

YATRA CAPITAL LIMITED (the "Company")

**MINUTES OF THE SECOND ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY
HELD AT MONDAY, 11 SEPTEMBER 2017 AT 10:00AM.**

Present: Richard Boleat Chairman - representing:
Aviva Life and Pensions UK Limited 00001
Aviva Life and Pensions UK Limited 00002
LIM Asia Multi-Strategy Fund Inc
Citibank Warsaw

In Attendance: George Baird
Charles Millard-Beer
Emma Dendy

1. QUORUM - ORDINARY BUSINESS

- 1.1 The Chairman, Mr Boleat opened the meeting noting that there were no shareholders physically present but that there were 4 shareholdings present by proxy.
- 1.2 The Chairman noted that the quorum of two members present in person or by proxy holding 5% or more of the shares in issue in relation to the Ordinary Business for the meeting was satisfied and declared the meeting open.
- 1.3 The Chairman noted that he had demanded a poll pursuant to the Articles of Association of the Company (the "Articles") and this had not been withdrawn. As such a poll would be taken in respect of each resolution to be put to the meeting. The Chairman reminded the meeting that on a poll, every member present in person or by proxy or by a duly authorised representative (if a corporation) shall have one vote for each share held by him, subject to any special voting powers or restrictions as set out in the Articles.

2. NOTICE OF MEETING

- 2.1 The Chairman referred to the Notice of the meeting (the "Notice") and noted that due notice of the meeting had been given.

ORDINARY RESOLUTIONS

The Chairman noted that in order to pass the ordinary resolutions to be put to the meeting a simple majority of the total voting rights of members voting in person or by proxy or by a duly authorised representative (if a corporation) was required. In the case of an equality of votes, the Chairman shall have a second or casting vote pursuant to the Articles.

3. Resolution 1

- 3.1 THAT the report of the Board of Directors and the audited financial statements of the Company for the financial year ended 31st March 2017 be and is approved (the "**Accounts**") ("**Resolution 1**"). Resolution 1 was put to the meeting and the Chairman declared the resolution carried unanimously.

4. Resolution 2

THAT the re-election of Ramesh Bawa as Director of the Company be and is approved. Resolution 2 was put to the meeting and the Chairman declared the resolution carried unanimously.

5. Resolution 3

THAT the re-election of Richard Boleat as Director of the Company be and is approved. Resolution 3 was put to the meeting and the Chairman declared the resolution carried unanimously.

6. Resolution 4

THAT the re-election of Christopher Wright as Director of the Company be and is approved. Resolution 4 was put to the meeting and the Chairman declared the resolution carried unanimously.

7. Resolution 5

THAT the re-election of Malcolm King as Director of the Company be and is approved. Resolution 5 was put to the meeting and the Chairman declared the resolution carried unanimously.

8. Resolution 6

THAT the re-election of David Hunter as Director of the Company be and is approved. Resolution 6 was put to the meeting and the Chairman declared the resolution carried unanimously.

9. Resolution 7

THAT the re-election of George Baird as Director of the Company be and is approved. Resolution 7 was put to the meeting and the Chairman declared the resolution carried unanimously.

10. Resolution 8

THAT the re-appointment of KPMG Channel Islands Limited as auditors to the Company to hold office until the conclusion of the next annual general meeting of the Company be and is approved and that the Directors of the Company be authorised to fix the remuneration of such auditors. Resolution 8 was put to the meeting and the Chairman declared the resolution carried unanimously.

There being no further business, the meeting was declared closed.



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Richard Boleat, Chairman