

YATRA CAPITAL

Yatra Capital Agenda Notice & Proxy Form for AGM to be held on 21st October 2010 at 10am

NOTICE OF ANNUAL GENERAL MEETING

YATRA CAPITAL

Yatra Capital Limited (Jersey company number 93576) (the "Company") hereby gives notice of its forthcoming Annual General Meeting to be held on **21st October 2010 at 10:00am (BST)** at the registered office of the Company, **43/45 La Motte Street, St Helier, Jersey JE4 8SD.**

The purpose of the Annual General Meeting shall be to consider and, if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions:

1. THAT the report of the Board of Directors and the audited financial statements of the Company for the financial year ended 31st March 2010 be and is approved.
2. THAT the re-appointment of PricewaterhouseCoopers Jersey as auditors to the Company to hold office until the conclusion of the next general meeting of the Company be and is approved and that the Directors of the Company be authorized to fix the remuneration of such auditors.
3. THAT the re-election of Richard Boleat as Director of the Company pursuant to Article 27.02 of the articles of association of the Company be and is approved.
4. THAT the re-election of Christopher Wright as Director of the Company pursuant to Article 27.02 of the articles of association of the Company be and is approved.

BY ORDER OF THE BOARD OF
YATRA CAPITAL LIMITED



Minerva Fund Administration Limited
Company Secretary

YATRA CAPITAL

Attendance instructions

All ordinary shares of the Company are registered in the name of Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V., the Dutch central institute for giro transferred securities. Accordingly, if you wish to attend the meeting or wish to exercise voting rights, you are requested to contact your bank or broker, and request that they send a confirmation on your behalf (specifying your name(s), the number of ordinary shares in the Company which you are interested in and the fact that you wish to attend and vote at the meeting) to The Royal Bank of Scotland N.V. ("RBS"), at Gustav Mahlerlaan 10 (HQ3130), 1082 PP Amsterdam, The Netherlands (FAO Derek Van Dam) or by e-mail to corporate.actions@rbs.com with "Yatra Capital Limited – FAO Derek Van Dam" as the subject (the "Written Confirmation").

If you do not have a bank or broker, you may contact RBS direct in the same manner. The Written Confirmation should be received by RBS no later than 9:00 a.m. Central European Time on 19th October 2010. The registered shareholder will then appoint you as its proxy in respect of the shares in the Company in which you have an interest, thus permitting you to attend and vote at the meeting.

If you are not able or do not wish to attend the meeting, you may appoint a delegate proxy (if you wish) using the enclosed form, which should be send to RBS so as to arrive no later than 9:00 a.m. Central European Time on 19th October 2010.

THE ATTACHED FORM WILL ONLY BE VALID IF RBS HAS RECEIVED A WRITTEN CONFIRMATION FROM YOUR BANK, YOUR BROKER OR YOU.

DELEGATE PROXY FORM - ANNUAL GENERAL MEETING

*for use at the Annual General Meeting of Members to be held at the offices of Minerva Fund Administration Limited,
PO Box 218, 43/45 La Motte Street, St Helier, Jersey JE4 8SD on 21st October 2010 at 10 am (BST)*

I/We _____ of _____

being a Participant(s) in respect of a Joint Deposit of _____ Ordinary shares in the Company,
hereby

appoint _____ of _____ or failing

him, the Chairman of the Meeting as my/our delegate proxy to vote for me/us on my/our behalf at the Annual
General Meeting of the Company to be held at 10am on the 21st October 2010 and at any adjournment thereof.

Further, I/we declare that I/we have requested my/our bank or broker to send (or I/we have sent) a confirmation
to The Royal Bank of Scotland N.V. ("RBS") such that it arrives at or before 9:00am (CET) on 19th October 2010.
This confirmation shall on the basis of the articles of association of the Company constitute an instruction
appointing a proxy from the relevant registered shareholder confirming that the number of Ordinary Shares
mentioned in such written declaration form part of a joint deposit (*verzameldepot*) within the meaning of the Dutch
Securities Giro Act and that I/we, as the person mentioned in the declaration, am/are a participant for the
mentioned Ordinary Shares in the joint deposit and that I/we shall be entitled to exercise voting rights as a proxy
in respect of such Ordinary Shares at the relevant general meeting provided further that I/we shall be entitled to
delegate my/our proxy to a third party. I/we hereby deliver such form of proxy to the person mentioned above.

Signed this _____ day of _____ 2010

Participant

Unless otherwise instructed using the matrix on the following page, the delegate proxy will vote or abstain from
voting as he thinks fit on the resolutions contained in the AGM notice and on any other matter that may be brought
before the meeting. Completing and returning this form of delegate proxy will not prevent you from attending in
person at the meeting and voting (in such delegate proxy's place) should you so wish.

**This delegate proxy must be sent to The Royal Bank of Scotland N.V., Gustav
Mahlerlaan 10 (HQ3130), 1082 PP Amsterdam, The Netherlands (FAO Derek Van
Dam) or by e-mail to corporate.actions@rbs.com with "Yatra Capital Limited – FAO
Derek Van Dam" as the subject so as to arrive at or before 9:00am (CET) on 19th
October 2010.**

Item No	Ordinary Resolution	Vote		
		For	Against	Abstain
1	THAT the report of the Board of Directors and the Audited Financial Statements of the Company for the financial year ended 31st March 2010 be and is approved.			
2	THAT the re-appointment of PricewaterhouseCoopers Jersey as auditors to the Company to hold office until the conclusion of the next general meeting of the Company be and is approved and that the Directors of the Company be authorized to fix the remuneration of such auditors.			
3	THAT the re-election of Richard Boleat as Director of the Company pursuant to Article 27.02 of the articles of association of the Company be and is approved.			
4	THAT the re-election of Christopher Wright as Director of the Company pursuant to Article 27.02 of the articles of association of the Company be and is approved.			

* Please indicate with an "X" in the appropriate space how you wish your vote to be cast.