

Form of Proxy for the Fifth Annual General Meeting of
INFRASTRUCTURE INDIA 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 2)

as my/our proxy to vote for me/us on my/our behalf at the Fifth Annual General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP on 26 September 2013 at 10.00 a.m. and at any adjournment thereof.

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

Ordinary Business	For	Against	Withheld
1. To receive and adopt the annual report and audited accounts of the Company for the year ended 31 March 2013, together with the Directors’ and Auditor’s reports thereon.			
2. To approve the payment of Directors’ fees for the year ended 31 March 2013.			
3. To re-confirm KPMG Audit LLC as auditors of the Company.			
4. To authorise the Directors to determine the remuneration of KPMG Audit LLC as auditors of the Company.			
5. To re-appoint as a Director Mr R Venerus.			
Special Business			
6. That in accordance with Article 154.1 of the Articles of Association, the Company shall cease to continue as constituted and that if the resolution is not passed, a similar resolution be proposed at every fifth annual general meeting hereafter.			

Signature: _____

Dated this: _____ day of _____ 2013

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.
3. 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.
4. 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.
5. 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 IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, or by facsimile to +44 (0) 1624 681392 or by email to grainned@iomagroup.co.im. 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.
6. 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 10.00 a.m. on 24 September 2103 (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 10.00 a.m. on 24 September 2013 (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.
7. 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.
8. Any alteration to this form of proxy must be initialled.
9. Completion and return of this form of proxy does not preclude a member from subsequently attending and voting in person at the meeting.