

**THE COMPANIES ACTS 1931 TO 2004**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**KSK POWER VENTUR PLC**

**("the Company")**

At the **ANNUAL GENERAL MEETING** of the Company, duly convened and held at Fort Anne, Douglas, Isle of Man IM1 5PD on 27 September 2012 the following resolutions were passed:-

**ORDINARY RESOLUTIONS**

1. To receive and adopt the audited accounts of the Company for the financial year ended 31 March 2012 together with the directors' report and auditors' report on those accounts;
2. To re-appoint Mr. Thiruvengadam Laksham 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, who were appointed by the Directors in place of Mazars LLP, who resigned as auditors of the Company on 24 February 2012, 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;

**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 15,937,860 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;

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- (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 8,388,347 of ordinary shares which represents 5% of the issued share capital of the Company as at the date of this notice, 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.



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Richard Vanderplank  
Company Secretary

27 September 2012