JET AIRWAYS (INDIA) LIMITED

JET AIRWAYS

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

NOTICE

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, 1st November, 2014, at 3:00 p.m. to transact the following business:-

Appointment of Mr. Dinesh Kumar Mittal 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. Dinesh Kumar Mittal (DIN 00040000), be and is hereby appointed as an Independent Director of the Company for a period of one year or till the conclusion of the Twenty Third Annual General Meeting of the Company whichever is earlier."

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
September 30, 2014

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 Special Business given in this Notice is annexed hereto.

4. Profile of Mr. Dinesh Kumar Mittal 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 Extra Ordinary 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 member 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]
Plot No. 17 - 24, Vittal Rao Nagar
Madhapur, Hyderabad 500 081

Time: 9:00 a.m. to 5:30 p.m. (Monday to Friday)

Phone: +91 40 2342 0818 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 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, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081 mentioning your folio no./demat account details.

11. E-Voting:

    I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide 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 T. M. Khumri, Practicing Company Secretary (COP No. 88) of T. M. Khumri & Company, Company Secretaries, Mumbai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. 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 E-Voting are as under:

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

            http://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 19th September, 2014, may cast their vote electronically.

        (iii) Enter the login credentials [i.e., user id and password mentioned along with this notice]. Your Folio No/DP ID Client ID will be your user ID.

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

        (v) 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.

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

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

        (viii) 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.

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

        (x) 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.

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

        (xii) 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.

        (xiii) The e-voting period commences on 27th October, 2014 (9:00 A.M.) and ends on 28th October, 2014, (5.30 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 September 19, 2014 may cast their vote electronically. The 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 may attend at that the Meeting. 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.

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

II. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. 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 e-voting facility, may attend the EGM and cast his vote.

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

The Board of Directors of the Company ('the Board') on the recommendation of the Nomination & Compensation Committee passed a Resolution dated 19th August 2014, recommending for the approval of the Members, the appointment of Mr. Dinesh Kumar Mittal 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. Dinesh Kumar Mittal 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. Dinesh Kumar Mittal for the office of Director of the Company.

The Company has also received a declaration from Mr. Dinesh Kumar Mittal 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. Dinesh Kumar Mittal has done M.Sc in Physics with specialization in Electronics from University of Allahabad. He has vast experience in various fields ranging from International Trade, Industrial development Finance, Infrastructure Development to Special Economic Zone.

He has served on Board(s) of Reserve Bank of India, State Bank of India, Exim Bank of India, Life Insurance Corporation of India IIFCL and IIFCL (UK) and also served as the Managing Director of IL&FS Infrastructure Development Corporation Limited.

He served in the State of Uttar Pradesh Government from 1977 to 1998 and then served as Joint Secretary from 1998 to 2004 and Additional Secretary from 2009 to 2011 in Ministry of Commerce and Industry. He also served as secretary Ministry of Corporate Affairs and Department of Financial Services, Govt of india.

Mr. Dinesh Kumar Mittal is a Member of the Audit Committee in Balrampur Chini Mills Limited.

Memberships/Chairmanships of Committees (includes only Audit Committee and Investor Grievance and Share Transfer Committees) of Public Companies in which Mr. Mittal is a Director are considered.

In the opinion of the Board, Mr. Dinesh Kumar Mittal fulfills the conditions specified in the Companies Act, 2013, and the rules made there under for his appointment as an Independent Director of the Company and he is an independent of the Management.

A copy of the draft letter of appointment of Mr. Dinesh Kumar Mittal as the Independent Directors setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that the induction of Mr. Dinesh Kumar Mittal will benefit the Company and hence the Board recommends the resolution in relation to the appointment of Mr. Dinesh Kumar Mittal 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.

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,
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CIN: L99999MH1992PLC066213
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Mumbai
September 30, 2014

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Tel No: 022 6121 1000 Fax No.: 022 6121 1950 Email Id: companysecretary@jetairways.com Website: www.jetairways.com

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 Tel No: 022 6121 1000 Fax No.: 022 6121 1950 Email: companysecretary@jetairways.com Website: www.jetairways.com		
Name of the Member (s):			
Registered Address:			
Email 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:		
	Email ID:		
	Signature:		or failing him

2.	Name:		
	Address:		
	Email ID:		
	Signature:		or failing him

3.	Name:	
	Address:	
	Email ID:	
	Signature:	

As my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on the Saturday, November 1, 2014 at 03:00 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. Dinesh Kumar Mittal as an Independent Director

Signed this ……day of ……..2014

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix Revenue Stamp of Rs.0.15

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 prevent a member from attending the meeting in person if he so wishes.

JET AIRWAYS (INDIA) LIMITED

JET AIRWAYS

CIN: L99999MH1992PLC066213

Regd. Office : Siroya Centre, Sahar Airport Road, Andheri (East), Mumbai - 400 099
Tel No: 022 6121 1000 Fax No.: 022 6121 1950 Email Id: companysecretary@jetairways.com Website: www.jetairways.com

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 at Siroya Centre, Sahar Airport Road, Andheri – (East), Mumbai 400 099, on Saturday, 1st November, 2014 at 03:00 p.m..

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

Notes:

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