



## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Indus Gas Limited (the "Company") will be held at Les Echelons Court, Les Echelons, Guernsey, GY1 2JF on 31st October 2011 at 11.00 am at which the following Ordinary Resolutions will be proposed:

### *Ordinary Business*

1. To receive and adopt the statement of accounts and the balance sheet of the Company with the report of the Directors and the auditors' report for the year ending 31st March 2011.
2. To re-appoint Marc Holtzman, who retires as Chairman and Non-Executive Director by rotation in accordance with the Articles of Association and being eligible, offers himself for re-election as Chairman and Non-Executive Director.
3. To re-appoint John Behar, who retires as a Non-Executive Director by rotation in accordance with the Articles of Association and being eligible, offers himself for re-election as a Non-Executive Director.
4. To re-appoint Grant Thornton as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

By Order of the Board  
Director and Director of Willow Trust Limited  
as Secretary to Indus Gas Limited  
30th September 2011

### Notes

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy (or more than one proxy) to attend and, on a poll, vote in his stead. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. For the convenience of members who may be unable to attend the meeting, a form of Proxy is attached which should be completed and returned to registrar's agents, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom not less than 72 hours before the time fixed for the Meeting. The fact that members may have completed Forms of Proxy will not prevent them from attending and voting in person should they afterwards decide to do so.
3. Members who hold ordinary shares in uncertified form must have been entered on the Company's Register of Members 72 hours prior to the Meeting in order to attend and vote at the Meeting. Such members may only vote at the Meeting in respect of ordinary shares in the Company held at that time.



# Form of Proxy for the Annual General Meeting

I/We of

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ being (a) member(s) of the above named Company hereby appoint

\_\_\_\_\_ failing whom, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Second Annual General Meeting of the Shareholders of the Company to be held at Old Government House Hotel, St Ann's Place, St Peter Port, Guernsey, GY1 2NU on the 31st October 2011 at 11.00 am and at any adjournment thereof and vote thereat as indicated below.

Please indicate with an "X" in the appropriate space how you wish your votes to be cast:

Ordinary Business	For	Against
1. Ordinary Resolution to receive and adopt the accounts for the year ended 31 March 2011		
2. Ordinary Resolution to re-appoint Marc Holtzman as Chairman and Non-Executive Director		
3. Ordinary Resolution to re-appoint John Behar as a Non-Executive Director		
4. Ordinary Resolution to re-appoint Grant Thornton as Auditor and to authorise the Directors to determine the remuneration of the Auditor		

Date .....

Signature(s) or common seal

.....

### Notes

1. A proxy need not be a member of the Company.
2. If you do not indicate how you wish your proxy to use your vote in a particular matter, the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting.
3. In the case a corporation this Form of Proxy must be executed under seal or under the hand of an officer or lawyer duly authorised in writing.
4. Forms of Proxy, to be valid, must be signed and must be lodged, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, to the registrar's agents, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom not less than 72 hours before the time of appointed for holding the Meeting.
5. In the case of joint holders, the signature of any one of them will suffice, but if a holder other than the first named holder signs, it will help the Registrars if the name of the first holder is given.
6. Any alteration to this Form of Proxy must be initialled.
7. Completion and return of this Form of Proxy does not preclude a member subsequently attending and voting at the Meeting.