

NOTICE OF THE FIRST ANNUAL GENERAL MEETING

INFRASTRUCTURE INDIA PLC

Notice is hereby given that the First Annual General Meeting of Infrastructure India PLC (the "Company") will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 28 August 2009 at 11.00am for the following purposes:

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 period ended 31 March 2009, together with the Directors' and Auditor's reports thereon.
- Resolution 2** To re-confirm KPMG Audit LLC as auditors of the Company.
- Resolution 3** To authorise the Directors to determine the remuneration of KPMG Audit LLC as auditors of the Company.
- Resolution 4** To reappoint as a Director Mr P P Scales who was appointed to the Board on 10 April 2008. Mr Scales retires by rotation and, being eligible, offers himself for re-election.
- Resolution 5** To reappoint as a Director Mr T G Walker who was appointed to the Board on 23 April 2008. Mr Walker retires by rotation and, being eligible, offers himself for re-election.
- Resolution 6** To reappoint as a Director Mr P R Cottrell who was appointed to the Board on 23 April 2008. Mr Cottrell retires by rotation and, being eligible, offers himself for re-election.
- Resolution 7** To reappoint as a Director Mr P K Sarwal who was appointed to the Board on 12 May 2008. Mr Sarwal retires by rotation and, being eligible, offers himself for re-election.

By order of the Board

Philip Scales
Company Secretary
28 July 2009

Form of Proxy for the First Annual General Meeting of

INFRASTRUCTURE INDIA PLC (the "Company")

I/We 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 First Annual General Meeting of the Company to be held at **IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP on 28 August 2009 at 11.00am** and at any adjournment thereof.

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

		For	Against
Resolution 1	Ordinary Business To receive and adopt the annual report and audited accounts of the Company for the period ended 31 March 2009, together with the Directors' and Auditor's reports thereon.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-confirm KPMG Audit LLC as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To authorise the Directors to determine the remuneration of KPMG Audit LLC as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-appoint as a Director Mr P P Scales.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To re-appoint as a Director Mr T G Walker.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To re-appoint as a Director Mr P R Cottrell.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	To re-appoint as a Director Mr P K Sarwal.	<input type="checkbox"/>	<input type="checkbox"/>

Signature Date

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 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.
- 6 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 11.00am on 26 August 2009 (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 11.00am on 26 August 2009 (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.

NOTES:

1 A member who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him or her in respect of such shares. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. A proxy need not be a member of the Company.

To appoint more than one proxy you may photocopy the proxy form. 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.

2 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 11.00am on 26 August 2009, being 48 hours before the time of the meeting.

3 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.

4 The Company, pursuant to Regulations 22 and 23 Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members as at 11.00am on 26 August 2009 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjournment meeting) shall be entitled to attend or vote at the meeting in respect of the ordinary shares registered in their name at that time. Changes to entries on the register of members after 11.00am on 26 August 2009 (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.

5 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

BUSINESS REPLY SERVICE
Licence No. D096



Infrastructure India PLC
IOMA House
Hope Street
Douglas
ISLE OF MAN
IM1 1AP