JET AIRWAYS

April 22, 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: Notice of an Extra-ordinary General Meeting of the Company

An Extra-ordinary General Meeting of the Members of the Company is scheduled to be held on Saturday, May 16, 2015, to approve the appointment of Mr. Diwakar Gupta as an Independent Director of the Company and the Issuance of Non-Convertible Debentures on Private Placement Basis.

Pursuant to Clause 31 of the Listing Agreement, please find enclosed six copies of the Notice of the said Extra-ordinary General Meeting.

Yours faithfully,

Jet Airways (India) Limited

Arun Kanakal
Company Secretary & Associate Legal Counsel
Encl: a/a
Cc: National Securities Depository Limited, Mumbai
Central Depository Services (India) Limited, Mumbai
Karvy Computershare Private Limited, Hyderabad

JET AIRWAYS (INDIA) LIMITED

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

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Jet Airways (India) Limited will be held at the Registered Office of the Company at Siroya Centre, Sahar Airport Road, Andheri East, Mumbai – 400 099 on Saturday, May 16, 2015, at 3:00 p.m. to transact the following business:-

1. Appointment of Mr. Diwakar Gupta 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 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification or re-enactment for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Diwakar Gupta (DIN 01274552), be and is hereby appointed as an Independent Director of the Company for a period of three years or till the conclusion of the 26th Annual General Meeting of the Company whichever is later."

2. Issue of Non-Convertible Debentures

To consider and, if thought fit, to pass with or without modification 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, the Master Circular on External Commercial Borrowings and Trade Credits, 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$ 400 Million on private placement basis, to any 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 do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental to the above."

By Order of the Board of Directors
Jet Airways (India) Limited

Sd/-
Arun Kanakal
Company Secretary & Associate Legal Counsel

Registered Office:
Siroya Centre, Sahar Airport Road
Andheri (East), Mumbai - 400 099
CIN: L99999MH1992PLC066213
Email: companysecretary@jetairways.com
Phone. No. +91 22 6121 1000
Fax No. +91 22 6121 1950

Mumbai
April 9, 2015

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 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. 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 person or shareholder.

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 business given in this Notice is annexed hereto.

4. Profile of Mr. Diwakar Gupta seeking appointment, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is annexed to this Notice.

5. Corporate Members intending to send their authorised representatives to attend the Extraordinary General Meeting are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the said Extraordinary General 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. Members are requested to send the advice about change in address / any other details to the Company's Registrar and 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 dematerialised form.

   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

9. 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.

10. In accordance with Section 101 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Notice of Extraordinary General Meeting 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 mentioning your folio no./demat account details.

11. Remote E-Voting:

    I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide remote e-voting facility to Members to exercise their vote at the Extraordinary General Meeting (EGM) by electronic means through Karvy Computershare Private Limited. The Company has appointed Mr. Taizoon M. Khumri, Practicing Company Secretary (COP No. 88) of T. M. Khumri & Co., Company Secretaries, Mumbai or failing him Mr. Husain Y. Wagh, Practicing Company Secretary (COP No. 12153), Mumbai, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. Remote e-voting is optional. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company. The instructions for remote e-Voting are as under:

(i) To use the following URL for remote e-voting:

From Karvy website: https://evoting.karvy.com/

(ii) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e May 9, 2015 may cast their vote electronically.

(iii) For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on 3rd April, 2015, have been considered.

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

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

(vi) 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.

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

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

(ix) 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.

(x) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

(xi) 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.

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

(xiii) 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.

(xiv) The remote e-voting period commences on 12th May, 2015 (9:00 A.M.) and ends on 15th May, 2015 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th May, 2015 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 EGM, however, he shall not be able to vote in the EGM again and his earlier vote cast through electronic means shall be treated as final.

(xv) 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).

II. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the EGM, 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 May 19, 2015. The Scrutiniser's Report shall be given to the Chairman or a person authorised by him in writing who shall countersign the same. The Results on resolutions shall be declared on or after the EGM of the Company and shall be deemed to be passed on the date of the EGM. 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 EGM of the Company and communicated to the Stock Exchanges.

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

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

Item No. 1:

The Board of Directors of the Company ('the Board') on the recommendation of the Nomination & Compensation Committee passed a Resolution dated 8th April, 2015 recommending for the approval of the Members, the appointment of Mr. Diwakar Gupta (DIN 01274552) 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 respective appointment.

Mr. Diwakar Gupta is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as the Director of the Company.

The Company has also received notice in writing from a Member alongwith a deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Mr. Diwakar Gupta for the office of Director of the Company.

The Company has also received a declaration from Mr. Diwakar Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Diwakar Gupta superannuated from State Bank of India (SBI) in July 2013, after a career spanning about 39 years. During his long career with India's largest bank, he has held diverse positions in banking and financial services, in State Bank of India and its Associates/ Subsidiaries. He retired as the Managing Director & Chief Financial Officer of the Bank.

Mr. Diwakar Gupta did M.Sc. in Physics from the University of Delhi, and had earlier completed B.Sc. Honours (Physics) from St. Stephen's College, Delhi.

Currently, Mr. Diwakar Gupta serves as Independent Director on the Boards of GE Money Financial Services Private Limited (a GE Capital company), National Bulk Handling Corporation Private Limited, Future Financial Services Limited (a Bangalore-based MFI), UKIBC India Limited (a UK Govt. led initiative for fostering two-way trade between India and the UK) and Mahindra First Choice Wheels Limited (a Mahindra group company).

The Board considers that the induction of Mr. Diwakar Gupta will benefit the Company and hence the Board recommends the resolution in relation to the appointment of Mr. Diwakar Gupta as an Independent director for the approval of the shareholders of the Company.

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

This Explanatory statement may be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 2

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) the Companies (Prospectus and Allotment of Securities) Rules 2014, inter alia, 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 the 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 any body corporate, fund, trust, institution, firm, society, individual or person, in such form, manner, tranches on private placement basis, during the period of one year from the date of passing of the resolution within the overall borrowing limit of the company, as approved by the Members from time to time.

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

The Directors recommend the Resolution at Item No. 2 of the accompanying Notice, for the approval of the Members of the Company.

By Order of the Board of Directors
Jet Airways (India) Limited

Sd/-
Arun Kanakal
Company Secretary & Associate Legal Counsel

Registered Office:
Siroya Centre, Sahar Airport Road
Andheri (East), Mumbai - 400 099
CIN: L99999MH1992PLC066213
Email: companysecretary@jetairways.com
Phone. No. +91 22 6121 1000
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Mumbai
April 9, 2015

www.sapprints.com

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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L99999MH1992PLC066213				
Name of the Company	Jet Airways (India) Limited				
Registered Office	Siroya Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099 **Phone:** +91 22 6121 1000; **Fax:** +91 22 6121 1950; **Website:** www.jetairways.com • **Email:** companysecretary@jetairways.com				
Name of the Member(s)					
Registered Address					
E mail ID		Folio No. / Client ID		DP ID	

I/We being the Member(s) of _____ Shares of Jet Airways (India) Limited, hereby appoint:

1.	Name		
	Address		
	E-mail ID		
	Signature		or failing him

2.	Name		
	Address		
	E-mail ID		
	Signature		or failing him

3.	Name	
	Address	
	E-mail ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting** of the Company held on **Saturday, May 16, 2015** at 3.00 p.m. at Siroya Centre, Sahar Airport Road, Andheri East, Mumbai – 400 099 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	Appointment of Mr. Diwakar Gupta as an Independent Director
2.	Issue of Non-Convertible Debentures

Signed this ..... day of 2015

Affix Revenue Stamp of Re.1/-

Signature of Shareholder : _____ Signature of Proxy holder(s) : _____

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not preent a member from attending the meeting in person if he so wishes.

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

EXTRA ORDINARY GENERAL MEETING

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

DP ID No. _____ Reg. Folio/Client ID No. _____

I / We hereby record my / our presence at the Extra Ordinary General Meeting of the Company held on **Saturday, May 16, 2015** at 3.00 p.m. at Siroya Centre, Sahar Airport Road, Andheri East, Mumbai – 400 099.

Name of the shareholder / proxy			
Registered Folio / Client ID Number		DP ID Number	
Number of Shares held		Signature	

Note:

- Shareholders / Proxies attending the meeting are requested to bring this Attendance Slip and Notice with them.
- Duplicate Attendance Slips will not be issued at the Extra Ordinary General Meeting.
- Joint Shaeeholders may obtain additional slip on request.

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