

**FORM OF PROXY**

**EVOLVENCE INDIA HOLDINGS PLC**

**For use by holders of ordinary shares at the Extraordinary General Meeting (the "EGM") of Evolvence India Holdings PLC (the "Company") convened for 29 October 2008 at 10.00am**

Please read the notice of the EGM (the "Notice") on page 7 of the circular to shareholders of the Company dated 2 October 2008 accompanying this Form of Proxy (the "Circular") and the notes overleaf before completing this form.

I/We, being a member of the Company, hereby appoint the Chairman of the EGM or the following person:

See note 3 below.

as my/our proxy to attend and vote on my/our behalf at the EGM to be held at 15-19 Athol Street, Douglas, Isle of Man IM1 1LB on 29 October 2008 at 10.00am and at any adjournment of that EGM.

I/We direct my/our proxy to vote on my/our behalf on the resolutions referred to in the Notice as indicated below. If no indication is given, my/our proxy will vote or abstain from voting at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit.

*(Please indicated how you wish to vote on the special resolution by marking an "X" in the relevant box below).*

	For	Against	Vote Withheld (see note 5 below)
<b>ORDINARY RESOLUTIONS</b>			
1. <b>THAT</b> Khaled Salem Musabeh H Almehairi be and is hereby removed from the office of director of the Company with immediate effect.			
2. <b>THAT</b> Mohamed Abdel-Hadi be and is hereby removed from the office of director of the Company with immediate effect.			
3. <b>THAT</b> Christopher William Knight be and is hereby appointed a director of the Company with immediate effect.			
4. <b>THAT</b> Sanjeev Mohta be and is hereby appointed a director of the Company with immediate effect.			
5. <b>THAT</b> save for any director appointed pursuant to the resolutions numbered 3 and 4, and Mehdi Dazi, each and every other director of the Company appointed before the passing of this resolution (notwithstanding that such appointment may only become effective at a later date) be and each of them is hereby removed as a director of the Company with immediate effect.			

.....  
 Signature

Date.....2008

**NOTES:**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote withhold" box. A vote withhold is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to the Company's registered office at 15-19 Athol Street, Douglas, Isle of Man IM1 1LB; and
  - received no later than 27 October 2008 at 10.00am.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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 appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Capita (CREST participant ID number RA10) by 27 October 2008 at 10.00am.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.