JET AIRWAYS

17 July 2018

Corporate Relationship Department,
BSE Limited,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai -400 001

Symbol: JETAIRWAYS/Series: EQ
Debenture Script CODE: 952813

Corporate Relationship Department,
National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Stock Code: 532617/JETAIRWAYS

Dear Sir,

Sub: Notice of 26th Annual General Meeting of the Company

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice of 26th Annual General Meeting of the Company to be held on Thursday, 9 August 2018 at 2:30 P.M. at Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400 021.

Please take the same on record.

Yours faithfully,
For Jet Airways (India) Limited

Kuldeep Sharma
Vice President-Global Compliance & Company Secretary

Encl: as above

Notice

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of Jet Airways (India) Limited will be held at Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021 on Thursday, 9th August, 2018 at 2.30 p.m. to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements and Reports of the Directors and the Auditors

a. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.

b. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2018, together with the Reports of the Auditors thereon.

2. Re-appointment of a Director

To appoint a Director in place of Mrs. Anita Goyal (DIN: 01992051), who retires by rotation, and being eligible, offers herself for re-appointment.

3. To fix the remuneration of the Joint Statutory Auditors, M/s. B S R & Co. LLP

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

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Members of the Company do hereby authorize the Board of Directors of the Company to fix the remuneration payable to M/s. BSR & Co. LLP, Chartered Accountants (Registration Number 101248W/W-100022), the Joint Statutory Auditors of the Company upto the financial year ending 31st March, 2020 as may be recommended by the Audit Committee in consultation with the Auditors, and as may be agreed upon between the Auditors and the Board of Directors."

4. To fix the remuneration of the Joint Statutory Auditors, M/s. D T S & Associates

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Members of the Company do hereby authorize the Board of Directors of the Company to fix the remuneration payable to M/s. D T S & Associates, Chartered Accountants (Registration Number 142412W), the Joint Statutory Auditors of the Company upto the financial year ending 31st March, 2022, as may be recommended by the Audit Committee in consultation with the Auditors, and as may be agreed upon between the Auditors and the Board of Directors."

SPECIAL BUSINESS:

5. Appointment of Mr. Ashok Chawla as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Ashok Chawla (DIN: 00056133), who was appointed as an Additional Director (Independent) on the recommendation of the Nomination and Remuneration Committee and who holds office up to the conclusion of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term commencing from 11th April, 2018 till the conclusion of the Twenty Ninth Annual General Meeting of the Company to be held in the year 2021 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board") be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

6. Appointment of Mr. Sharad Sharma as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to receipt of security clearance from the Ministry of Civil Aviation, Mr. Sharad Sharma (DIN: 05160057), being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from the date which is the later of the approval by the Members at this Annual General Meeting or the date of receipt of security clearance from the Ministry of Civil Aviation, till the conclusion of the Twenty Ninth Annual General meeting of the Company to be held in the year 2021 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board") be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

7. Appointment of Dr. Nasim Zaidi as a Director

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

"RESOLVED THAT pursuant to the provisions of Section 161(1) and any other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Nasim Zaidi (DIN: 07979530), who was appointed by the Board of Directors as an Additional Director with effect from 23rd May, 2018, on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director on the Board of Directors of the Company and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board") be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

8. Appointment of Mr. Harsh Mohan as a Director

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

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Harsh Mohan (DIN: 06539338), who was appointed by the Board of Directors as an Additional Director with effect from 12th September, 2017, and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board") be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

9. Appointment of Mr. Kevin Nolan Knight as a Director

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

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kevin Nolan Knight (DIN: 07928561), who was appointed by the Board of Directors as an Additional Director with effect from 7th December, 2017, and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board") be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

By Order of the Board of Directors

Sd/-
Kuldeep Sharma
Vice President – Global Compliance and
Company Secretary

Registered Office:
Siroya Centre
Sahar Airport Road
Andheri (East)
Mumbai - 400 099
CIN: L99999MH1992PLC066213
Email: companysecretary@jetairways.com
Phone. No. +91 22 6121 1000

Mumbai
23rd May, 2018

Notice *(Contd.)*

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. Pursuant to the provisions of the Section 105 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.

