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 3rd Floor, Siroya Centre, Sahar Airport Road, Andheri East, Mumbai – 400 099 on Tuesday, 29 December 2015 at 11.30 AM to transact the following business:-

Appointment of Mr. Srinivasan Vishvanathan as an Independent Director

To consider and, if thought fit, to pass with or without modification 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 and subject to receipt of security clearance from the Ministry of Civil Aviation, Mr. Srinivasan Vishvanathan (DIN 02255828), 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 Extraordinary General Meeting or the date of receipt of security clearance from the Ministry of Civil Aviation, till the conclusion of the 26th Annual General Meeting of the Company to be held in the year 2018 ."

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

Sd/-

Kuldeep Sharma
Company Secretary & V.P – Corporate Governance and Compliance

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Andheri (East), Mumbai - 400 099
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Mumbai
4 December 2015

Notes :

1. A SHAREHOLDER 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 SHAREHOLDER 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 shareholders 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 shareholder 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. Srinivasan Vishvanathan seeking appointment, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges/Listing Regulations, is annexed to this Notice.

5. Corporate Shareholders 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. Shareholders 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. Shareholders / Proxies / Representatives are requested to bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.

8. Shareholders 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 Selenium Tower B, Plot 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 2300 1153
   Email: einward.ris@karvy.com; **Website:** www.karvycomputershare.com

9. Shareholders 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 this 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 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.

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 Remote E-voting facility to Shareholders to exercise their vote at the Extraordinary General Meeting (EGM) by electronic means through Karvy Computershare Private Limited. The Company has appointed Mr. Husain Y. Wagh a Practising Company Secretary, Mumbai (COP No. 12153) 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) Use the following URL for e-voting: https://evoting.karvy.com

       (ii) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 22 December 2015 may cast their vote electronically.

       (iii) 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.

       (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 26 December 2015 (9:00 A.M.) and ends on 28 December 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 22 December 2015 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 shall not be debarred from participation in the EGM, however, they shall not be able to vote in the EGM again and their 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 https://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

Item No. 1:

The Board of Directors of the Company ('the Board') on the recommendation of the Nomination & Remuneration Committee, passed a Resolution dated 1 December 2015 recommending for the approval of the Shareholders, the appointment of Mr. Srinivasan Vishvanathan as an Independent Director of the Company in terms of Section149 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, subject to receipt of security clearance from Ministry of Civil Aviation.

Mr. Srinivasan Vishvanathan 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 along with a deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Mr. Srinivasan Vishvanathan for the office of Director of the Company.

The Company has also received a declaration from Mr. Srinivasan Vishvanathan 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/Regulation 16 of the Securities an Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Taking into consideration his vast experience, the resolution seeks the approval of the Shareholders of the Company to appoint Mr. Srinivasan Vishvanathan as an Independent Director of the Company with effect from the date which is the later of the approval by the Shareholders at this Extraordinary General Meeting or the date of receipt of security clearance from the Ministry of Civil Aviation, till the conclusion of the 26th Annual General Meeting of the Company to be held in the year 2018. As required by the provisions of Section 149 and such other applicable provisions of the Companies Act, 2013 and the Rules made there under he will not be liable to retire by rotation.

In the opinion of the Board, Mr. Srinivasan Vishvanathan 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 independent of the Management.

The Company, being an airline operator, the Civil Aviation Requirements ('CAR') Section 3, Series C, Part II inter-alia, require that any appointment to the position of a Director of the Company requires prior security clearance of the Ministry of Civil Aviation. In view of the same, the appointment of Mr. Srinivasan Vishvanathan would be effective from the date which is later of:

- the date of approval by Members at this Extraordinary General Meeting or;
- the date of receipt of his security clearance from the Ministry of Civil Aviation.

A copy of the draft letter of appointment of Mr. Srinivasan Vishvanathan as the Independent Director setting out the terms and conditions would be available for inspection without any fee by the Shareholders at the Registered Office of the Company during normal business hours on any working day till the date of the EGM.

