



## Notice

**Notice** is hereby given that the Twenty Second Annual General Meeting of the Members of Jet Airways (India) Limited will be held at Bhaidas Maganlal Sabhagriha, Juhu Vile Parle Development Scheme, Bhaktivendanta Swami Marg, Vile Parle (West), Mumbai - 400 056 on Monday, 11<sup>th</sup> August, 2014, at 3.30 p.m. to transact the following business:-

### ORDINARY BUSINESS:

#### Adoption of audited Annual Accounts and Reports of the Auditors and Directors

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors and the Directors thereon.

#### Re-appointment of a Director

2. To appoint a Director in place of Mr. Gaurang Shetty (DIN 01293134), who retires by rotation, and being eligible, offers himself for re-appointment.

#### Re-appointment of Statutory Auditors

3. To re-appoint Deloitte Haskins & Sells LLP having Registration Number 117366W / W-100018 and Chaturvedi & Shah having Registration Number 101720W, as the Joint Statutory Auditors of the Company to hold office from the conclusion of the Twenty Second Annual General Meeting till the conclusion of the Twenty Third Annual General Meeting of the Company and to fix their remuneration.

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, and the rules framed thereunder as amended from time to time, Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration Number 117366W / W-100018) and Chaturvedi & Shah, Chartered Accountants, (Registration Number 101720W) be and are hereby re-appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of the Twenty Second Annual General Meeting till the conclusion of the Twenty Third Annual General Meeting and the Board of Directors of the Company be and is hereby authorised to fix their remuneration."

### SPECIAL BUSINESS:

#### 4. Appointment of Mr. James R. Hogan as a 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 Section 161 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), Mr. James R. Hogan (DIN: 06540486), who was appointed by the Board of Directors as an Additional Director with effect from 20<sup>th</sup> November, 2013 and who holds Office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

#### 5. Appointment of Mr. James D. Rigney as a 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 Section 161 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), Mr. James D. Rigney (DIN: 06540653), who was appointed by the Board of Directors as an Additional Director with effect from 20<sup>th</sup> November, 2013 and who holds Office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

#### 6. Appointment of Mr. Javed Akhtar as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:



## Notice (Contd.)

**"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. Javed Akhtar (DIN 00112984), in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of one year till the conclusion of the Twenty Third Annual General Meeting of the Company."

### 7. Appointment of Mr. I. M. Kadri 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. I. M. Kadri (DIN 00081694), in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of one year till the conclusion of the Twenty Third Annual General Meeting of the Company."

### 8. Appointment of Mr. Aman Mehta 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. Aman Mehta (DIN 00009364), in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of one year till the conclusion of the Twenty Third Annual General Meeting 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

Fax No. +91 22 6121 1950

Mumbai

27<sup>th</sup> May, 2014



## Notice (Contd.)

### 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. Deloitte Haskins & Sells (DHS), (ICAI Firm Registration No. 117366W), Chartered Accountants (CAs), Mumbai were appointed as the statutory auditors of the Company for Financial Year 2013-14 at the Annual General Meeting (AGM) of the Company held on 8<sup>th</sup> August, 2013. DHS converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as Deloitte Haskins & Sells LLP (DHS LLP) with effect from 20<sup>th</sup> November, 2013. In terms of the Ministry of Corporate Affairs, Government of India, General Circular No. 9/2013 dated 30<sup>th</sup> April, 2013, if a firm of CAs, being an auditor in a company under the Companies Act, 1956, is converted into an LLP, then such an LLP would be deemed to be the auditor of the said company. The Board of Directors of the Company has taken due note of this change. Accordingly, the audit of the Company for Financial Year 2013-14 was conducted by DHS LLP.

In view of the above, DHS LLP, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 27<sup>th</sup> May, 2014, proposed the appointment of DHS LLP as the joint statutory auditors of the Company alongwith Chaturvedi & Shah, Chartered Accountants, for a period of one year to hold office from the conclusion of the Twenty Second Annual General Meeting till the conclusion of the Twenty Third Annual General Meeting of the Company to be held in the year 2015.

4. 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.
5. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is annexed to this Notice.
6. Corporate Members intending to send their authorised representatives to attend the Twenty Second Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the said Annual General Meeting.
7. 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
8. Members / Proxies / Representatives are requested to bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, **29<sup>th</sup> July, 2014 to Monday, 11<sup>th</sup> August, 2014**, both days inclusive, for the purpose of the Twenty Second Annual General Meeting.
10. 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](mailto:einward.ris@karvy.com)  
Website: [www.karvy.com](http://www.karvy.com)



## Notice (Contd.)

Members are requested to inform their telephone numbers and e-mail addresses to facilitate prompt action and communication.

11. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.
12. Members who wish to obtain information concerning the Accounts or Operations of the Company may send their queries at least 7 days before the Annual General Meeting, to the Company Secretary, at the Registered Office of the Company or by email to [companysecretary@jetairways.com](mailto:companysecretary@jetairways.com)
13. All documents referred to in the Notice and Explanatory Statement annexed thereto are available for inspection at the Registered Office of the Company between 10 a.m. and 12 noon on all working days of the Company till the date of the Twenty Second Annual General Meeting.
14. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the respective unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
15. Unclaimed dividend for the Financial Year 2005-06 amounting to ₹ 594,270 has been transferred to the IEPF in November 2013.
16. Unclaimed dividend for the Financial Year 2006-07, is still lying in the unpaid dividend accounts of the Company. Members, who have not encashed the dividend warrants for the said Financial Year, are requested to contact the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, at the earliest.  
  