2. Proxies, in order to be effective, must be duly filled, stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business given in this Notice is annexed hereto.

4. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking appointment / re-appointment at the Meeting, is given in the Exhibit to this Notice.

5. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.

6. Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting

7. Members / Proxies / Representatives are requested to bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.

8. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Friday, 3rd August, 2018 to Thursday, 9th August, 2018, both days inclusive, for the purpose of the Twenty Sixth Annual General Meeting.

9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, Members holding shares in dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.

10. Members are requested to send the advice about change in address / bank particulars / any other details to the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited in respect of Equity Shares held in physical form and to their respective Depository Participants in respect of Equity Shares held in dematerialized form.

Notice *(Contd.)*

For any assistance or information about transfer of shares, dividend, etc. you may contact the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited, at:

Karvy Computershare Private Limited
[UNIT: Jet Airways (India) Limited]
Karvy Selenium Tower B, Plot No. 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad 500 032

Time: 9:00 a.m. to 5:30 p.m. (Monday to Friday)
Phone: +91 40 6716 1500 Fax: +91 40 2342 0814
Email: einward.ris@karvy.com
Website: www.karvycomputershare.com

Members are requested to inform their telephone numbers and e-mail addresses to facilitate prompt action and communication.

11. Members are requested to bring their copies of the Annual Report to the Meeting.

12. Members who wish to obtain information concerning the accounts or operations of the Company may send their queries at least 7 days before the Annual General Meeting, to the Company Secretary, at the Registered Office of the Company or by email to companysecretary@jetairways.com

13. All documents referred to in the Notice and Explanatory Statement annexed thereto are available for inspection at the Registered Office of the Company between 10 a.m. and 12 noon on all working days of the Company till the date of the Twenty Sixth Annual General Meeting.

14. Members are hereby informed that the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, mandate the Companies to transfer dividends remaining unpaid/unclaimed for seven consecutive years along with the shares in respect of which dividends have not been claimed for seven consecutive years or more, in the name of the Investor Education and Protection Fund (IEPF).

    As per the said provisions, shares on which the dividends remained unpaid/unclaimed for seven years from the year 2009-10 onwards are required to be transferred to IEPF. Since the Company had last declared its dividend in 2006-07, the Company is not required to take any action for the transfer of shares to the IEPF.

15. Pursuant to the provisions of Section 139 of the Companies Act, 2013 ('the Act'), the Joint Statutory Auditors of the Company, M/s. B S R & Co. LLP and M/s. D T S & Associates were appointed by the Members of the Company for a period of five years (till the conclusion of the Twenty Eight Annual General Meeting to be held in 2020) and five years (till the conclusion of the Thirtieth Annual General Meeting to be held in 2022) respectively.

    The said appointment(s) of the Joint Statutory Auditors were required to be ratified by the Members at each Annual General Meeting in accordance with the provisions of Section 139 of the Act. However, the said requirement has been omitted vide the Companies (Amendment) Act, 2017 with effect from 7th May, 2018.

    The Members are requested to authorize the Board of Directors of the Company to fix the remuneration of the Joint Auditors of the Company in terms of the proposed resolution(s) under the Item No. 3 and 4 of the Notice.

16. Green Initiative:

    Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

    In accordance with Section 101 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Annual Report (Audited Financial Statements, Board's Report, Auditors Report etc.) is being sent to the shareholders in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). We, therefore

request and encourage you to register your email ID in the records of your Depository Participant (in case of electronic holding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) mentioning your folio no./demat account details.

However, in case you wish to receive the above shareholder communication in paper form, you may write to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited, [UNIT: Jet Airways (India) Limited], Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 or send an email at einward.ris@karvy.com mentioning your folio no./demat account details.

The Members are requested to write to the Company Secretary or to the Registrar and Share Transfer Agents regarding transfer of shares and for resolving grievances.

The route map to reach the venue of the Twenty Sixth Annual General Meeting is attached at the end of the Notice.

17. In terms of Section 72 of the Companies Act, 2013 and the Rules framed thereunder, a Member of the Company may nominate a person on whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/ Karvy Computershare Private Limited in case shares are held in Physical form, and to their respective Depository participant, if held in electronic form.