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

Mr. Srinivasan Vishvanathan neither holds any Shares in the Company nor is related to any Directors of the Company.

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

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

Sd/-
Kuldeep Sharma
Company Secretary & V.P – Corporate Governance and Compliance

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CIN: L99999MH1992PLC066213
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Mumbai
4 December 2015

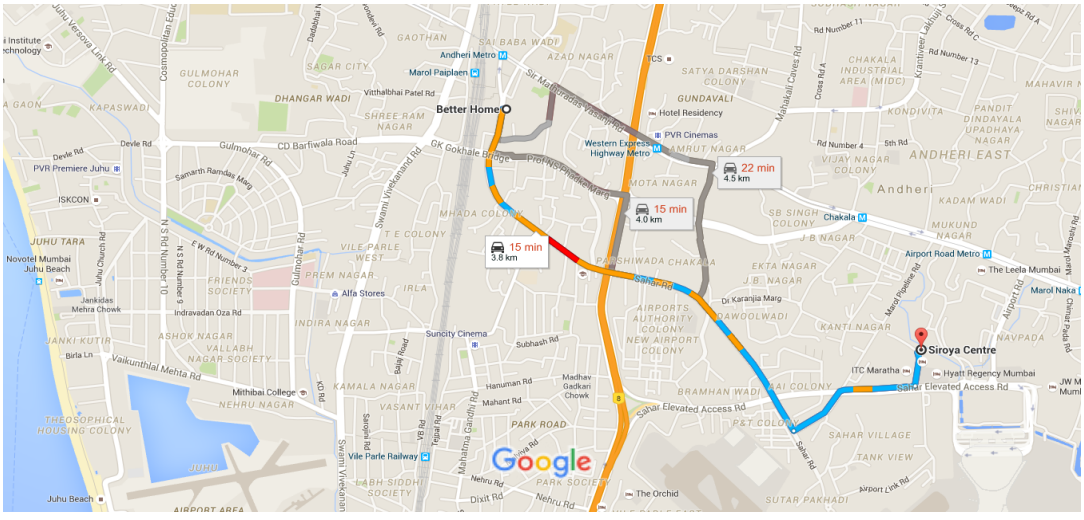
Profile of Mr. Srinivasan Vishvanathan

Mr. Srinivasan Vishvanathan has done his M.Sc. in Physics and has completed MBA and CAIIB. He has over 37 years of banking experience with State Bank of India (SBI). He retired as Managing Director & GE (Associates & Subsidiaries) of SBI. Earlier, he was Deputy Managing Director (Mid Corporate), SBI.

Prior to that, he was Managing Director & CEO of SBI Capital Markets Limited (SBICAP) for more than three years from June 2009 to August 2012. Earlier, he was Chief General Manager of State Bank of India's North Eastern operations. He has served in several important capacities which include an assignment in the New York Branch and stints as Regional Manager and Deputy General Manager in Delhi Circle and as General Manager (Global Markets).

Mr. Srinivasan Vishvanathan is a Director on the Board of Axis Bank Limited and also a Member of the Audit Committee, Committee of Directors and Grievance Redressal Committee of Axis Bank Limited.

Map of EGM Venue



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 Shareholder(s)					
Registered Address					
E mail ID		Folio No. / Client ID		DP ID	

I/We being the Shareholder(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 to be held on Tuesday, **29 December 2015** at 11.30 a.m. at 3rd Floor, Siroya Centre, Sahar Airport Road, Andheri East, Mumbai – 400 099 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution
1.	Appointment of Mr. Srinivasan Vishvanathan as an Independent Director

Affix Revenue Stamp of Re.1/-

Signed this ..... day of 2015

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 Shareholder of the Company.
- A person can act as a proxy on behalf of Shareholders not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Shareholder 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 Shareholder from attending the meeting in person if he so wishes.

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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 Extraordinary General Meeting of the Company held on Tuesday, **29 December 2015** at 11.30 a.m. at 3rd Floor, 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 Extraordinary General Meeting.
- Joint Shareholders may obtain additional slip on request.

www.sapprints.com