Meeting

(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We (Note) ..... of .....  
being a shareholder of the Company hereby appoint the Chairman of the Meeting or (Note)

.....  
as my / our proxy to attend, represent and vote for me/us on my/our behalf at the Ninth Annual General Meeting of the Company to be held at the registered office of the Company at Fort Anne, Douglas, Isle of Man, IM1 5PD at 11.00 am on Saturday, 29 August 2015 and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions set out in the notice dated 31 July 2015 convening the Annual General Meeting as follows:

Resolution	For	Against	Abstain*
1. Adoption of Accounts			
2. Re-appointment of Mr. Thiruvengadam Lakshman Sankar as a Director			
3. Re-appointment of Mr. Kolluri Ayyappa Sastry as a Director			
4. Appointment of Auditors			
5. Authority to purchase Company's own shares			
6. Disapplication of pre-emption rights			

Please indicate with an "X" in the appropriate box above how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy will vote at his/her discretion.

Signature ..... Dated ..... 2015  
(Note<sup>3</sup>)

### Notes:

- 1 Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- 2 If you wish to appoint another person to be your proxy instead of the Chairman of the Meeting, you should delete the relevant words and write the name of your proxy in the space provided and initial the alteration. Such proxy need not be a member.
- 3 This form must (a) in the case of an individual, be signed by the appointor or his attorney duly authorised in writing; and (b) in the case of a corporation, be executed under its common seal or signed by an officer or attorney so authorised.
- 4 In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 5 To be effective, forms of proxy must be received by the Company Secretary at the Company's registered office, Fort Anne, Douglas, Isle of Man, IM1 5PD, as soon as possible but, in any event, no later than 11.00 am on 27 August 2015. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting or at any adjournment thereof in person if he or she wishes to do so.
- 6\* The "Abstain" option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote "For" or "Against" a resolution.
- 7 Any alteration to the Form of Proxy must be initialled.