18. The Securities and Exchange Board of India has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form.

19. Remote E-Voting:

    I. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting by electronic means. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Thursday, 2nd August, 2018 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting) and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting period will commence at 9.00 A.M. on Monday, 6th August, 2018 and will end at 05:00 P.M. on Wednesday, 8th August, 2018 and at the end of remote e-voting period, the facility shall forthwith be blocked. The Members, who have voted by remote e-voting, cannot vote at the Twenty Sixth Annual General Meeting but such Members shall be entitled to attend the said Annual General Meeting.

    II. The Company has appointed Mr. Taizoon M. Khumri, Practising Company Secretary (COP No. 88) of Mumbai, to act as the Scrutinizer, for scrutinizing the remote e-voting process as well as voting through Poll paper at the Annual General Meeting, in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

        a. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 2nd August, 2018, may cast their vote electronically.

        b. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on Friday, 6th July, 2018, have been considered.

        c. Use the following URL for e-voting: https://evoting.karvy.com

        d. Enter the login credentials [i.e. user id and password mentioned in the attendance slip of the Meeting]. Your Folio No/DP ID Client ID will be your user ID.

        e. After entering the details appropriately, click on LOGIN.

        f. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case

(a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

g. You need to login again with the new credentials.

h. On successful login, the system will prompt you to select the EVENT i.e., Jet Airways.

i. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.

j. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

k. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.

l. Once the vote on the resolution(s) is cast by the shareholder, he shall not be allowed to change it subsequently.

m. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cstaizoonkhumri@gmail.com with a copy marked to evoting@karvy.com.

n. The remote e-voting period commences at 9.00 A.M. on Monday, 6th August, 2018 and will end at 05:00 P.M. on Wednesday, 8th August, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 2nd August, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be debarred from participation in the Meeting, however, he shall not be able to vote in the Meeting again and their earlier vote cast through electronic means shall be treated as final.

o. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).

III. The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. He shall make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, on or before Saturday, 11th August, 2018. The Scrutiniser's Report shall be given to the Chairman or a person authorized by him in writing who shall countersign the same. The Results on resolutions shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.jetairways.com and on the website of Karvy within two days of passing of the resolutions at the Meeting of the Company and communicated to the Stock Exchanges.

IV. Poll will also be conducted at the Meeting and any Shareholder who has not cast his vote through remote e-voting facility, may attend the Meeting and cast his vote.

Explanatory Statement

As required by Section 102 (1) of the Companies Act, 2013, in respect of the items of Special Business mentioned in the Notice.

Item No. 5

The Board of Directors of the Company ('the Board'), on the recommendation of the Nomination & Remuneration Committee, passed a Resolution dated 11th April, 2018, inter alia, recommending for the approval of the Members, the appointment of Mr. Ashok Chawla (DIN: 00056133) as an Independent Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, as set out in the Resolution relating to his appointment.

Mr. Ashok Chawla is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, and has given his consent to act as the Director of the Company.

The Company has also received a declaration from Mr. Ashok Chawla that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, he is not liable to retire by rotation.

The required security clearance in respect of his proposed appointment has also been obtained from the Ministry of Civil Aviation on 26th March, 2018.

In the opinion of the Board, Mr. Ashok Chawla fulfills the conditions specified in the Act, and the Rules made thereunder for appointment as an Independent Director of the Company and is independent of the management.

Mr. Ashok Chawla obtained his Masters in Economics from the Delhi School of Economics in 1972 and joined the Indian Administrative Service in 1973. He has been a distinguished civil servant with over 40 years of experience in various sectors of the Indian economy as well as in International Multilateral agencies.

He has held several senior positions in the Federal Government at Delhi and been Permanent Secretary in key ministries of the Government of India such as Finance, Economic Affairs & Civil Aviation as well as served on the Boards of the Reserve Bank of India and the Insurance Regulatory and Development Authority. He has at different points in time, been India's Executive Director on the International Fund for Agricultural Development and Alternate Governor for India at the World Bank & Asian Development Bank.

