

YATRA CAPITAL LIMITED

ANNUAL GENERAL MEETING

31 OCTOBER 2012 AT 2PM

SUMMARY OF VOTES CAST ON A POLL

Total number of shares eligible to vote: 21,428,571

NUMBER	RESOLUTIONS	No of poll cards voting on resolution	In favour (number of votes) - proxies + poll cards	% votes cast	Against (number of votes) - Proxies + poll cards	% votes cast	Abstain (number of votes) - Proxies + poll cards	% votes cast	Total votes
1	THAT the report of the Board of Directors and the audited financial statements of the Company for the financial year ended 31st March 2012 be and is approved.	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
2	THAT the re-appointment of PricewaterhouseCoopers Jersey 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 authorized to fix the remuneration of such auditors.	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
3	THAT the re-election of Shahzaad Dalal as Director of the Company be and is approved.	9	12,972,107	75.91	1,437,000	8.41	2,679,840	15.68	17,088,947
4	THAT the re-election of Richard Boleat as Director of the Company be and is approved.	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
5	THAT the re-election of Christopher Wright as Director of the Company be and is approved.	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
6	THAT the re-election of Malcolm King as Director of the Company be and is approved.	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
7	THAT the re-election of David Hunter as Director of the Company be and is approved.	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
8	THAT the re-election of George Baird as Director of the Company be and is approved.	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
9	THAT the Company be generally and unconditionally authorised to make purchases of Ordinary Shares (subject to a limit of 14.99% of the Ordinary Shares in issue as at the date hereof being repurchased) on such terms as the Directors think fit, provided that: a) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is €0.01; b) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 105% of the average closing price of the last 5 market days at the time of acquisition, subject to applicable laws and regulations; and c) the authority hereby conferred shall expire, unless previously revoked or varied, at the conclusion of the next annual general meeting of the Company or, if earlier, the date on which the maximum number of Ordinary Shares specified above have been repurchased (except in relation to the purchase of Ordinary Shares, the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
10	THAT the Directors be authorised to hold any Shares repurchased pursuant to Resolution 9 above in treasury until such time as they determine (in their discretion) that such shares be sold or cancelled.	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947
11	That the Company's Articles of Association (and the class rights attaching to the Ordinary Shares) be amended by the addition of the following new Articles 13.03-13.06:	9	14,409,107	84.32	0	0.00	2,679,840	15.68	17,088,947

"13.03 The Directors may from time to time offer holders of Ordinary Shares the opportunity to redeem some (but not all) of their shares by way of an offer in writing (a "Redemption Offer"). Each Redemption Offer shall be sent to each holder of Ordinary Shares and shall state:

(a) the total number of Ordinary Shares to which the Redemption Offer relates (the "Redemption Limit");

(b) the redemption price per Ordinary Share offered pursuant to the Redemption Offer (the "Redemption Price");

(c) the number of Ordinary Shares which that holder of Ordinary Shares may redeem (the "Redemption Shares")(calculated by dividing the total number of Ordinary Shares to which the Redemption Offer relates by the total number of Ordinary Shares in issue as at the date of the Redemption Offer and multiplying the result by the number of Ordinary Shares held by such person as at the date of the Redemption Offer (rounding down to the nearest whole number)); and

(d) the date by which a response to the Redemption Offer must be received by the Company (the "Response Date"). Each Redemption Offer shall also include a form of response (the "Response Form") whereby a holder of Ordinary Shares may indicate whether it wishes to accept or decline the Redemption Offer (in whole or in part) and whether such person would wish to redeem a specified number of additional Ordinary Shares in the event that not all Redemption Offers are accepted in full (the "Additional Redemption Shares"). A Response Form may be completed and returned to the Company either manually or electronically.

13.04 Any holder of Ordinary Shares who wishes to accept a Redemption Offer (in whole or part) shall complete the Response Form and return it to the Company by the Response Date. Any holder of Ordinary Shares who does not return a Response Form to the Company by the Response Date will be deemed to have declined the Redemption Offer, provided that the Directors shall have absolute discretion as to whether any late, incomplete or otherwise erroneous Response Forms should be accepted.

13.05 Within 14 days of the Response Date, the Directors shall (subject to the requirements of the Law) redeem the Redemption Shares (or the relevant proportion thereof) of each holder who has accepted the Redemption Offer at the Redemption Price. Where not all Redemption Offers have been accepted and at least one holder of Ordinary Shares has indicated in their Response Form that they would wish to redeem Additional Redemption Shares, the Directors may also redeem (on a pro-rata basis) such Additional Redemption Shares until the Redemption Limit is reached.

13.06 Any Ordinary Shares redeemed pursuant to a Redemption Offer shall be cancelled immediately upon payment of the relevant Redemption Price."

Notes:

Company's articles state:

Poll, (immediate for Chairman or adjournment / <30 days all else, at Chairman's discretion) called by:

Chairman

or
5 Members present & eligible to vote

or
member(s) holding 10% of all eligible votes