



Infrastructure India PLC  
IOMA House  
Hope Street  
Douglas  
ISLE OF MAN  
IM86 2AF

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ANNUAL GENERAL MEETING 2011  
INFRASTRUCTURE INDIA PLC

# INFRASTRUCTURE INDIA PLC

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Third Annual General Meeting of Infrastructure India PLC (the "Company") will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 19 October 2011 at noon 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 2011, together with the Directors' and Auditor's reports thereon.
- Resolution 2** To approve the payment of Directors' fees for the year ended 31 March 2011.
- 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 Mr T G Walker who retires by rotation and, being eligible, offers himself for re-election.
- Resolution 6** To re-appoint as a Director Mr T A Tribone who was appointed to the Board on 3 March 2011.
- Resolution 7** To re-appoint as a Director Mr R S Lulla who was appointed to the Board on 3 March 2011.
- Resolution 8** To re-appoint as a Director Mr R Venerus who was appointed to the Board on 3 March 2011.
- Resolution 9** To re-appoint as a Director Mr T E Stocks who was appointed to the Board on 3 March 2011.

By order of the Board

**Philip Scales**  
**Company Secretary**  
**15 August 2011**

### 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 noon on 17 October 2011 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 noon on 17 October 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.
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 the Company's Registrar, IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP so as to arrive not later than noon on 17 October 2011, 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.

# PROXY FORM for the Third 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)

Or \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the Third Annual General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP on 19 October 2011 at noon and at any adjournment thereof.

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

Ordinary Business	For	Against	Withheld
<b>Resolution 1</b> To receive and adopt the annual report and audited accounts of the Company for the year ended 31 March 2011, together with the Directors' and Auditor's reports thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> To approve the payment of Directors' fees for the year ended 31 March 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> To re-confirm KPMG Audit LLC as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> To authorise the Directors to determine the remuneration of KPMG Audit LLC as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> To re-appoint as a Director Mr T G Walker.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b> To re-appoint as a Director Mr T A Tribone.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b> To re-appoint as a Director Mr R S Lulla.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 8</b> To re-appoint as a Director Mr R Venerus.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 9</b> To re-appoint as a Director Mr T E Stocks.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature: \_\_\_\_\_ Dated this: \_\_\_\_\_ day of \_\_\_\_\_ 2011

## 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 the Company's Registrar, IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, or by facsimile to +44 (0) 1624 681392. 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.
- The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2005 (Isle of Man), specifies that only those members registered in the register of members as at noon on 17 October 2011 (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 noon on 17 October 2011 (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.