Mr. Ashok Chawla has also held leadership positions in the corporate sector. He has been Chairman and Managing Director of Indian Petrochemicals Corporation Limited and a Director on the Oil and Natural Gas Commission. After his retirement from the civil service, he was appointed as the Chairman of the Competition Commission of India.

A copy of the letter of appointment of Mr. Ashok Chawla as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company between 10.00 A.M. and 12.00 Noon till the date of the Twenty Sixth Annual General Meeting.

The Board considers that the induction of Mr. Ashok Chawla will benefit the Company and hence the Board recommends the resolution in relation to the appointment of Mr. Ashok Chawla as an Independent Director for the approval of the Members of the Company.

This Explanatory Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel or any of their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 6

The Board of Directors of the Company ('the Board'), on the recommendation of the Nomination & Remuneration Committee, passed a Resolution dated 7th May, 2018, recommending for the approval of the Members, the appointment of Mr. Sharad Sharma (DIN: 05160057) as an Independent Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, as set out in the Resolution relating to his appointment.

Explanatory Statement *(Contd.)*

Mr. Sharad Sharma is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, and has given his consent to act as the Director of the Company.

The Company has also received a declaration from Mr. Sharad Sharma that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, he is not liable to retire by rotation.

In the opinion of the Board, Mr. Sharad Sharma fulfills the conditions specified in the Act, and the Rules made thereunder for appointment as an Independent Director of the Company and is independent of the management

His appointment, if approved, shall be with effect from the date of the approval of the shareholders or the date of receipt of security clearance from Ministry of Civil Aviation, whichever is later.

Mr. Sharad Sharma, a career banker with over 40 years of banking experience, was the Managing Director of State Bank of Mysore w.e.f. August, 2012 to April, 2016, where he was seconded from State Bank of India. He joined Union Bank of India as an Officer in 1975 and thereafter SBI as a Probationary Officer in September 1977, from where he superannuated in April 2016.

His major interest has been primarily in the corporate and infrastructure financing segments, where he has spent over twenty years of his career. Besides, he has also had opportunity to work in global markets / risk management areas, at the corporate level, and for 3½ years in the Bank's wholly-owned subsidiary, SBI (Canada), Toronto.

Mr. Sharad Sharma had been active in the banking industry. He was on the Managing Committee of the Indian Banks Association, besides being on the Governing Board of Indian Institute of Banking & Finance.

A draft copy of the letter of appointment of Mr. Sharad Sharma as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company between 10.00 A.M. and 12.00 Noon till the date of the Twenty Sixth Annual General Meeting.

The Board considers that the induction of Mr. Sharad Sharma will benefit the Company and hence the Board recommends the resolution in relation to the appointment of Mr. Sharad Sharma as an Independent Director for the approval of the Members of the Company.

This Explanatory Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel or any of their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 7

As per the Shareholders Agreement dated 24th April, 2013 as amended, entered into, inter alia, between the Company and Etihad Airways PJSC ('Etihad') and the Promoters, Mr. Naresh Goyal, Promoter, has the right to appoint Directors on the Board of the Company.

Dr. Nasim Zaidi (DIN: 07979530), who was nominated by Mr. Naresh Goyal, was appointed as an Additional Director on the Board of the Company by the Board at its Meeting held on 23rd May, 2018. His appointment ceases on the date of the Twenty Sixth Annual General Meeting. A profile of Dr. Nasim Zaidi is given as an annexure to this Notice. The Board recommends the appointment of Dr. Nasim Zaidi as a Director on the Board of the Company. Except Mr. Naresh Goyal and Mrs. Anita Goyal (Promoters) none of the other Directors or Key Managerial Personnel or any of their relatives are concerned or interested, financially or otherwise in respect of the resolution as set out at Item No.7.

This Explanatory Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India.

Explanatory Statement *(Contd.)*

Item No. 8 and 9

As per the Shareholders Agreement dated 24th April, 2013 as amended, entered into, inter alia, between the Company and Etihad Airways PJSC ('Etihad') and the Promoters, Etihad has the right to appoint two Directors on the Board of the Company.

