

**Form of Proxy for use by the holders of Ordinary Shares of £0.01 each in
INFRASTRUCTURE INDIA PLC (the "Company")**

at the Extraordinary General Meeting to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP at 10.00 a.m. on 11 August 2014.

**PLEASE READ THE NOTICE OF THE MEETING AND THE ACCOMPANYING NOTES CAREFULLY
BEFORE COMPLETING THIS PROXY FORM**

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 attend, speak and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP on 11 August 2014 at 10.00 a.m. and at any adjournment thereof.

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

Special Business	For	Against	Withheld
Ordinary Resolution			
1. THAT the Company increase the amount of share capital available for issue to £9,502,000 by the creation of 450,200,000 Ordinary Shares of £0.01 each ranking pari passu for all purposes with the existing Ordinary Shares in the capital of the Company.			
Special Resolutions			
2. THAT conditional on the passing of Resolution 1, the directors of the Company be authorised to allot Ordinary Shares of £0.01 each for cash in connection with the Placing as if the provisions of article 5.2 of the Company's articles of association did not apply, provided that this power shall be limited to the allotment of up to 370,000,000 Ordinary Shares of £0.01 each (such authority to expire on 31 October 2014 except that the directors of the Company may allot Ordinary Shares of £0.01 each pursuant to the authority in pursuance of an offer or agreement made prior to such date and which requires Ordinary Shares to be allotted after such date).			
3. THAT conditional on the passing of Resolution 1, the directors of the Company be authorised to allot Ordinary Shares of £0.01 each for cash as if the provisions of article 5.2 of the Company's articles of association did not apply, provided that this power shall be limited to the allotment of up to 70,000,000 Ordinary Shares of £0.01 each (such authority to expire at the annual general meeting of the Company to be held in the year 2015, except that the directors of the Company may allot Ordinary Shares of £0.01 each pursuant to the authority in pursuance of an offer or agreement made prior to such date and which requires Ordinary Shares to be allotted after such date).			

Signature:

Dated this: day of 2014

Notes:

- Please indicate with an X in the appropriate space how you wish the proxy to vote.
- 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.
- 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.
- 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.
- 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 grained@iomagroup.co.im. The form of proxy must be received by 10.00 a.m. on 9 August 2014 being 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.
- 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 am on 9 August 2014 (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 10.00am on 9 August 2014 (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.
- 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.
- Any alteration to this form of proxy must be initialled.
- Completion and return of this form of proxy does not preclude a member from subsequently attending and voting in person at the meeting.