
OPG Power Ventures Plc

Notice of the Third Annual General Meeting

Notice is hereby given that the Third Annual General Meeting of OPG Power Ventures PLC (the "Company") will be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1JA on 27 September, 2011 at 11.30 am for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

- Resolution 1** To receive and adopt the annual report and audited accounts of the Company for the period ended 31st March 2011, together with the Directors' and Auditor's reports thereon.
- Resolution 2** To re-appoint Grant Thornton, Douglas, Isle of Man as auditors to the Company.
- Resolution 3** To authorise the Directors to determine the remuneration payable to Grant Thornton as auditors to the Company.
- Resolution 4** To re-appoint as a Director Mr Ravi Gupta who having agreed to retire but being eligible, offers himself for re-election.
- Resolution 5** To re-appoint as a Director Mr Munish Chandra Gupta who having agreed to retire but being eligible, offers himself for re-election.

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

- Resolution 6** That, subject to satisfying the Solvency Test under the Companies Act 2006 as referred to in Article 13.1 (e) of the Articles of Association, the Company generally be and is hereby authorised for the purpose of article 13.1 of the Company's articles of association to make market purchases (as defined in the aforementioned section) of Ordinary Shares in the capital of the Company provided that:
- i) the maximum number of Ordinary Shares hereby authorised to be purchased is 10% of the Ordinary Shares in issue;
 - ii) the minimum price which may be paid for such shares is 0.0147p per share;
 - iii) the maximum price (exclusive of expenses) which may be paid for such shares shall be an amount per share which is not more than 5% above the average of the market value of the Ordinary Shares for the 5 trading days before the relevant purchase is made;
 - iv) the authority hereby conferred shall (unless previously varied, revoked or renewed) expire at the next annual general meeting of the Company; and
 - v) the Company may make a contract to purchase its own 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 authority.

By order of the Board
Philip Scales
Company Secretary
2 September 2011