

Company Number: 002457V

**INFRASTRUCTURE INDIA PLC
NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Fifth Annual General Meeting of Infrastructure India PLC (the “**Company**”) will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 26 September 2013 at 10.00 a.m. for the following purpose:

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 year ended 31 March 2013, together with the Directors’ and Auditor’s reports thereon.
- Resolution 2** To approve the payment of Directors’ fees for the year ended 31 March 2013.
- Resolution 3** To re-confirm KPMG Audit LLC as auditors of the Company.
- Resolution 4** To authorise the Directors to determine the remuneration of KPMG Audit LLC as auditors of the Company.
- Resolution 5** To re-appoint as a Director Rob Venerus who retires by rotation at the commencement of the 2013 Annual General Meeting and submits himself for immediate reappointment to the Board.

SPECIAL BUSINESS

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

- Resolution 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.

By order of the Board

Philip Scales
Company Secretary

22 August 2013

Notes:

1. The Company, pursuant to regulation 22 of the Uncertificated Securities Regulations 2006 of the Isle of Man, specifies that only those shareholders registered in the register of members of the Company as at 10.00 a.m. on 24 September 2013 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 annual 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 of the Company after 10.00 a.m. on 24 September 2013 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.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) 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 so as to arrive not later than 10.00 a.m. on 24 September 2013, being 48 hours before the time of the meeting.
5. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.