

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Kuoni Travel (India) Private Limited will be held on Friday, the 5th February 2016 at 8th Floor, Tower A, Urmi Estate, 95 Ganpatrao Kadam Marg, Lower Parel (W), Mumbai-400 013 at 11.00 AM to transact the following special business:-

ITEM NO: 1-

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provision of Section 13 (2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby given for changing the name of the company from “Kuoni Travel (India) Private Limited” to “SOTC Travel Services Private Limited” or any other name as may be approved by the statutory authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.

RESOLVED FURTHER THAT Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered as per the name approved by the statutory authorities:

I. The Name of the Company is “SOTC Travel Services Private Limited.”

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to accept any other name approved by the relevant statutory authorities and seek approval for the change in the name of the Company accordingly without any further reference to the members for their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Directors and / or Company Secretary of the Company be and are hereby severally authorised to file all the necessary Forms and / or Returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 with respect to special business as set out in the Notice is annexed herewith.

By Order of the Board
For **Kuoni Travel (India) Private Limited**

Kiran Agrawal
DGM – Finance & Company Secretary

Regd. Office:

8th Floor, Tower A, Urmi Estate
95 Ganpatrao Kadam Marg, Lower Parel (W)
Mumbai-400 013
CIN: U63090MH1992PTC070074
Website: www.kuoniindia.com
Email: information@in.kuoni.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1

Owing to the change of shareholding of the Company in December 2015, the brand "Kuoni" is available to the Company for use only till December 2016. As a result, it is important for the Company that the brand transition process should be started immediately, so that the new brand is well recognized in the market. Brand "SOTC" has been used by the Company since its inception for its Outbound business, hence your Board recommends changing the existing name of the company to "SOTC Travel Services Private Limited". The name "SOTC Travel Services Private Limited" has been duly approved and made available for changing the name by the Registrar of Companies, Mumbai, Maharashtra vide their letter dated 27/01/2016 which is valid for 60 days.

By virtue of the above change in the Name clause of the company, it is required to alter its Memorandum of Association and Articles of Association accordingly.

As per the provision of the Companies Act, 2013, approval of the members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, hence resolution is put up for members approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

By Order of the Board
For **Kuoni Travel (India) Private Limited**

Kiran Agrawal
DGM – Finance & Company Secretary

Mumbai
February 1, 2016

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KUONI TRAVEL (INDIA) PRIVATE LIMITED
Registered Office: 8th Floor, Tower A, Urmi Estate,
95 Ganpatrao Kadam Marg, Lower Parel (W), Mumbai-400 013
Tel.No. 91 22 66562000, Fax: 66562059
CIN: U63090MH1992PTC070074, Website: www.kuoniindia.com

Attendance Slip

(To be presented at the entrance)

Folio No. _____ DP ID NO. _____ Client ID No. _____

Name of the Member : _____ Signature _____

Name of the Proxy holder _____ Signature _____

I hereby record my presence at an Extraordinary General Meeting of the Company held on Friday, the 5th February 2016 at 11.00a.m. (IST) at 8th Floor, Tower A, Urmi Estate, 95 Ganpatrao Kadam Marg, Lower Parel (W), Mumbai-400 013.

* Only Member/Proxy holder can attend the Meeting

KUONI TRAVEL (INDIA) PRIVATE LIMITED
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Proxy Form

FOLIO NO. _____ DP ID _____

CLIENT ID _____ NO. OF SHARES _____

I _____ / _____ We _____ of _____ Equity Shares, Being a Member / Members of Kuoni Travel (India) Private Limited hereby appoint Mr. / Ms. _____

as my / our Proxy to attend and vote for me / us and on my / our behalf at an EXTRAORDINARY GENERAL MEETING of the Company to be held on Friday, the 5th February 2016 at 11.00a.m. (IST) at 8th Floor, Tower A, Urmi Estate, 95 Ganpatrao Kadam Marg, Lower Parel (W), Mumbai-400 013 and at any adjournment(s) thereof.

Signed this _____ day of _____ 2016

Proxy form must reach company's registered office not later than 48 hours before the commencement of the meeting.

Affix Revenue
Stamp of Re.1

FOR OFFICE USE ONLY:

DATE OF RECEIPT:

Signature(s):

Route Map to the EGM Venue