Unclaimed dividend for the Financial Year 2006-07, is due for transfer to the IEPF in the year 2014. Kindly note that no claim shall lie against the Company or the IEPF after such transfer.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their respective DPs for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. In accordance with Section 101 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Annual Report (Audited Financial Statements, Directors Report, Auditors Report etc.) 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, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad 500 081, or send an email at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) mentioning your folio no./demat account details.

The Members are requested to write to the Registrar and Share Transfer Agents regarding transfer of shares and for resolving grievances

19. E-Voting:
  - I. The Company is pleased to provide E-voting facility through Karvy Computershare Private Limited, for all shareholders of the Company to enable them to cast their votes electronically on the items mentioned in this notice of the 22<sup>nd</sup> Annual General Meeting of the Company. The Company has appointed Taizoon M. Khumri, Practicing Company Secretary (COP No. 88) of T. M. Khumri & Co., 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:  
From Karvy website: <http://evoting.karvy.com>



## Notice (Contd.)

- (ii) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 11<sup>th</sup> July, 2014, may cast their vote electronically.
  - (iii) Enter the login credentials [i.e., user id and password mentioned in the attendance slip of the AGM]. Your Folio No/DP ID Client ID will be your user ID. However, if you have already registered with Karvy for e-voting, you can use your existing user ID and password.
  - (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) Members 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 cstaizonkhumri@gmail.com with a copy marked to evoting@karvy.com.
  - (xiii) The e-voting period commences on Tuesday, 5<sup>th</sup> August, 2014 (9:00 A.M.) and ends on Thursday, 7<sup>th</sup> August, 2014, (5.30 P.M.). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11<sup>th</sup> July, 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 shall not be able debarred from participation in the AGM, however, he shall not be able to vote in the AGM 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 Private Limited 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 AGM of the Company and shall be deemed to be passed on the date of the AGM. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.jetairways.com](http://www.jetairways.com) and on the website of Karvy within two days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- III. Poll will also be conducted at the AGM and any Member who has not cast his vote through e-voting facility, may attend the AGM and cast his vote.



## EXPLANATORY STATEMENT

As required by Section 102 (1) of the Companies Act, 2013, in respect of the items of Special Business mentioned in the Notice.

### Item No. 4 & 5

As per the Shareholders Agreement dated 24<sup>th</sup> April, 2013 and as amended, entered into *inter alia* between the Company and Etihad Airways PJSC ('Etihad') and the promoters, Etihad has the right to appoint two directors on the Board of the Company.

At the Board Meeting held on 20<sup>th</sup> November, 2013, Mr. James Hogan and Mr. James Rigney who were nominated by Etihad were appointed as Additional Directors on the Board of the Company. Their appointment ceases on the date of the Twenty Second Annual General Meeting.

The Company has received a notice from Member alongwith a deposit of Rupees Two Lakhs proposing the appointment of Mr. Hogan and Mr. Rigney.

A profile of Mr. Hogan and Mr. Rigney is given as an annexure to this Notice. The Board recommends the appointment of Mr. Hogan and Mr. Rigney as Directors.

Except Mr. Hogan and Mr. Rigney, none of the Directors or Key Managerial Personnel or any of their relatives is concerned or interested in respect of the resolution as set out at Items No. 4 and 5.

### Item No. 6, 7 & 8

Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta are Non-Executive Independent Directors of the Company. It is proposed to appoint Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta as Independent Directors of the Company under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office till the next Annual General Meeting.

Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta are not disqualified from being appointed as Independent Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as the Directors of the Company.

The Company has received notices in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta for the office of Directors of the Company.

The Company has also received declarations from Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta that they meet with 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.

Brief resumes of Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges form part of this Notice.

In the opinion of the Board, Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta fulfills the conditions specified in the Companies Act, 2013, and the rules made there under for their appointment as Independent Directors of the Company and they are independent of the Management. A copy of the draft letters of appointments of Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta 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 continued association of Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta would be of immense benefit to the Company and it is desirable to continue to avail their services as the Independent Directors.



## EXPLANATORY STATEMENT *(Contd.)*

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta as Independent directors for the approval of the shareholders of the Company.

Except Mr. Javed Akhtar, Mr. I. M. Kadri and Mr. Aman Mehta, none of the Directors or Key Managerial Personnel or any of their relatives is concerned or interested, financially or otherwise in the resolution set out at Items No. 6, 7 and 8.

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

Andheri (East)

Mumbai - 400 099

CIN: L99999MH1992PLC066213

Email: [companysecretary@jetairways.com](mailto:companysecretary@jetairways.com)

Phone. No. +91 22 6121 1000

Fax No. +91 22 6121 1950

Mumbai

27<sup>th</sup> May, 2014