

# Proxy Form for use by holders of ordinary shares of £0.01 each in INFRASTRUCTURE INDIA PLC (the “Company”)

at the Extraordinary General Meeting (the “Meeting”) to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP at 11.30 a.m. on 2 March 2011.

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

I/We being a member of the Company appoint the Chairman of the meeting or (*see note 3*)

as my/our proxy to attend, speak and vote on my/our behalf at the Meeting of the Company to be held on 2 March 2011 at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP at 11.30 a.m. and at any adjournment of the Meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an ‘X’. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

**Please clearly mark the box below to instruct your proxy how to vote.**

	For	Against	Withheld
1. THAT the Company increase its share capital available for issue to £5,000,000 by the creation of 150,000,000 Ordinary Shares ranking <i>pari passu</i> for all purposes with the existing Ordinary Shares in the capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT the proposed acquisition by the Company of the GGIC Assets as defined in a circular and re-admission document sent by the Company to its Shareholders dated 11 February 2011 (the “Re-Admission Document”) on the terms set out in an agreement dated 11 February 2011 made between GGIC, FPC and the Company (the “GGIC Acquisition Agreement”) be approved and that the directors be authorised to effect such acquisition in accordance with its terms conditional on the passing of resolutions 1 and 4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. THAT the proposed acquisition by the Company of the AHP Assets as defined in the Re-admission Document on the terms set out in an agreement dated 11 February 2011 made between AHP and the Company (the “AHP Acquisition Agreement”) be approved and that the directors be authorised to effect such acquisition in accordance with its terms conditional on the passing of resolutions 1, 2 and 4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. THAT the waiver by the Panel on Takeovers and Mergers of the general offer obligation that may otherwise arise pursuant to Rule 9 of the City Code as a result of the issue by the Company of New Ordinary Shares under the Acquisition Agreements (as defined in the Re-Admission Document) on the terms referred to in the Re-Admission Document be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. THAT, subject to passing of resolution 2, the investing policy of the Company be changed to the policy as set out in paragraph 10 of Part II of the Re-Admission Document.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick here if you are appointing more than one proxy.       Number of shares proxy appointed over (see Note 4)

Signature(s) .....

Print Name .....

Date .....

**Notes to the proxy form**

1. As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of one or more proxies does not preclude you from attending the meeting and voting in person. If you have appointed one or more proxies and attend the meeting in person, your proxy appointment(s) will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy the Form of Proxy. 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. To direct your proxy how to vote on the resolution mark the appropriate box with an ‘X’. To abstain from voting on the resolution, select the “Withheld” box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To validly appoint a proxy using the proxy form, the form must be completed, signed and received by Capita Registrars, FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.30 a.m. on 28 February 2011. Alternatively you may submit your proxy form online by accessing the Shareholder portal at [www.capitashareportal.com](http://www.capitashareportal.com), logging in and selecting the “Proxy Voting” link. If you have not previously used the Portal, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate), family name and post code (if resident in the UK).
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Capita Registrars Limited, CREST id RA10, by 11.30 a.m. on 28 February 2011.
12. The Company specifies that only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 16 October 2010 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the aforesaid extraordinary general meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the register of members after 6.00 p.m. on 28 February 2011 or, in the event that the meeting is adjourned, in 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.