

# EVOLVENCE INDIA HOLDINGS PLC

(the "Company")

## Form of Proxy for use at the 2009 Annual General Meeting

(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We<sup>1</sup> .....of.....  
being a shareholder of the Company hereby appoint the Chairman of the meeting or<sup>2</sup>

.....  
as my/ our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Third Floor, St George's Court, Upper Church Street, Douglas Isle of Man at 11.15 a.m. on 17 July 2009 and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions set out in the notice convening the Annual General Meeting as follows:

Resolution	For	Against	Abstain <sup>6</sup>
1 To receive and adopt the Company's annual accounts and the directors' and auditors' reports			
2 To re-elect Christopher William Knight as a director			
3 To re-elect Sanjeev Mohta as a director			
4 To re-elect Alexander Anderson Whamond as a director			
5 To reappoint KPMG LLC as auditors to the Company and authorise the directors to fix their remuneration			
6 To change the name of the Company to EIH PLC (special resolution)			
7 To adopt the new articles of association (special resolution)			

Please indicate with an "X" in the appropriate box above how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy will vote at his/her discretion.

Dated ..... 2009                      Signature<sup>3</sup> .....

**Notes:**

- <sup>1</sup> Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- <sup>2</sup> If you wish to appoint another person to be your proxy instead of the Chairman of the meeting, you should delete the relevant words, and write the name of your proxy in the space provided and initial the alteration. Such proxy need not also be a member.
- <sup>3</sup> This form must (a) in the case of an individual be signed by the appointor or his attorney duly authorised in writing; and (b) in the case of a corporation, be executed under its common seal or signed by an officer or attorney so authorised.
- <sup>4</sup> In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- <sup>5</sup> To be effective, forms of proxy must be received by the Company Secretary at the Company's registered office, 15-19 Athol Street, Douglas, Isle of Man IM1 1LB, as soon as possible but, in any event, no later than 11.15 a.m. 15 July 2009. Completion and return of a form of proxy will not preclude a member from attending and voting at the Meeting or at any adjournment thereof in person if he or she wishes to do so.
- <sup>6</sup> The "Abstain" option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote "For" or "Against" a resolution.
- <sup>7</sup> Any alteration to the Form of Proxy must be initialled.