

**ANNUAL GENERAL MEETING**  
**OF GREENKO GROUP PLC (THE "COMPANY")**

**FORM OF PROXY**

I/We, the undersigned, being a member(s) of the Company

Name(s) in Full

\_\_\_\_\_ (BLOCK LETTERS PLEASE)

hereby appoint the Chairman of the Meeting

or

\_\_\_\_\_ (See note 3)

as my/our proxy for the purposes of considering and, if thought fit, to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on, Wednesday, 14<sup>th</sup> December 2011, at 12h00 GMT ("the Meeting"), and at any adjournment thereof, in the following manner:

Please tick the box if this proxy appointment is one of multiple appointments being made

	<b>ORDINARY RESOLUTIONS</b>	<b>For*</b>	<b>Against*</b>	<b>Withheld*</b>
1.	To receive, consider and adopt the Annual Report and Accounts for the year ended 31 <sup>st</sup> March 2011 together with the reports of the Directors and Independent Auditors thereon and any other documentation required to be annexed to the financial statements.			
2.	To re-elect Hari Kiran Vadlamani as a Director of the Company.			
3.	To re-elect Narasimharamulu Pantam as a Director of the Company.			
4.	To re-appoint Grant Thornton as the Independent Auditor of the Company and to authorise the Directors to determine their remuneration.			
	<b>SPECIAL RESOLUTIONS</b>			
5.	To authorise the Directors to make open-market purchases of Ordinary Shares in the capital of the Company.			
6.	To authorise the Directors to allot up to 47,213,486 Ordinary Shares, subject to the restriction that the issue of Ordinary Shares for cash shall not exceed 14,164,046 Ordinary Shares 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.			

*\*Please indicate by marking 'X' in the appropriate space how you wish your vote to be cast.*

As WITNESS my/our hand(s) on this the \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signature \_\_\_\_\_

NOTES:

1. If this form is returned without any indication as to how the person appointed as proxy shall vote, then he or she will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting.
2. This form of proxy, duly signed, and any power of attorney under which it is executed, must be deposited at the offices of Simcocks Trust Limited, Top Floor, 14 Athol Street, Douglas, Isle of Man IM1 1JA, by no less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting.
3. A member may appoint a proxy of his or her own choice by deleting the reference to the 'Chairman of the Meeting' and inserting the name of his or her proxy in the space provided. A proxy need not be a member of the Company but must attend the Meeting in person to represent the member.
4. A corporation should complete this form under its common seal or under the hand of a duly authorised officer or attorney.
5. If two or more persons are joint-holders of a share, then, in voting on any proposed resolution, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint-holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Company's Share Register.
6. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against the proposed resolutions.