#### NOTICE OF AVAILABILITY The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.indiacapitalgrowth.com

### NOTES TO THE FORM OF PROXY

- If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chair of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chair of the meeting to act as your proxy. Please note, the Board strongly encourages all Shareholders to appoint the Chair as their proxy.
- Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed 2 rease indicate with an X in the appropriate box now you wish your were to be cast, unless offer subjects and the proxy interaction as to where it and its of more less instructed or otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching 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 please contact Neville Registrars Limited as detailed in note 4 below. Please note, the Board strongly encourages all Shareholders to appoint the Chair as their proxy.
- This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the UK Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Transfer Agent of the Company, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD not later than 11:00 a.m. on 19 September 2022 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message regardless of whether it constitutes the appointed provides of a mendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our Transfer Agent Neville Registrars Limited (CREST ID: 7RA11) by 11:00 a.m. (UK time) on 19 September 2022. See the notes to the Notice of Meeting for further information on proxy appointed through CREST.
- In the case of joint holders of a share 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 and for this purpose seniority shall be 6 determined by the order in which the names stand in the statutory register of members in respect of the share.
- Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution
- As permitted by regulation 41 of the Uncertificated Securities Regulations (Guernsey) 2009 as amended, only those persons whose names are entered on the register of the Company at 11:00 a.m. on 19 September 2022 shall be entitled to attend and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
- As an alternative to completing this hard copy Form of Proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars Limited at www.sharegateway.co.uk using your personal proxy registration code (Activity Code) shown below. For an electronic proxy appointment to be valid, the appointment must be received by the Company's Transfer Agent no later than 11:00 a.m. on 19 Septemer 2022. 10

Please complete and return this Form of Proxy to the Transfer Agent at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

### India Capital Growth Fund Limited

(Please only complete if appointing someone other than the Chair of the Meeting)

# FORM OF PROXY

(A closed-ended investment Company incorporated in Guernsey with registered number 43916)

I/We being (a) member(s) of the Company and entited to vote at the Annual General Meeting, hereby appoint

or failing him/her, the Chair of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 21 September 2022 at Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL at 11:00 a.m. and at any adjournment thereof.												

Re	Solutions (*Special Resolutions)	FOR	AGAINST	WITHHELD			FOR	AGAINST	VITHHELD
1	THAT the Annual Report and Consolidated Financial Statements of the Company for the year ended 31 December 2021 be received and adopted.		Ì		8	THAT the Directors are authorised to allot shares in the Company.			È
2	THAT Deloitte LLP be re-appointed as auditor of the Company until the conclusion of the next AGM and the directors be authorised to fix Deloitte's remuneration.				9'	<ul> <li>THAT the Company is permitted to disapply statutory pre emption rights.</li> </ul>			
3	THAT the Directors' Remuneration Report for the year ended 31 December 2021 be approved.				10	0* THAT the Company is authorised to make market purchases of its own ordinary shares.			
4	THAT Elisabeth Scott be re-elected as a director of the Company.								
5	THAT Patrick Firth be re-elected as a director of the Company.								
6	THAT Lynne Duquemin be re-elected as a director of the Company.								
7	THAT Nick Timberlake be elected as a director of the Company.				Y	our Personal Proxy Registration Code is: ABCD-1	23-	EFG	i
						If you are planning to attend the Annual General Meeting, please tick the fo	ollowi	ng bo	x: [
Mar Sigr	k this box with an "X" if you are appointing more than one proxy:		Leave enter	blank the nu	to aut mber	thorise your proxy to act in relation to your full entitlement or of shares in relation to which your proxy is authorised to vote:			
			Date:	D	Ν				R



India Capital Growth Fund Limited

# Attendance Card

Address 1 Address 2 Address 3 Address 3 Address 5 Address 6 The Annual General Meeting will start at 11:00 a.m. and is being held on 21 September 2022 at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL. **If you plan to attend the Annual General** 

Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.



Business Reply Plus Licence Number RTZE-YRRG-ETSK

հարդիրերուներություն

Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD