

Company Number 001805V

GREENKO GROUP PLC
(the “Company”)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Top Floor, 14 Athol Street, Douglas, Isle of Man, IM1 1JA, on Wednesday, **14th December 2011**, at 12h00 **GMT**, for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions to be proposed as **Ordinary Resolutions** (as defined in the Company’s Articles of Association (“the Company’s Articles”) i.e. requiring a majority in excess of 50 per cent of votes cast at the AGM):

Resolution 1

To receive, consider and adopt the Annual Report and Accounts for the year ended 31st March 2011 together with the reports of the Directors and the Independent Auditors thereon and any other documentation required to be annexed to the audited annual financial statements.

Resolution 2

To re-elect Hari Kiran Vadlamani, who retires in terms of Article 87.1 and who, being eligible, has offered himself for re-election as a Director of the Company.

Resolution 3

To re-elect Narasimharamulu Pantam, who retires in terms of Article 87.1 and who, being eligible, has offered himself for re-election as a Director of the Company.

Resolution 4

To re-appoint Grant Thornton as the independent auditor of the Company to hold office from the conclusion of this meeting to the conclusion of the next meeting, at which the Company’s accounts are laid before the Company’s members, and to authorise the Directors to determine the Auditor’s remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as **Special Resolutions** (as defined in the Company’s Articles i.e. requiring a majority in excess of 75 per cent of the votes cast at the AGM):

Resolution 5

To consider and, if thought fit, to pass the following resolutions as Special Resolutions (as defined above):

THAT in accordance with and subject to the provisions of Article 13.1 (c)(iii) of the Company’s Articles, the Directors of the Company be generally and unconditionally authorised to exercise all of the powers of the Company to make open-market purchases of Ordinary Shares, of €0.005 each, in the capital of the Company(“Ordinary Shares”), provided that:

- (a) the maximum number of Ordinary Shares authorised to be acquired shall not exceed 5 per cent of the Company’s issued Ordinary Shares at the date of the Directors’ report referred to in Resolution 1;
- (b) the minimum price that may be paid for each Ordinary Share is €0.005 (par value);
- (c) the maximum price that may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the mid-market quotation for an Ordinary Share as derived from the AIM Appendix of

the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the Ordinary Shares are contracted to be purchased;

- (d) the authority conferred shall expire at the conclusion of the next annual general meeting of the Company unless such authority is varied or revoked by a subsequent special resolution of the members; and
- (e) the Company makes a contract to acquire its Ordinary Shares under the authority conferred prior to the expiry of such authority, which will or may be executed wholly or partly after such authority, and may purchase its Ordinary Shares in pursuance of any such contract.

Resolution 6

To consider and, if thought fit, pass the following Special Resolution:

THAT the Directors be hereby authorised and empowered, to allot up to 47,213,486 Ordinary Shares (being 1/3rd of the Existing Issued Share Capital of the Company), subject to the restriction that the issue of Ordinary Shares for cash shall not exceed 14,164,046 Ordinary Shares (being 10 percent of the Existing Issued Share Capital of the Company) either for cash or non-cash consideration in each case as if the pre-emption provisions contained in Article 5 of the Company's Articles did not apply to any such allotments, such power (unless and to the extent previously revoked, varied or reviewed by the Company in general meeting) and the powers conferred on the Directors by this resolution expire at the conclusion of the next annual general meeting of the Company.

Registered Office:

BY ORDER OF THE BOARD

Top Floor
14 Athol Street
Douglas
Isle of Man
IM1 1JA

ANNE COUPER WOODS
Company Secretary
21st November 2011

Notes

1. *A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.*
2. *A form of proxy is provided, which to be valid, must be completed and delivered, together with power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to Simcocks Trust Limited, Top Floor, 14 Athol Street, Douglas, Isle of Man IM1 1JA, so as to arrive no later than 48 hours before the time appointed for the holding of the meeting, or in the case of a poll, not less than 24 hours before the time appointed for taking the poll.*
3. *Completion and return of a form of proxy does not preclude a member of the Company from attending and voting in person at the Annual General Meeting.*
4. *Copies of the directors' service contracts and letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturday excepted) from the date of this document until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.*
5. *The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members as at 12h00 GMT, on Friday, 25th November 2011, (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 12h00 GMT, on 25th November 2011 (or, in the event that the meeting is adjourned, on the register of members at no 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.*

Explanatory notes to the resolutions proposed at the Fourth Annual General Meeting of the Company to be held at Top Floor, 14 Athol Street, Douglas, Isle of Man, IM1 1JA, on Wednesday, 14th December 2011, at 12h00 GMT.

Resolution 1

The Company is required by its Articles to lay the Directors' and Auditors' reports and copies of the annual accounts before the annual general meeting. An Annual Report has already been posted to the members (and they are available on the Company's Website at www.greenkogroup.com) and the members are being asked to adopt the Company's Annual Report, the audited annual accounts for the year ended 31st March 2011, the Directors' Report and the Report of Independent Auditors.

Resolutions 2 & 3

As per Article 87 of the Company's Articles, one-third of Directors shall retire by rotation. As per the applicable provisions, Mr. Hari Kiran Vadlamani and Narasimharamulu Pantam, being the longest in office, are retiring at this annual general meeting and, being eligible, they have offered themselves for re-election. It is considered appropriate to re-elect these directors at this meeting.

Resolution 4

This resolution concerns the re-appointment of Grant Thornton as the Company's Independent Auditor. Whilst resolving to re-appoint Grant Thornton, the resolution also authorises the Directors to determine the Auditor's remuneration.

Resolution 5

This is an enabling resolution which, if passed, will authorise the Directors to buy-back up to 5% of the Company's shares in the open-market. Any buy-back will be subject to the conditions stated in this resolution, including the price and amount of shares to be purchased. This authority will lapse at the conclusion of the annual general meeting to be held in 2012.

Resolution 6

The members are being asked to resolve to empower the Directors to allot up to the limits specified in the special resolution as the members' authority given at the last annual general meeting to allot up to one-third of the Company's existing paid-up capital without applying pre-emptive rights. The members will be asked to consider renewing this authority for one more year as if the pre-emption rights contained in Article 5 of the Company's Articles did not apply to such allotment. This authority will lapse at the conclusion of the annual general meeting to be held in 2012.