JET AIRWAYS

January 21, 2015

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block, BKC
Mumbai – 400 051

BSE Limited
1st Floor, P. J. Towers
Dalal Street
Fort
Mumbai – 400 001

Stock Code: 532617/JETAIRWAYS

Symbol: JETAIRWAYS/Series: EQ

Dear Sirs,

Sub: Submission of copies of the Company's Postal Ballot Notice.

As per the terms of the Listing Agreement entered into between the Company and the Stock Exchanges, we forward copy of the Company's Postal Ballot Notice and Postal Ballot form.

Kindly take the same on record.

Thanking you,

Yours truly,
For JET AIRWAYS (INDIA) LIMITED

Arun Kanakal
Company Secretary & Associate Legal Counsel

Encl: a/a

JET AIRWAYS (INDIA) LIMITED

Registered Office: Siroya Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099
Email: companysecretary@jetairways.com; **Phone:** +91 22 6121 1000; **Fax:** +91 22 6121 1950
CIN : L99999MH1992PLC066213

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to the Members of the Company to seek their approval by way of Postal Ballot for issue of Secured and/or Unsecured, Listed and/or Unlisted Non-Convertible Debentures and/or Subordinated Debt instruments and/or other debt securities or bonds for an aggregate value of upto the Rupee equivalent of US$ 300 Million under the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as proposed to be passed by means of Postal Ballot and electronic Voting (e-voting) in accordance with the proposals contained in the draft Special Resolution set out below. The Explanatory Statement stating the material facts of the proposal is also appended hereto for your consideration.

The Board of Directors at its Meeting held on 7th November, 2014, have appointed Mr. Taizoon M. Khumri, Practicing Company Secretary (COP No : 88) or failing him Mr. Vijay B. Sonone, Practicing Company Secretary (COP No.7991) or failing which such other Practising Company Secretary as may be decided by the Company Secretary of the Company as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form (annexed hereto) along with the Notice and Explanatory Statement herewith and return the Postal Ballot form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 17:30 hours on 19th day of February, 2015.

In compliance with Clause 35B of the Listing Agreement and the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting as an alternate, for its Members, to enable them to cast their votes electronically instead of casting their vote in physical form and dispatching the Postal Ballot form(s).

The Scrutinizer will submit his report to the Chairman/ Director /Company Secretary of the Company after completion of scrutiny. The result of the Postal Ballot will be announced not later than 26th day of February, 2015 at the Registered Office of the Company.

The result of the Postal Ballot shall also be hosted on the website of the Company besides communicating to the National Stock Exchange of India Limited and BSE Limited.

The Board of Directors has appointed Mr. Gaurang Shetty, Director and Manager and Mr. Arun Kanakal, Company Secretary & Associate Legal Counsel as the Designated Persons responsible for the entire Postal Ballot Process.

The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the Members, if approved by requisite majority.

The Resolution along with Explanatory Statement setting out material facts are set out herein below:

Special Business:

Issue of Non-Convertible Debentures on Private Placement basis

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable Rules (if any) prescribed there under, as may be amended from time to time, and subject to the provisions of the Listing Agreement entered into between the Company and the Stock Exchanges on which the Equity Shares of the Company are listed, the regulations/guidelines, if any, issued/prescribed by the Government of India, the Securities and Exchange Board of India **("SEBI")** and the Reserve Bank of India, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, all circulars, notifications, guidelines issued by the Ministry of Civil Aviation and the Directorate General of Civil Aviation including any amendment, modification, variation or re-enactment thereof, as applicable, (updated as on date) and in accordance with the relevant provisions of the Memorandum and Articles of Association, the approval of the Company, be and is hereby accorded to offer, issue and allot Secured and/or Unsecured, Listed and/or Unlisted Non-Convertible Debentures and/or Subordinated Debt instruments and/or other debt securities or bonds for an aggregate value of upto the Rupee equivalent of US$ 300 Million on a private placement basis, to Etihad Airways PJSC and/or any other body corporate, fund, trust, institution, firm, society, individual or person, in such form, manner, tranches, within such period, and upon such terms and conditions (the "**Issue**") as the Board of Directors of the Company or Committee thereof (hereinafter referred to as "**the Board**"), may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard including but not limited to :