Mr. Harsh Mohan (DIN:06539338) and Mr. Kevin Nolan Knight (DIN:07928561), who were nominated by Etihad, were appointed as Additional Directors in place of Mr. James Hogan and Mr. James Rigney respectively at the Board Meetings held on 12th September, 2017 and 7th December, 2017 respectively. Their appointment ceases on the date of the Twenty Sixth Annual General Meeting. A profile of Mr. Harsh Mohan and Mr. Kevin Knight is given as an annexure to this Notice. The Board recommends the appointment of Mr. Harsh Mohan and Mr. Kevin Knight as Directors. Except Mr. Harsh Mohan and Mr. Kevin Knight, none of the Directors or Key Managerial Personnel or any of their relatives are concerned or interested, financially or otherwise in respect of the resolution as set out at Items No. 8 and 9.

This Explanatory Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India.

By Order of the Board of Directors

Sd/-
Kuldeep Sharma
Vice President – Global Compliance and
Company Secretary

Mumbai
23rd May, 2018

Registered Office:
Siroya Centre
Sahar Airport Road
Andheri (East)
Mumbai - 400 099
CIN: L99999MH1992PLC066213
Email: companysecretary@jetairways.com
Phone. No. +91 22 6121 1000

Explanatory Statement *(Contd.)*

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India

Name of the Director	**Ms. Anita Goyal**	**Mr. Ashok Chawla**	**Mr. Sharad Sharma**	**Dr. Nasim Zaidi**	**Mr. Harsh Mohan**	**Mr. Kevin Nolan Knight**
Date of Birth	16th December, 1952	8th January, 1951	2nd April, 1954	6th July, 1952	14th March, 1954	20th November, 1956
Date of First Appointment on the Board	8th April, 2015	11th April, 2018	Will be effective from the date of approval of shareholders or the receipt of security clearance whichever is later	23rd May, 2018	12th September, 2017	7th December, 2017
Qualification	Bachelor of Arts (Honours) - Specialization in Political Science & Sociology	Masters in Economics from the Delhi School of Economics	Bachelor of Arts (Allahabad Univ), 1975 & Associate of the Indian Institute of Bankers	Master's degree in Public Administration from Kennedy School of Government, Harvard University. He has a Post Graduate Diploma in Business Finance from Indian Institute of Finance and holds doctorate in Bio-Chemistry.	Chartered Accountant from India Institute of Chartered Accountants and qualified as a Certified Public Accountant (CPA) in the US.	Bachelor of Science in Business Administration from Westminster College, Utah, and an MBA from the University of Utah.
Expertise in specific functional area	Wide Experience in Aviation Industry	Wide Experience in Finance, Economic Affairs, and Civil Aviation.	Wide Experience in Banking Industry	Wide Experience in Aviation Industry	Wide Experience in Aviation Industry	Wide Experience in Aviation Industry
Directorships held in other companies (excluding private limited companies, foreign companies and Section 8 companies) as on 31st March 2018	NIL	1) Yes Bank Ltd. 2) Reliance Nippon Life Insurance Company Ltd. 3) National Stock Exchange of India Ltd.	1) B L Kashyap and Sons Ltd.	NIL	NIL	NIL

Explanatory Statement *(Contd.)*

Name of the Director	Ms. Anita Goyal	Mr. Ashok Chawla	Mr. Sharad Sharma	Dr. Nasim Zaidi	Mr. Harsh Mohan	Mr. Kevin Nolan Knight
Membership / Chairmanship of other committees (includes only Audit Committee and Stakeholders' Relationship Committee.) as on 31st March 2018	NIL	Audit Committee _ (i) Yes Bank Ltd. (ii) National Stock Exchange of India Limited (iii) Reliance Nippon Life Insurance Company Ltd. Stakeholders Relationship Committee - (i) Yes Bank Ltd. (ii) National Stock Exchange of India Limited	Audit Committee - B L Kashyap and Sons Ltd.	NIL	NIL	NIL
Shareholding in the Company	1,000	NIL	NIL	NIL	NIL	NIL
Relationship with other Directors and Key Managerial Personnel	Mr. Naresh Goyal - Husband	NA	NA	NA	NA	NA
No. of the Board Meetings Attended	3	NIL	NIL	NIL	3	2

AGM VENUE ROUTE MAP

