JET AIRWAYS

22 April 2016

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

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

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

**Stock Code: 532617/JETAIRWAYS**

Dear Sirs,

**Sub: Disclosure of Voting results of the Court Convened Meeting of the Company under Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ('LODR'), we wish to inform you that at the Court Convened Meeting of the Equity Shareholders of the Company held earlier in the day the Equity Shareholders of the Company have approved the Scheme of Merger between Jet Lite (India) Limited and Jet Airways (India) Limited and their respective Shareholders and Creditors.

The details of the voting results along with the Scrutinizers Report is attached for your information and record.

Thanking you,

Yours faithfully,
Jet Airways (India) Limited

Kuldeep Sharma
Company Secretary and Vice President
Corporate Governance & Compliance

Encl : A/a

Format for Voting Results

| | |
|---|---|
| Date of the Court Convened Meeting | 22 April 2016 |
| Total number of shareholders on record date | 100659 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 2 |
| Public: | 177 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |

JET AIRWAYS

Details of Agenda

Scheme of Merger between Jet Lite (India) Limited and Jet Airways (India) Limited and their respective Shareholders and Creditors under Sections 391 to 394 of the Companies Act, 1956.

| Resolution required: (Ordinary/ Special) | | | | Majority in number representing three fourth in value of Members as required under Section 391 of Companies Act, 1956 | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | None of the Promoters / Promoter Group were interested. | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Evoting | - | - | - | - | - | - | - |
| | Poll | 57934665 | 57924670 | 99.98 | 57924670 | 0 | 100.00 | 0.00 |
| | Postal ballot | - | - | - | - | - | - | - |
| Public Institutions | Evoting | - | - | - | - | - | - | - |
| | Poll | 16890367 | 14221001 | 84.19 | 14221001 | 0 | 100.00 | 0.00 |
| | Postal ballot | - | - | - | - | - | - | - |
| Public Non Institutions | Evoting | - | - | - | - | - | - | - |
| | Poll | 38772351 | 27271634 | 70.33 | 27271633 | 1 | 99.99 | 0.00 |
| | Postal ballot | - | - | - | - | - | - | - |
| | Total | 113597383 | 99417305 | 87.51 | 99417304 | 1 | 100.00 | 0.00 |

JET AIRWAYS

# SCRUTINIZERS' REPORT

**ON THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF JET AIRWAYS (INDIA) LIMITED HELD PURSUANT TO THE ORDER DATED 18TH MARCH, 2016 IN COMPANY SUMMONS FOR DIRECTIONS NUMBER 185 OF 2016 OF THE HON'BLE HIGH COURT OF JUDICATURE AT BOMBAY AT SIROYA CENTRE SAHAR AIRPORT ROAD, ANDHERI EAST, MUMBAI – 400099 ON FRIDAY, 22ND DAY OF APRIL 2016 AT 10:30 A.M.**


**MR. TAIZOON M. KHUMRI**
Member and Company Secretary
in Practice
12/13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg, Fort,
Mumbai 400 001.

**MR.VIJAY B SONONE**
Member and Company Secretary
in Practice
507, E3, Lokdhara Phase III,
Lokdhara, Kalyan (East), Thane
421306

22nd April, 2016

To,

Mr. Gaurang Shetty

The Chairman appointed by the Hon'ble High Court of Judicature at Bombay for the Court convened Meeting of the Equity Shareholders of Jet Airways (India) Limited held at Siroya Centre Sahar Airport Road, Andheri East, Mumbai - 400 099 on Friday, 22nd April, 2016 at 10.30 A.M..

Dear Sir,

**RE: SCRUTINIZERS REPORT**

We refer to our appointment as Scrutinizers made on 22nd April, 2016 at the Court convened Meeting of the Equity Shareholders of Jet Airways (India) Limited pursuant to the Order dated 18th March, 2016 passed by the Hon'ble High Court of Judicature at Bombay, in connection with the proposed Scheme of Merger between Jet Lite (India) Limited (Transferor Company) and Jet Airways (India) Limited (Transferee Company) and their respective shareholders and creditors.