- ❖ finalise the detailed terms and conditions of the Issue, size of Issue, tenor of Issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures and other conditions
- ❖ create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis
- ❖ obtain credit rating of the debenture/securities issued from Credit Rating Agencies
- ❖ appoint Trustees to the Debenture holders
- ❖ print and issue Debenture Certificate(s), Letter(s) of Allotment
- ❖ stipulate terms and conditions with regard to Put and Call options (if any)
- ❖ delegate power to any official of the Company to do any incidental acts for and on behalf of the Company

RESOLVED LASTLY THAT the Board be and is hereby authorized to finalise, settle and execute such documents, deeds, writings, papers or agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

For Jet Airways (India) Limited

Sd/-

Arun Kanakal

Company Secretary & Associate Legal Counsel

Registered Office:

Siroya Centre, Sahar Airport Road
Andheri (East), Mumbai 400 099

Place : Mumbai
Date : 15th January, 2015

Notes:

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 (1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is annexed herewith.
2. The Company has appointed Mr. Taizoon M. Khumri, Practicing Company Secretary (COP No : 88) or failing him Mr. Vijay B. Sonone, Practicing Company Secretary (COP No.7991) to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 9th January, 2015.
4. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited (Karvy) for facilitating e-Voting in order to enable the Members to cast their votes electronically instead of dispatching postal ballot form. Please note that e-Voting is optional.

   The instructions for e-voting are as under:

5. In case a Member receives an email from KARVY [for members whose email IDs are registered with the Depository Participants(s)]:

   (i) Open your web browser during the voting period and log on to the e-voting website https://evoting.karvy.com.

   (ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio / DP Client ID will be your user ID

Enter	For members holding shares in Demat Form	For members holding shares in Physical Form
User-ID	For NSDL :– 8 Character DP ID followed by 8 Digits Client ID For CDSL :– 16 digits beneficiary owner ID	Event No. followed by Registered Folio Number with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via email	
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons	

(iii) In case of query or clarification kindly call on toll free No. 1800 3454 001.

(iv) Members can cast their vote online from 21st day of January, 2015, from 09:00 hours to 19th day of February, 2015 till 17:30 hours.

(v) After entering these details appropriately, click on "LOGIN".

(vi) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email id 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.

(vii) You need to login again with the new credentials.

(viii) On successful login, system will prompt to select the Event i.e. Company Name.

(ix) If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and cast your vote earlier for any company, then your existing login id and password are to be used.

(x) On the voting page, you will see Resolution Description and against the same the options FOR / AGAINST for voting. Enter the number of shares (which represents number of votes) under FOR / AGAINST or alternatively you may partially enter any number in FOR and partially in AGAINST, but the total number in FOR / AGAINST taken together should not exceed your total shareholding

(xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.

(xiii) Corporate / Institutional Members (Corporate/Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to cstaizoonkhumri@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_Event no."

(xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) on e-voting for Shareholders and e-voting User Manual for Shareholders available at the Downloads section of https://evoting.karvy.com or contact Karvy Computershare Private Limited at the Telephone No.: (Toll Free No. 1800 3454 001).

(xv) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.

(xvi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

6. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.

7. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

8. Members exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before 17.30 hours on 19th February, 2015.

   Please note that all postal ballot forms received after 17.30 hours on 19th February, 2015, will be strictly treated as if the reply from the Member has not been received.

9. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or download from the link https://evoting.karvy.com or from the 'Investor Relations' page on the website of the Company www.jetairways.com.

10. In case, shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.

11. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

12. A tick (√) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.

13. The vote in this Postal Ballot cannot be exercised through proxy.

14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final.

15. The Results of e-voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jetairways.com and on or before 26th February, 2015.

For Jet Airways (India) Limited

Sd/-

Arun Kanakal

Company Secretary & Associate Legal Counsel

Registered Office:
Siroya Centre, Sahar Airport Road
Andheri (East), Mumbai 400 099

Place : Mumbai
Date : 15th January, 2015

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

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a company.

Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 *interalia* requires that in case of an offer or invitation to subscribe for securities on private placement, the Company shall obtain previous approval of its shareholders by means of a Special Resolution.

In order to meet the financial needs of business in a prudent manner the Company may offer or invite subscription for securities which may comprise of Secured and/or Unsecured, Listed and/or Unlisted Non-Convertible Debentures and/or Subordinated Debt instruments and/or other debt securities or bonds to Etihad Airways PJSC and/or any other body corporate, fund, trust, institution, firm, society, individual or person, in one or more series/tranches on private placement basis, during the period of one year from the date of passing of the Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Directors recommend the Resolution of the accompanying Notice, for the approval of the Members of the Company.

Apart from Mr. James Hogan and Mr. James Rigney, nominee Directors of Etihad Airways PJSC, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

For Jet Airways (India) Limited

Sd/-

Arun Kanakal

Company Secretary & Associate Legal Counsel

Registered Office:
Siroya Centre, Sahar Airport Road
Andheri (East), Mumbai 400 099

Place : Mumbai
Date : 15th January, 2015

www.sapprints.com

JET AIRWAYS (INDIA) LIMITED

Registered Office: Siroya Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099
Email: companysecretary@jetairways.com; **Phone:** +91 22 6121 1000; **Fax:** +91 22 6121 1950
CIN : L99999MH1992PLC066213

POSTAL BALLOT FORM

Serial No.

1. Name and Registered Address of the sole / first named Shareholder / Member / Beneficial Owner :

2. Name(s) of the Joint Shareholder(s) / Member(s) / Beneficial Owner(s), (if any) :

3. Registered Folio No. / DP ID No. / Client ID No.* : *(Applicable to Members holding shares in dematerialised form) :

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 15th January, 2015, by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Sr. No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution for issue of Non-Convertible Debentures on private placement basis.			

Place :

Date :

(Signature of the Shareholder / Member / Beneficial Owner)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read carefully the instructions printed overleaf before exercising your vote.
3. Last date for receipt of Postal Ballot Form by the scrutinizer is **19th February, 2015, before 17.30 hours**.

INSTRUCTIONS

1. A Shareholder/ Member /Beneficial Owner desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However envelopes containing Postal Ballot Forms if sent by courier at the expense of Shareholder / Member / Beneficial Owner will also be accepted.

2. This Form should be completed and signed by Shareholder/ Member /Beneficial Owner. In case of Joint holding, this Form should be completed and signed as per the specimen signature(s) registered with the Company/furnished by the National Securities Depository Limited/Central Depository Services (India) Limited by the first named Shareholder/ Member /Beneficial Owner and his absence by the next named Shareholder/ Member /Beneficial Owner. Unsigned Postal Ballot Forms will be rejected.

3. Please convey your assent/dissent in this Postal Ballot Form only. The assent/dissent in any other form shall be considered as invalid.

4. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority together with attested specimen signature(s) of the authorised signatory(ies).

5. The voting rights for the shares are one vote per Equity Share, registered in the name of the Shareholders/Members/ Beneficial Owners as on 9th January, 2015. Shareholders / Members / Beneficial Owners need not use all his/her/their votes nor he/she/ it need to cast all his/her/its votes in the same way.

6. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.

7. Voting period commences on and from 21st day of January, 2015, at 09:00 hours and ends on 19th day of February, 2015, at 17.30 hours. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from the Shareholders / Members / Beneficial Owners has not been received.

8. The result of the voting on the resolutions will be declared at the Registered Office of the Company on or before 26th day of February, 2015, and the date of declaration of result shall be the date of passing of the resolution.

9. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.

10. Members are requested not to send any document (other than the Resolution/Authority as mentioned above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous matter is found in such envelope, the same will not be considered and would be destroyed by the Scrutinizer.

11. Any query in relation to the Special Resolution proposed to be passed by Postal Ballot may be addressed to Mr. Arun Kanakal, Company Secretary & Associates Legal Counsel, Jet Airways (India) Limited, Siroya Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099, Telephone +91 22 6121 1000; Fax +91 22 6121 1950; Email: companysecretary@jetairways.com

www.sapprints.com