

ANNUAL GENERAL MEETING 2010
INFRASTRUCTURE INDIA PLC

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Second Annual General Meeting of Infrastructure India PLC (the “**Company**”) will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 25 August 2010 at 9.30a.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 2010, together with the Directors’ and Auditor’s reports thereon.
- Resolution 2** To approve the payment of Directors fees for the year ended 31 March 2010.
- 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 P P Scales who retires by rotation and, being eligible, offers himself for re-election.

By order of the Board

Philip Scales
Company Secretary
30 July 2010

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 9.30 a.m. on 23 August 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 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 9.30 a.m. on 23 August 2010 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 09.30am on 23 August 2010, 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 use by holders of ordinary shares of £0.01 each in INFRASTRUCTURE INDIA PLC (the “Company”)

at the Second Annual General Meeting of the Company (the “Meeting”) to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP at 9.30 a.m. on 25 August 2010.

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 (see note 3)

Or _____

as my/our proxy to vote for me/us on my/our behalf at the Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP on 25 August 2010 at 9.30a.m. and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions 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.

Ordinary Business	For	Against	Withheld
Resolution 1 To receive and adopt the annual report and audited accounts of the Company for the year ended 31 March 2010, together with the Directors’ and Auditor’s reports thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To approve the payment of Directors fees for the year ended 31 March 2010.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To re-confirm KPMG Audit LLC as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 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"/>
Resolution 5 To re-appoint as a Director Mr P P Scales.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature: _____ **Dated this:** _____ **day of** _____ **2010**

NOTES TO THE PROXY FORM

- As a member of the Company you are entitled to appoint a proxy 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.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 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 space provided. 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.
- 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, additional proxy form(s) may be obtained from the Company’s Registrar, IOMA Fund and Investment Management Limited at the address set out in note 6.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an ‘X’. To abstain from voting on a resolution, select the relevant “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.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, or sent by facsimile to +44 (0) 1624 681392; and
 - received by IOMA Fund and Investment Management Limited no later than 9.30 a.m. on 23 August 2010.
- 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.
- 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.
- 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).
- 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.



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