

EXTRACTS OF THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF HERMES I-TICKETS PRIVATE LIMITED ("COMPANY") HELD ON 09 DECEMBER 2015 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY.

I. APPROVAL OF THE RESTRUCTURING OF THE BUSINESS OF THE COMPANY

The Chairman informed the members that the Company is desirous of restructuring the business of the Company to ensure that the main business is payments and payment enablement with effect from 31st December 2015. Towards this, the Company has entered into discussions with Orbit Corporate and Leisure Travels Private Limited ("Orbit") and other entities ("Acquirer"), and with whom they will enter into suitable arrangements, which would involve assignment/novation/transfer of a few of its assets, liabilities and/or the travel domains solely in respect of the travel services business to Orbit and also entering into a facilitation agreement to enable Orbit the continued usage of network and resources of the Company for service to the travel customers of Orbit.

After due deliberation it was RESOLVED as follows:

"RESOLVED THAT, the members of the Company, hereby unanimously provide their approval to

- (A) the proposed restructuring of the business of the Company, such that main business is payments and payment enablement with effect from 31st December 2015
- (B) assignment/novation/transfer of a few of its assets, liabilities and/or the travel domains solely in respect of the travel services business to Orbit Corporate and Leisure Travels Private Limited or such other entities with whom such assignment/novation/transfer shall be successfully negotiated with by the key management of the Company ("Acquirer"); and
- (C) negotiation, finalization and execution of any facilitation arrangement *interse* the Company and the Acquirer with respect to the usage of network and resources of the Company for service to the travel customers of the Acquirer

RESOLVED FURTHER THAT Mr. **RAMU ANNAMALAI RAMASAMY** Director, and Mr. **R.M. PALANIYAPAN** Director, be and are hereby severally authorized to take all actions as may be required in respect of such restructuring including but not limited to negotiation, finalization and execution of all definitive agreements, as may be required in this regard, seeking of all consents, approvals, permits, etc, as may be required from any third parties, customers, governmental authorities, etc. and filing, stamping and registration of all forms, documents, notices, etc. with the concerned regulatory and/or statutory authorities, as shall be required in compliance with all applicable laws, make disclosures and submissions as may be required under applicable laws, and undertake all actions and deeds and to sign such deeds, documents, forms, declarations or other papers as required to give effect to this resolution.



Hermes i Tickets Private Limited

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CIN: U63040TN2006PTC082562

RESOLVED FURTHER THAT Mr. **RAMU ANNAMALAI RAMASAMY** Director, and Mr. **R.M. PALANIYAPAN** Director, be and are hereby severally authorized to provide a certified true copy of this resolution, as may be required, by any person, from time to time.”

/Certified True Copy//

For and on behalf of HERMES I - TICKETS PRIVATE LIMITED

RAMU ANNAMALAI RAMASAMY

Director

DIN [00177882]

Date: 09.12.2015

Place: CHENNAI

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