

# FORM OF PROXY

I/We, .....  
of .....  
being a member/members of DIESEL & MOTOR ENGINEERING PLC hereby appoint:

1. .... of  
.....Holder of NIC No. ....  
..... or failing him/them.

2. ASOKA RANJITH PANDITHAGE (Chairman of the Company) of Colombo or, failing him, one of the Directors of the Company as my/our proxy to vote as indicated hereunder for me/us and on my/our behalf at the Sixty-Fifth Annual General Meeting of the Company to be held on Tuesday, 29th June 2010 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

	<b>For</b>	<b>Against</b>
1. To consider and adopt the Report of the Directors and the Statement of Accounts for the year ended 31st March 2010, with the Report of the Auditors thereon. .	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr. A.N. Algama, who retires by rotation at the Annual General Meeting, a Director.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr. A.M. Pandithage, who retires by rotation at the Annual General Meeting, a Director.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr. T. G. H. Peries, who retires by rotation at the Annual General Meeting, a Director.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr. R. Seevaratnam, who retires by rotation at the Annual General Meeting, a Director.	<input type="checkbox"/>	<input type="checkbox"/>
6. To reappoint KPMG Ford, Rhodes, Thornton & Co. as Auditors and authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the Directors to determine contributions to charities.	<input type="checkbox"/>	<input type="checkbox"/>
8. To consider, and if thought fit, pass the special resolution.	<input type="checkbox"/>	<input type="checkbox"/>

The proxy may vote as he thinks fit on any other resolution brought before the meeting.

Dated this ..... day of ..... 2010.

Witness:

.....  
.....

.....  
Signature of Shareholder

1. A proxy need not be a member of the Company.
2. Instructions to fill the Form of Proxy (please see overleaf).

**Instructions as to Completion**

1. To be valid this Form of Proxy must be deposited at the Registered Office, No. 65, Jetawana Road, Colombo 14, not less than 48 hours before the time appointed for the holding of the meeting.
2. In perfecting the Form of Proxy please ensure that all details are legible.
3. If you wish to appoint a person as your proxy, please insert the relevant details overleaf and initial against this entry.
4. Please indicate with a X in the spaces provided how your proxy is to vote on each resolution. If no indication is given the proxy in his discretion will vote as he thinks fit. Please also delete if you do not wish your proxy to vote as he thinks fit on any other resolution brought before the meeting.
5. In the case of a company/corporation, the proxy must be under its common seal which should be affixed and attested in the manner prescribed by its Articles of Association.
6. In the case of a proxy signed by an Attorney, the Power of Attorney must be deposited at the registered office for registration.