



KSK POWER VENTUR PLC

(the "Company")

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of the Company will be held at 15-19, Athol Street, Douglas, Isle of Man, IM1 1LB on 31 December, 2009 at 11.30 am for the following purposes:

As ordinary business:

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

- 1 To receive and adopt the report of the Directors and the audited accounts of the Company for the financial year ended 31 March 2009 together with the report of the Auditors on those audited accounts.
- 2 To re-appoint 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 Subramaniam Ramachandran Iyer, 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-appoint Vladimir Dlouhy, who was appointed by the Board of the Company and retires pursuant to article 83 of the Company's Articles of Association and who, being eligible, offers himself for re-appointment as a Director.
- 5 To appoint Grant Thornton as auditors to the Company in place of Ernst & Young who have resigned, to hold office 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.

As special business:

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

- 6 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 10% of the Company's issued share capital;
 - (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 Official List of the UK Listing Authority 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.



- 7 To adopt new Memorandum and Articles of Association in the Form produced to the meeting and initialled by the Chairman for the purpose of identification in substitution for the existing Memorandum and Articles of Association of the Company

Dated 8 December, 2009

Registered office:
15 -19 Athol Street
Douglas
Isle of Man
IM1 1LB

By Order of the Board

Sethuraman Kishore
Director

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, 15-19 Athol Street, Douglas, Isle of Man IM1 1LB as soon as possible but, in any event, no later than 11.30 am on 29 December, 2009. 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 11.30 am on 29 December, 2009. 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 6: 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 Companies Acts 1931-2004. 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 of resolution 6, whichever is earlier.

Resolution 7: Adoption of new Memorandum and Articles of Association

The directors wish to make certain consequential changes to the Company's Articles of Association reflecting updates in UK legislation which include new cross references to the 2006 UK Companies Act and updating the shareholder disclosure sections. The amendments also deal with the introduction of a definition of Prohibited Persons into the Articles with restrictions on shares being held by certain US persons, provisions which facilitate the use of electronic proxies and an increase in the aggregate amount of fees available to remunerate the Company's directors. Copies of the Memorandum and Articles of Association of the Company (showing the proposed changes) are available for inspection during normal business hours at the registered office of the Company situated at 15-19 Athol Street, Douglas, Isle of Man IM1 1LB until the date of the Annual General Meeting or upon request from the Company Secretary. Copies will be available at the Annual General meeting and a copy can also be found on the Company's website www.ksk.co.in.