

**Form of Proxy for the Eighth Annual General Meeting of  
OPG Power Ventures Plc**  
(the "Company")

I/We .....  
Please insert name(s) in BLOCK CAPITALS

Of.....  
.....

Being (a) member(s) of the above named Company hereby appoint the Chairman of the Meeting or (see note 3)  
..... in respect of ..... shares

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Eighth Annual General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP on 14 November 2016 at 11.30am and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

<b>Ordinary Business</b>	For	Against	Withheld
1. To receive and adopt the annual report and audited accounts of the Company for the period ended 31 March 2016, together with the Directors' and Auditor's Reports thereon.			
2. To authorise the re-appointment of Grant Thornton as auditors to the Company.			
3. To authorise the Directors to determine the remuneration payable to Grant Thornton as auditors to the Company.			
4. To re-appoint Mr Arvind Gupta as a Director.			
5. To re-appoint Mr V. Narayan Swami as a Director.			
6. To appoint Mr Jeremy Beeton as a Director			
<b>Special Business</b>	For	Against	Withheld
7. To authorise the purchase of ordinary shares in the Company.			
8. To approve the amendments to the Memorandum and Articles of Association of the Company in Appendix 1 of the notice of annual general meeting dated 20 October 2016.			

If you fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolutions. The proxy is also authorised to vote (or abstain from voting) on any other business which may properly come before the meeting.

Signature: .....

Dated this: ..... day of .....2016

---

**Notes:**

1. Please indicate with an X in the appropriate space how you wish the proxy to vote.
2. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. The proxy must attend the meeting in person to represent you.
3. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space provided next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
4. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.  
  
To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. If you do not indicate how you wish your proxy to use your vote on any resolution, the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting on such resolution.
6. Where the member is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in that behalf in writing by the corporation.
7. This form of proxy has been sent to you by post. To be valid it must be returned by post or by courier or by hand to FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, or by facsimile to +44 (0) 1624 604790. The form of proxy must be received not less than 48 hours before the time for the holding of the meeting or adjourned meeting together with the power of attorney or other authority (if any), or a notarially certified copy of such authority, under which it is signed.
8. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members as at 11.30am on 11 November 2016 (or, in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the shares registered in their name at that time. Changes to entries on the register of members after 11.30am on 11 November 2016 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. In the case of joint holders, the signature of any one of them will suffice, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
10. Any alteration to this form of proxy must be initialled.
11. Completion and return of this form of proxy does not preclude a member from subsequently attending and voting in person at the meeting.
12. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.