The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through Poll on the resolution contained in the Notice of the Meeting.

Our responsibility as scrutinizers for the voting process by Poll at the Meeting, was restricted to scrutinize the poll at the meeting in a fair and transparent manner and to prepare a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the Poll taken at the Meeting.

We have carried out our work as Scrutinizers on 22nd April, 2016 in consultation with you.

We enclose the Minutes and the Scrutinizers Report along with the relevant listings.

Signature :

**MR.TAIZOON M KHUMRI**
Member and Company
Secretary in Practice,
12/13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak
Marg, Fort, Mumbai 400 001.
FCS NO.: 993
Certificate of Practice No-88
DP ID : IN300888
CLIENT ID : 13099930

T. M. KHUMRI & CO. MUMBAI COMPANY SECRETARIES

Signature :

**MR.VIJAY B SONONE**
Member and Company
Secretary in Practice,
507, E3, Lokdhara Phase III,
Lokdhara, Kalyan (East),
Thane 421306
FCS NO.: 7301
Certificate of Practice No-7991
DP ID : IN301330
CLIENT ID : 20976384

VIJAY SONONE & CO. CP 7991 COMPANY SECRETARIES

We, Mr. Taizoon M. Khumri and Mr. Vijay B. Sonone appointed by the Court appointed Chairman, Mr. Gaurang Shetty, Whole-time Director for the purpose of counting of and scrutinizing the votes cast by the Equity Shareholders ("Members") on the poll taken at the Court Convened Meeting ("the said Meeting") of the holders of Equity Shares of Rs.10/- each of Jet Airways (India) Limited ("the Company") for the purpose of considering and, if thought fit, approving with or without modification, the Scheme of Merger between Jet Lite (India) Limited (Transferor Company) and Jet Airways (India) Limited (Transferee Company) and their respective shareholders and creditors, do hereby report jointly, by way of this separate Minutes, as follows:-

## MINUTES

## 22ND APRIL, 2016

1. One ballot box duly sealed and signed by the Chairman appointed for the Meeting and by both of us, was taken to the 3rd Floor of Jet Airways (India) Limited, Siroya Centre, Sahar Airport Road, Andheri East, Mumbai - 400 099 ("venue of scrutiny") from the meeting hall at Siroya Centre Sahar Airport Road, Andheri East, Mumbai - 400 099, the venue of the said Meeting, under our supervision and control.

2. At the venue of scrutiny we opened the ballot box, in the presence of 2 (two) witnesses after breaking the seal and started sorting out the various poll papers. We duly initialed the poll papers for identification and sequentially numbered them.

3. After numbering and initialing the poll papers, we duly filed them into one file.

4. We have been provided with adequate computer support at the venue of scrutiny and the data from the poll papers was duly entered.

5. After all the necessary information and data was recorded, we verified the names of the Shareholders/Proxies and the number of shares held by them from the necessary records maintained by the Company and the Registrar and Share Transfer Agents viz. Karvy Computershare Private Limited, having their office at Karvy Selenium Tower B, Plot 31-32,

Gachibowli, Financial District, Nanakramguda, Hyderabad-500 008 ("Karvy").

6. All the Specimen Signatures of the Shareholders who have voted through Proxies have been verified with the specimen signature records maintained by Karvy and we have relied on the certification given by them for the same after making such checks as we deemed necessary.

7. We have, together with the assistance of the representatives of the said Karvy, verified the signatures on the Poll papers of the shareholders who were personally present at the said Meeting and voted thereat with the specimen signature records maintained by Karvy.

8. We have verified all the signatures of the proxies who have attended and voted at the Meeting with the signatures on Form of Proxy executed by the respective Shareholders.

