

# 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 Eleventh Annual General Meeting of the Company will be held at the registered office of the Company at First Names House, Victoria Road, Douglas, Isle of Man IM2 4DF on Friday, 29 September 2017 at 11:00 A.M. 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 2017 together with the directors' report and auditors' report on those accounts;
2. to re-appoint Mr. Vladimir Dlouhy, 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. Keith Nicholas Henry, 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 re-elect Mr. Thiruvengadam Lakshman Sankar, as a Director of the Company in accordance with UK Corporate Governance Code;
5. to re-elect Mr. Subramaniam Ramachandran Iyer, as a Director of the Company in accordance with UK Corporate Governance Code;
6. 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:

7. 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.
8. 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 18,453,536 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.
9. That the Articles of Association of the Company be altered by deleting the present Article 151 and substituting the following new Article 151 therefor:

"151. Accounts to be sent to members

A copy of the Directors' and Auditors' reports accompanied by copies of the annual accounts (including every document required by law to be comprised in them or annexed or attached to them) shall not less than 21 clear days before the meeting before which they are to be laid, be delivered, sent by post or sent by Electronic Communication (to an address for the time being notified by a member to the Company for the purpose of receiving such documents by Electronic Communication) to every member and holder of debentures of the Company and to the Auditors and to every other person who is entitled to receive notice of general meetings. However, this Article shall not require a copy of those documents to be sent to any person who under the provisions of these Articles is not entitled to receive notices

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from the Company or of whose address the Company is unaware or to any holder of debentures of whose address the Company is unaware or to more than one of the joint holders of any shares or debentures. Any member to whom such documents are sent shall be entitled to receive a further copy, free of charge, on application at the Office. If all or any of the shares in or debentures of the Company are listed or dealt in on any stock exchange, there shall at the same time be forwarded to the secretary of that stock exchange such number of copies of each of those documents as the regulations of that stock exchange may require."

Dated: 5 September 2017

Registered office:

First Names House, Victoria Road,  
Douglas, Isle of Man IM2 4DF

**By Order of the Board**

S. Kishore  
Executive Director

### Notes:

- 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.**
- 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.
- 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 First Names House, Victoria Road, Douglas, Isle of Man IM2 4DF as soon as possible but, in any event, no later than 11.00 A.M. on 27 September 2017. 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.
- 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 A.M. on 27 September 2017. 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 7: 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 7 is passed, whichever is earlier.

#### Resolution 8: 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 18,453,536 of ordinary shares, representing 10 per cent of the enlarged share capital of the Company.

#### Resolution 9: Amendment of the Company's Articles of Association

In the interests of saving paper and the costs associated with the production of paper copies of documents, the Directors propose that the Company dispense so far as possible with hard copy annual reports and accounts, making these documents available primarily by electronic means. It is therefore proposed that the Company's Articles of Association be amended to provide that copies of the Company's reports and accounts to be sent to members under Article 151 of the Articles of Association may be emailed to all members who have notified the Company of a valid email address and who agree to receive the Company's reports and accounts electronically; copies of all reports and accounts will also be placed on the Company's website.

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

(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We (Note<sup>1</sup>)..... of .....

being a shareholder of the Company hereby appoint the Chairman of the Meeting or (Note<sup>2</sup>)

.....  
as my / our proxy to attend, represent and vote for me/us on my/our behalf at the Eleventh Annual General Meeting of the Company to be held at the registered office of the Company at 11:00 A.M. on 29 September 2017 and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions set out in the notice dated 5 September 2017 convening the Annual General Meeting as follows:

Resolution	For	Against	Abstain*
1. Adoption of Accounts			
2. Re-appointment of Mr. Vladimir Dlouhy as a Director			
3. Re-appointment of Mr. Keith Nicholas Henry as a Director			
4. Re-election of Mr. Thiruvengadam Lakshman Sankar as a Director			
5. Re-election of Mr. Subramaniam Ramachandran Iyer as a Director			
6. Appointment of Auditors			
7. Authority to purchase Company's own shares			
8. Disapplication of pre-emption rights			
9. Amendment of the Company's Articles of Association			

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 .....

(Note<sup>3</sup>)

Dated ....., 2017

### 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, First Names House, Victoria Road, Douglas, Isle of Man IM2 4DF, as soon as possible but, in any event, no later than 11:00 A.M. on 27 September 2017. 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.