9. The data for the purpose of verification of the number of shares held in the dematerialized form was taken as of 15th April, 2016 which as explained to us was the last available data of share holding as registered by the Depositories.

10. The data for the purpose of verification of the number of shares held in the physical form was taken as of 15th April, 2016 for the purpose of record of shares held in the physical form.

11. In general and for your information, we carried out such scrutiny as we considered necessary on the proxy forms, representations under Section 113 of the Companies Act, 2013, poll papers, other documents and records.

12. We obtained certain statements/reports from the data entered and on the basis of these statements/reports we carried out such further checks / verification as we considered necessary.

13. For the purpose of determining the number of shareholders voting either in favour or against the resolution we have taken into consideration the following :

a. Where shares are held jointly with either one or more of the joint names being different, they are treated as different members.
b. Where shares are held jointly and the order of the joint names differs, they are treated as different members.
c. When shares are held singly in more than one folio, they are treated as single member.
d. Where shares are held jointly in more than one folio by the same persons in the same order, they are treated as single member.

14. We gave final touches to the documentation, which was the result of the data/information entered into the computers. On the basis of Statements generated, we prepared our Report. We enclose a copy of such Statements duly signed by us for the purpose of identification.

15. We jointly prepared our Report to be presented to the Chairman appointed for the Meeting.

16. The said Report was duly signed by both the Scrutinizers appointed by the Chairman for the purpose.

17. We completed our work by 5.30 p.m. The charge of the ballot boxes, proxy forms and other records was handed over to the Chairman and he took the possession, custody and charge of all the relevant papers, documents and records.

Mumbai dated 22nd April, 2016

Signature :

**MR.TAIZOON M KHUMRI**
Member and Company
Secretary in Practice,
12/13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak
Marg, Fort, Mumbai 400 001.
FCS NO.: 993
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Signature :

**MR.VIJAY B SONONE**
Member and Company
Secretary in Practice,
507, E3, Lokdhara Phase III,
Lokdhara, Kalyan (East),
Thane 421306
FCS NO.: 7301
Certificate of Practice No-7991
DP ID : IN301330
CLIENT ID : 20976384

VIJAY SONONE & CO. CP 7991 COMPANY SECRETARIES

# SCRUTINIZERS REPORT

TO THE CHAIRMAN APPOINTED FOR THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF JET AIRWAYS (INDIA) LIMITED HELD PURSUANT TO THE ORDER DATED 18TH MARCH, 2016 IN COMPANY SUMMONS FOR DIRECTIONS NUMBER 185 OF 2016 OF THE HON'BLE HIGH COURT OF JUDICATURE AT BOMBAY.

We, Mr. Taizoon M. Khumri and Mr. Vijay B. Sonone, the undersigned, being the Scrutinizers appointed at the Court Convened Meeting of the Equity Shareholders (Members) holding Equity Shares of Rs.10/- each of Jet Airways (India) Limited, convened as directed by the Hon'ble High Court of Judicature at Bombay under and pursuant to the Order dated 18th March, 2016 in Company Summons for Directions Number 185 of 2016 and held at 10.30 A.M. on Friday, 22nd April, 2016 at Siroya Centre Sahar Airport Road, Andheri East, Mumbai - 400 099 for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Merger between Jet Lite (India) Limited (Transferor Company) and Jet Airways (India) Limited (Transferee Company) and their respective shareholders and creditors and a poll in respect of the following Resolution having been taken at the said Meeting on the said date, hereby report to you, as the Chairman of the said Meeting.

*"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 ("the Act of 1956"), and Rules 67 to 87 of the (Company's Court) Rules, 1959 or pursuant to the applicable provisions of the Companies Act, 2013 and the Rules prescribed thereunder as may be in force, and pursuant to any other enabling provisions of the Companies Act, 1956 or the Companies Act, 2013 and the Rules framed thereunder, if any and pursuant to the applicable provisions of the Memorandum and Articles of Association of the Company, and subject to the compliance with all applicable laws and regulations (including securities laws and regulations) and receipt of all relevant corporate, regulatory, governmental, judicial approvals and third party consents including sanction of the Hon'ble High Court of Judicature at Bombay, and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Bombay or by any regulatory or governmental authorities, whilst granting such consents, approvals and permissions, which may be agreed by the Board of Directors of both the Companies (hereinafter referred to as the "Board", which term shall include a Committee of Directors thereof, as constituted by the Board of each of the respective Companies), the proposed arrangements embodied in the Scheme of Merger between Jet Lite (India) Limited and Jet Airways (India) Limited and their respective shareholders and creditors (the "Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

*RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Bombay or by any regulatory or governmental authorities whilst sanctioning and approving the arrangements embodied in the Scheme, or as may be required for the purpose of resolving any doubts, difficulties or questions (whether by reason of any directive or order of any regulatory, governmental or judicial authority) or otherwise arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith, as the Board may deem fit and proper."*

The result of the poll is as follows:-

| Sr. No. | Particulars | Result |
|---|---|---|
| 1. | Total Number of Equity Shareholders who attended either in person or by proxy | 179 |
| 2. | Total Number of Equity Shareholders/Proxies who attended but abstained from voting either in person or by proxy | 22 |
| 3. | Total Number of Equity Shareholders who voted either in person or by proxy | 157 |
| 4. | Total Number of votes cast<br>(a) Number of Shares<br>(b) Aggregate value (in Rupees) | <br>9,94,71,326<br>99,47,13,260 |
| 5. | Total Number of Equity Shareholders whose votes are invalid | 4 |
| 6. | Total Number of invalid votes<br>(a) Number of Shares<br>(b) Aggregate value (in Rupees) | <br>54,021<br>5,40,210 |
| | **DETAILS OF VALID VOTES** | |
| 1. | Total Number of Equity Shareholders who have validly cast their votes either in person or by proxy | 153 |
| 2. | Total Number of valid votes cast<br>(a) Number of Shares<br>(b) Aggregate value (in Rupees) | <br>9,94,17,305<br>99,41,73,050 |
| 3. | Total Number of Equity Shareholders/Proxies who have validly cast their votes **FOR** the Resolution | 152 |
| 4. | Percentage of Equity Shareholders/Proxies who have validly cast their votes **FOR** the Resolution | 99.35 |
| 5. | Total Number of valid votes cast **FOR** the Resolution<br>(a) Number of Shares<br>(b) Aggregate value (in Rupees) | <br>9,94,17,304<br>99,41,73,040 |
| 6. | Percentage of valid votes **FOR** the Resolution | 100.00 |
| 7. | Total Number of Equity Shareholders/Proxies who have validly cast their votes **AGAINST** the Resolution | 1 |
| 8. | Percentage of Equity Shareholders/Proxies who have validly cast their votes **AGAINST** the Resolution | 0.65 |
| 9. | Total Number of valid votes cast **AGAINST** the Resolution<br>(a) Number of Shares<br>(b) Aggregate value (in Rupees) | <br>1<br>10 |
| 10. | Percentage of valid votes **AGAINST** the Resolution | 0.00 |

Based on the foregoing, the Resolution 'IN FAVOUR' of the proposed Scheme of Merger between Jet Lite (India) Limited (Transferor Company) and Jet Airways (India) Limited (Transferee Company) and their respective shareholders and creditors, may be considered as carried by the requisite majority i.e. 152 Equity Shareholders out of a total 153 Equity Shareholders present and voting in person or by representation or by proxy representing 99.35% in number of Equity Shareholders and 100% in value of the Equity Shareholders present at the meeting and voting either in person or by representation or by proxy.

Mumbai dated 22nd April, 2016

Signature:

**MR.TAIZOON M KHUMRI**
Member and Company
Secretary in Practice,
12/13, Esplanade, 3rd Floor, 3,
Amrit Keshav Nayak Marg,
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